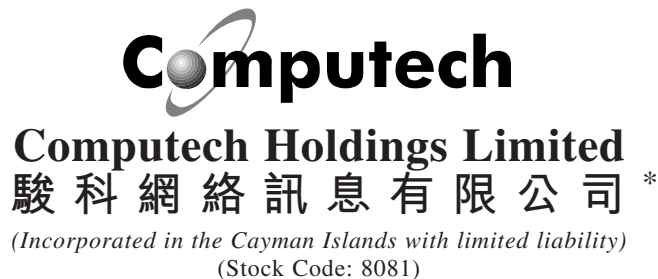

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Computech Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This document, for which the directors (the “Directors”) 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 document 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 document misleading; and (3) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



GENERAL MANDATES TO REPURCHASE SHARES, TO ISSUE SHARES, AMENDMENT TO THE ARTICLES OF ASSOCIATION AND RE-ELECTION OF RETIRING DIRECTOR

A notice convening the AGM of the Company to be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong at 10:00 a.m. on Tuesday, 25th April, 2006 is contained in the Annual Report of the Company. If you are not able to attend the meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

This circular and the form of proxy for the AGM will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

* *For identification purpose only*

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

DEFINITIONS

In this document, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 10/F, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong at 10:00 a.m. on Tuesday, 25th April, 2006
“Annual Report”	the annual report of the Company for the year ended 31st December, 2005
“Articles of Association”	the articles of association of the Company
“Board”	the board of the Directors
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and listed on the GEM
“Directors”	directors of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Resolution”	the proposed ordinary resolution no. 4 as referred to in the notice of the AGM
“Latest Practicable Date”	27th March, 2006, being the latest practicable date prior to the printing of this document
“Shares Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the period as set out in Issue Resolution up to a maximum of 20% of issued share capital of the Company as at the date of passing the Issue Resolution
“Shares Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Repurchase Resolution up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution

DEFINITIONS

“Repurchase Resolution”	the proposed ordinary resolution no. 5 as referred to in the notice of the AGM
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	fully paid-up share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
%	per cent

LETTER FROM THE BOARD



Computech Holdings Limited
駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8081)

Directors:

Executive Directors:

Fung Pak Chuen, Alphonso
Lo, Richard

Independent Non-Executive Directors:

Lee Sai Yeung
Chung Kong Fei, Stephen
Ng Chik Sum, Jackson

Registered office:

Century Yard
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

29th March, 2006

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES, TO ISSUE SHARES,
AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND RE-ELECTION OF RETIRING DIRECTOR**

GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the resolution of the Shareholders passed on 29th April, 2005, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares of the Company. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Shares Repurchase Mandate to be proposed at the AGM. An explanatory statement as required under the GEM Listing Rules to provide the requisite information of the Shares Repurchase Mandate is set out in the appendix hereto.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

Pursuant to the resolution of the Shareholders passed on 29th April, 2005, a general mandate was given to the Directors to exercise the powers of the Company to allot, issue, and deal with unissued shares of the Company. Such mandate will lapse at the conclusion of the AGM. The Directors proposed at the AGM two ordinary resolutions respectively granting to the Directors the Shares Issue Mandate and to extend the Shares Issue Mandate by adding to the Shares Issue Mandate the aggregate nominal amount of the Shares repurchased by the Company after the granting of the Shares Repurchase Mandate to repurchase up to a maximum of 10% of the Shares at the date of passing the Repurchase Resolution.

ANNUAL GENERAL MEETING

Set out on pages 64 to 68 of the Annual Report is the notice convening the AGM at which the following ordinary resolutions in respect of approving the Shares Issue Mandate, the Shares Repurchase Mandate and the extension of the Shares Issue Mandate will be proposed:

- to grant to the Directors a general mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange representing up to 10% of the Shares as at the date of the Repurchase Resolution during the period from the date of passing the Repurchase Resolution up to (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the Repurchase Resolution, whichever occurs first;
- to grant to the Directors a general mandate to authorise the Directors to issue, allot and deal with unissued shares capital of the Company not exceeding 20% of the Shares as at the date of such resolution; and
- to extend the Shares Issue Mandate which will be granted to the Directors to issue, allot and deal with additional unissued shares by adding to the Shares Issue Mandate the aggregate nominal amount of the Shares repurchased under the Shares Repurchase Mandate up to a maximum of 10% of the Shares after the granting of the Shares Repurchase Mandate.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

The Stock Exchange has revised the GEM Listing Rules on 1st March, 2006 to effect that a director may be removed by ordinary resolution in general meeting instead of a special resolution. To align the Articles of Association with the revised GEM Listing Rules, the Board proposes a special resolution at the AGM to alter the Articles of Association to provide that any director of the Company may be removed by an ordinary resolution in general meeting. The full text of the proposed amendment to the Articles of Association is set out in resolution number 7 of the notice of the AGM contained in the Annual Report of the Company.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Articles of Association of the Company, Mr. Chung Kong Fei, Stephen (“Mr. Chung”) shall retire and, being eligible, offer himself for re-election at the AGM.

LETTER FROM THE BOARD

The biographical details, interests in the Shares and the service contracts of Mr. Chung are set out in the appendix II of this circular.

PROCEDURE BY WHICH A POLL MAY BE DEMANDED

Under the Articles of Association of the Company, a resolution put to the vote of a general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the general meeting; or
- (b) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the general meeting; or
- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the general meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the general meeting being Shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the Shares conferring that right.

In addition, under the GEM Listing Rules, if the chairman of the general meeting and/or the Directors individually or collectively hold(s) proxies in respect of Shares holding 5% or more of the total voting rights of the Company at a particular general meeting, and if the votes cast on a show of hands are in the opposite manner to that instructed in those proxies, then the chairman shall demand a poll. However, if it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands, then the chairman shall not be required to demand a poll.

RECOMMENDATION

The Directors believe that the Shares Repurchase Mandate, the Shares Issue Mandate, the extension of Shares Issue Mandate, the amendment to the Articles of Association and the re-election of the retiring director are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders should vote in favour of the aforesaid resolutions to be proposed at the AGM.

By Order of the Board
Computech Holdings Limited
Fung Pak Chuen, Alphonso
Chairman

This appendix serves as an explanatory statement, pursuant to the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the Share as at the date of passing the Repurchase Resolution.

1. GEM LISTING RULES

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their securities on GEM subject to certain restrictions.

Any securities buyback programme is required to be suspended after the directors have made any decision in respect of a price sensitive development or a price sensitive development has occurred until the price sensitive information has been publicly announced. In particular, during the period of one month immediately preceding either the preliminary announcement of annual results or the publication of quarterly report or interim report, a company may not purchase its shares on GEM, unless the circumstances are exceptional. In addition, the Stock Exchange reserves the right to suspend a securities repurchase programme on GEM if the company has breached the GEM Listing Rules.

A company shall not knowingly repurchase its shares from a connected person (as defined in the GEM Listing Rules), and such a connected person shall not knowingly sell his shares to the company on GEM.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Share comprised 480,000,000 shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 48,000,000 shares representing not exceeding, 10% of the Share at the Latest Practicable Date.

3. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASE

In repurchasing securities, the Company may only apply funds legally available for such purchase in accordance with its Memorandum and Articles of Association, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. Under Cayman Islands law, any repurchases by a company may only be paid out of the profits or the proceeds of a fresh issue made for the purpose or if authorised by the articles of association and subject to the provisions of the Companies Law, out of capital. The Directors propose that any repurchase of Shares under the Shares Repurchase Mandate will be financed by the retained profits of the Company.

The Company may not purchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published accounts in the Annual Report in the event that the power to repurchase Shares pursuant to the Shares Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Shares Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous thirteen months before the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
March	0.033	0.025
April	0.041	0.027
May	0.071	0.022
June	0.068	0.045
July	0.054	0.049
August	0.055	0.034
September	0.055	0.028
October	0.055	0.040
November	0.055	0.038
December	0.053	0.045
2006		
January	0.055	0.043
February	0.050	0.040
March*	0.055	0.045

* up to and including the Latest Practicable Date

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Shares Repurchase Mandate and in accordance with the GEM Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Shares Repurchase Mandate if such is approved by the shareholders.

No other connected persons of the Company (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Shares Repurchase Mandate is approved by the shareholders.

8. TAKEOVER CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power to repurchase Shares pursuant to the Shares Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeover Code. As a result, a shareholder, or a group of shareholders of the Company acting in concert (as defined under the Takeover Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, by virtue of the SFO, Aplus Worldwide Limited ("Aplus") and CL International Holdings Limited ("CLIH"), which are substantial shareholders of the Company, beneficially held 191,688,000 Shares (approximately 39.9% of the Shares) and 188,436,011 Shares (39.3% of the Shares), respectively.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with terms of the Shares Repurchase Mandate, then (if the present shareholdings otherwise remained the same) the interest of Aplus and CLIH in the Company would be increased to approximately 44.4% and 43.6% of the Shares respectively. As both Aplus and CLIH are controlled by Mr. Fung Pak Chuen Alphonso, Mr. Lo Richard and Mr. Yap Fat Suan Henry, who are acting in concert with each other, this would not give rise to an obligation on the part of Aplus and CLIH to make a mandatory offer under Rule 26 of the Takeover Code. However, there will be insufficient Shares in the hands of the public.

If the Directors exercise the Shares Repurchase Mandate (whether in whole or in part), they will not exercise it to the extent which would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage of the Company as required by the Stock Exchange, which is currently 20% of the entire issued share capital of the Company.

9. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

CHUNG Kong Fei, Stephen, aged 49, was appointed as an independent non-executive Director of the Company in September 2004. He is also a member of the audit committee of the Company. Mr. Chung has over 20 years of experience in investment and business management. He is one of the founders and executive directors of SDM Dental Inc., an investment holding company which operates 6 dental clinics in the PRC, currently the clinic chain is one of the largest of its kind in the PRC. During 1997, Mr. Chung was an executive director of Qualipak International Holdings Limited, a manufacturer of packaging materials, whose shares are listed on the Stock Exchange of Hong Kong Limited. From 1987 to 1996, he was the deputy managing director of Lam Soon (HK) Limited. From 1983 to 1987, Mr. Chung was the Head of China Division for Manufacturers Hanover Trust Company. Mr. Chung is currently an independent non-executive director of Unity Investments Holdings Limited, whose shares are listed on the Stock Exchange of Hong Kong Limited. Mr. Chung holds a Bachelor of Science degree from the Wharton School of Business, University of Pennsylvania, U.S.A.

There is no service contract entered into between the Company and Mr. Chung. He is not appointed for a specific term except that he is subject to retirement by rotation and re-election pursuant to the articles of association of the Company. The emolument for Mr. Chung is HK\$60,000 per annum, which is determined by the Board with reference to his duties and responsibility. Save as disclosed herein, except for the directors' emoluments, there will be no other benefits provided to Mr. Chung for his directorship in the Company.

Save as disclosed above, Mr. Chung does not hold any other positions in the Company or any of its subsidiaries. Mr. Chung does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chung does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

The Board confirms that there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the appointment of Mr. Chung.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.