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## **MAXITECH INTERNATIONAL HOLDINGS LIMITED**

### **全美國際控股有限公司\***

(To be renamed as Richfield Group Holdings Limited 田生集團有限公司\*)

(Incorporated in the Cayman Islands with limited liability)

**(Stock Code: 8136)**

### **FULL CONVERSION OF CONVERTIBLE BONDS**

Reference is made to the announcements of the Company dated 18 April 2007 and 29 May 2007 (the “**Announcements**”) in relation, to among other things, the proposed acquisition of Richfield Realty Limited and the completion thereof respectively. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Announcements.

Completion of the Acquisition took place on 29 May 2007 and the Convertible Bonds in the aggregate principal amount of HK\$456,000,000 were duly issued to the Vendor as part of the Consideration. On 30 May 2007, the Vendor exercised its rights under the Convertible Bonds by lodging to the Company a conversion notice for partially converting the Convertible Bonds in an aggregate principal amount of HK\$255,000,000 into 425,000,000 Shares, which represent approximately 19.1% of the then enlarged issued share capital of the Company (the “**1st Tranche Conversion Shares**”), at the Initial Conversion Price of HK\$0.60 per Share. On 11 August 2007, the Vendor elected to convert in full the remaining outstanding Convertible Bonds in the principal amount of HK\$201,000,000 into 335,000,000 Shares (the “**2nd Tranche Conversion Shares**”) at the Initial Conversion Price of HK\$0.60 per Share. The 2nd Tranche Conversion Shares were issued to the Vendor on 15 August 2007, which together with the 1st Tranche Conversion Shares previously issued represents approximately 26% of the issued share capital of the Company as enlarged by the issue of the 1st Tranche Conversion Shares and the 2nd Tranche Conversion Shares as at the date of this announcement.

As at the date of this announcement, the Convertible Bonds in the aggregate principal amount of HK\$456,000,000 have been converted in full and no part of the Convertible Bonds remains outstanding. As at the date of this announcement and after the issue of the 2nd Tranche Conversion Shares, there were a total of 2,928,500,000 Shares in issue.

\* For identification purpose only

The following table sets out the changes in the shareholding structure of the Company as a result of full conversion of the Convertible Bonds.

Shareholder	Shareholding before any conversion of the Convertible Bonds		Shareholding after partial conversion of the Convertible Bonds and the issue of the 1st Tranche Conversion Shares		Shareholding after full conversion of the Convertible Bonds and the issue of the 2nd Tranche Conversion Shares	
	No. of shares	%	No. of shares	%	No. of shares	%
Virtue Partner Group Limited ("Virtue Partner") (Note 1)	936,794,000	43.20	936,794,000	36.12	936,794,000	31.99
Pong Wai San, Wilson ("Mr. Pong") (Note 1)	306,000,000	14.11	306,000,000	11.80	306,000,000	10.45
<b>Sub-total of Virtue Partner and Mr. Pong</b>	<b>1,242,794,000</b>	<b>57.31</b>	<b>1,242,794,000</b>	<b>47.92</b>	<b>1,242,794,000</b>	<b>42.44</b>
Richfield (Holdings) Limited (Note 2)	–	–	425,000,000	16.39	760,000,000	25.95
Public shareholders	925,706,000	42.69	925,706,000	35.69	925,706,000	31.61
<b>TOTAL</b>	<b>2,168,500,000</b>	<b>100</b>	<b>2,593,500,000</b>	<b>100</b>	<b>2,928,500,000</b>	<b>100</b>

Notes:

1. The entire issued share capital of Virtue Partner is beneficially owned by Mr. Pong, the chairman and an executive Director.
2. The entire issued share capital of Richfield (Holdings) Limited is beneficially owned by Mr. Au Wing Wah who is a third party independent of Virtue Partner, Mr. Pong and their associates as defined in the GEM Listing Rules.

By order of the Board  
**Maxitech International Holdings Limited**  
**Pong Wai San, Wilson**  
*Chairman*

Hong Kong, 15 August 2007

*As at the date of this announcement, the executive Director is Mr. Pong Wai San, Wilson, the non-executive Director is Mr. Li Chi Chung and the independent non-executive Directors are Mr. Koo Fook Sun, Louis, Mr. Lai Hin Wing, Henry and Mr. Lung Hung Cheuk.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the designated website of the Company at [ir.sinodelta.com.hk/richfieldgp/](http://ir.sinodelta.com.hk/richfieldgp/).*