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## **Computech Holdings Limited**

**駿科網絡訊息有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 8081)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Meeting”) of Computech Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) will be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on 2 September 2004 at 9:30 a.m. for the purpose of considering and, if thought fit, passing resolution numbered 1 as an ordinary resolution and resolution numbered 2 as a special resolution:

#### **ORDINARY RESOLUTION**

1. **“THAT** the conditional agreement dated 28 July 2004 between the Company and CL International Holdings Limited (“CLIH”, together with its subsidiaries, the “CLIH Group”), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification (the “Agreement”), details of which are set out in the circular of the Company dated 18 August 2004, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification (the “Circular”), all future transactions between the Group and the CLIH Group as described and contemplated in the Agreement and the Proposed Caps as defined and set out in the Circular be and are hereby approved and the execution of the Agreement be and is hereby approved, ratified and confirmed and the directors of the Company be and are hereby authorised to do such acts and things and execute such other documents which in their opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated thereunder.”

#### **SPECIAL RESOLUTION**

2. **“THAT** the articles of association of the Company be amended as follows:
  - a. by inserting the following new definition in article 2(1):

““associate” the meaning attributed to it in the rules of the Designated Stock Exchange.”;

\* *For identification purpose only*

- b. by deleting from the definition of “clearing house” in article 2(1), the words “a recognised clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong or”;
- c. by inserting the following words at the end of article 2(2)(e) before the semi-colon “;”:
- “, including representation which takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;”;
- d. by replacing the full stop “.” appearing at the end of article 2(2)(g) with a semi-colon “;”, by inserting the word “and” immediately after the semi-colon and by inserting the following new article 2(2)(h):
- “references to a document being executed include references to it being executed under hand or under seal or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”;
- e. by substituting in article 12(1), the words “Subject to the Law, and these Articles” with the following words:
- “Subject to the Law, these Articles, any direction that may be given by the Company in general meeting”;
- f. by substituting in article 44, the words “and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange” with the following words:
- “or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange”;
- g. by inserting after the words “Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form” appearing in article 46, the following words:
- “or in a form prescribed by the Designated Stock Exchange”;
- h. by substituting the words “and, where applicable, any other newspapers” in article 51 with the following words:
- “or any other newspapers or by any other means”;

- i. by re-numbering the existing article 76 as article 76(1) and by inserting the following new article 76(2):

“(2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”;

- j. by substituting the words “entitled to exercise the same rights and powers as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee) including the right to vote individually on a show of hands” appearing in the second sentence in article 84(2) with the following words:

“deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.”;

- k. by substituting in article 86(5), the words “Subject to any provision to the contrary in these Articles the” with the word “The” and by inserting after the words “notwithstanding anything”, the words “to the contrary”;

- l. by deleting the words “unless not less than seven (7) days before the date appointed for the meeting” appearing in article 88 and by inserting the following words at the end of article 88 before the full stop “.”:

“provided that the minimum length of the period, during which such Notices may be given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”;

- m. by substituting the existing article 103 with the following new article 103:

“(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;

- (ii) the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has/have himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (v) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or
- (vi) any proposal or arrangement concerning the adoption, modification or operation of any share incentive or share option scheme under which the Director or any of his associate(s) may benefit, or, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund or arrangement relates.

(2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) is/are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.

(3) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.

(4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or of his associate(s) (other than associate(s) of the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Directors or his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned or his associate(s) as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his associate(s), such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his associate(s) as known to such chairman has not been fairly disclosed to the Board.”;

n. by substituting the word “A” at the beginning of article 152 with the words “Subject to Article 152A, a”;

o. by inserting the following new article 152A:

“152A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial report derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial report, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.”;

p. by inserting the following new article 152B:

“152B. The requirement to send to a person referred to in Article 152 the documents referred to in that provision or a summary financial report in accordance with Article 152A or half-year report, summary half-year report or quarterly report as required by the rules of the Designated Stock Exchange, as the case may be, shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the

rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 or a summary financial report complying with Article 152A or half-year report, summary half-year report or quarterly report as required by the rules of the Designated Stock Exchange, as the case may be, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.”;

q. by deleting the word “given” appearing in the first line of article 159 and by inserting, in article 159, the following:

(a) after the words “Any Notice” appearing at the beginning of article 159, the following words:

“or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles”;

(b) after the words “cable, telex or facsimile transmission message”, the words “or other form of electronic transmission or communication”;

(c) after the words “by transmitting it to any such address or transmitting it to any telex or facsimile transmission number”, the words “or electronic number or address or website”; and

(d) after the words “in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange”, the words “or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above.”;

r. by deleting the word “and” appearing after the semi-colon “;” in bye-law 160(a), by renumbering the existing article 160(b) as a new article 160(c) and by inserting the following new article 160(b):

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;”;

s. by substituting the full stop “.” appearing at the end of the new article 160(c) with a semi-colon “;” and inserting the word “and” after the semi-colon “;”; and

t. by inserting the following new article 160(d):

“may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”,

and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit, in order to effect and complete any of the foregoing.”

By order of the Board  
**Computech Holdings Limited**  
**Alphonso Fung**  
*Chairman*

Hong Kong, 18 August 2004

*As at the date of this announcement, the executive Directors are Mr. Fung Pak Chuen, Alphonso and Mr. Lo, Richard. The non-executive Director is Mr. Sugii Toshio and the independent non-executive Directors are Mr. Lee Sai Yeung and Mr. Tsang Link Carl, Brian.*

*Registered office:*

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Cricket Square  
Hutchins Drive  
P.O. Box 2681GT  
George Town  
Grand Cayman  
British West Indies

*Head office and principal place of business:*

10/F., Westlands Centre  
20 Westlands Road  
Quarry Bay  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of such member. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the principal place of business of the Company at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

*This announcement, for which the directors (the “Director”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 GEM website on the “Latest Company Announcements” page and the Company’s website for 7 days from the date of its posting.*