



Computech Holdings Limited

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8081

Third Quarterly Report
2008



CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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 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 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.

The Stock Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of this report. This report, for which the directors (the “Director”) of Computech Holdings Limited (the “Company”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (“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 report 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 report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RESULTS

The board (the "Board") of Directors of the Company is please to announce the unaudited consolidated results of the Company and its subsidiaries (together the "Group") for the nine months ended 30 September 2008 ("Results") together with the comparative unaudited consolidated figures for the corresponding period in 2007 as follows:

Condensed Consolidated Income Statement

For the nine months ended 30 September 2008

	Note	For the nine months ended 30 September		For the three months ended 30 September	
		2008 HK\$'000	2007 HK\$'000	2008 HK\$'000	2007 HK\$'000
Continuing Operations:					
Turnover	2	29,512	27,141	9,823	9,492
Cost of sales		(23,007)	(21,573)	(7,409)	(7,448)
Gross profit		6,505	5,568	2,414	2,044
Other income		339	68	24	66
Selling and distribution expenses		(48)	(134)	(8)	(38)
Administrative expenses		(8,216)	(5,835)	(3,525)	(1,937)
Profit/(loss) before income tax		(1,420)	(333)	(1,095)	135
Income tax expense	3	(136)	(38)	(74)	(16)
Profit/(loss) from continuing operations		(1,556)	(371)	(1,169)	119
Discontinued Operations:					
Profit from discontinued operations	4	1,108	1,816	–	760
Profit/(loss) for the period		(448)	1,445	(1,169)	879
Attributable to:					
Equity holders of the Company		(448)	1,449	(1,169)	883
Minority interests		–	(4)	–	(4)
Profit/(loss) for the period		(448)	1,445	(1,169)	879
Earnings/(loss) per share					
From continuing and discounted operations	5				
– Basic (HK cents)		(0.43)	1.38	(1.12)	0.84
From continuing operations					
– Basic (HK cents)		(1.48)	(0.35)	(1.12)	0.11

NOTES:

1. Basis of preparation

The Results have not been audited, but have been reviewed by the Company's audit committee. The Results have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards (collectively "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules.

The unaudited consolidated results have been prepared under the historical cost convention except for certain financial instruments, which are measured at fair values.

The accounting policies and basis of preparation used in preparing the Results are consistent with those used in the audited financial statements for the year ended 31 December 2007.

2. Turnover

Turnover represents the net invoiced value of goods sold and related computer services rendered. An analysis of the Group's turnover is as follows:

	For the nine months ended 30 September		For the three months ended 30 September	
	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Continuing operations				
Provision of IT services	29,512	27,141	9,823	9,492
Discontinued operations				
Supply chain solutions	10,731	17,797	–	7,082
	40,243	44,938	9,823	16,574

3. Income tax expense

Income tax represents the provision for Hong Kong profits tax, which is calculated at the tax rate of 16.5% (2007: 17.5%) on the estimated assessable profits for the period.

4. Profit from discontinued operations

On 25 April 2008, the group entered into an agreement to sell its entire interest in its supply chain solutions business for a consideration of HK\$6.06 million. Results of supply chain solutions business were presented as discontinued operations in accordance with HKFRS 5 "Non-current assets held for sales and discontinued operations". The presentation of comparative figures in respect of the nine months ended 30 September 2007 previously reported in the 2007 quarterly accounts has been amended to conform with the requirements of HKFRS 5.

The group completed the transaction and received the full amount consideration of HK\$6.06 million on 13 June 2008.

An analysis of the result of the discontinued operations is as follows:

	Nine months ended 30 September 2008 HK\$'000	Nine months ended 30 September 2007 HK\$'000
Turnover	10,731	17,797
Expenses	(9,553)	(15,625)
Profit before taxation	1,178	2,172
Taxation	(173)	(356)
Profit from discontinued operations	1,005	1,816
Gain on disposal of operations	103	-
	1,108	1,816

5. Earnings/(Loss) per share

The calculation of the basic earnings/(loss) per share attributable to ordinary equity holders are based on the following data:

	For the nine months ended 30 September 2008		For the three months ended 30 September 2008	
	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Profit/(loss) from continuing and discontinued operations for the period attributable to the equity holders of the Company	(448)	1,449	(1,169)	883
Profit/(loss) from continuing operation for the period attributable to the equity holders of the Company	(1,556)	(371)	(1,169)	119
	<i>Number of shares</i>	<i>Number of shares</i>	<i>Number of shares</i>	<i>Number of shares</i>
Weighted average number of ordinary shares for the purpose of calculation of basic earnings/(loss) per share	104,802,000	104,802,000	104,802,000	104,802,000

Diluted earnings per share is not presented for the nine months and the three months ended 30 September 2008 as the outstanding potential ordinary shares of the Company had no dilutive effect on the basis loss per share.

Diluted earnings per share is not presented for the nine months and the three months ended 30 September 2007 as the Company had no dilutive potential ordinary shares during the period.

6. Interim dividend

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2008 (2007: Nil).

7. Movement of Reserves

	Share premium <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Share options reserve <i>HK\$'000</i>	Warrants reserve <i>HK\$'000</i>	(Accumulated losses)/ retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1.1.2007 (Audited)	3,465	80	–	–	(1,639)	1,906
Exchange reserve arising on translation of a PRC subsidiary	–	92	–	–	–	92
Profit for the period	–	–	–	–	1,449	1,449
At 30.9.2007 (Unaudited)	3,465	172	–	–	(190)	3,447
At 1.1.2008 (Audited)	3,465	196	–	–	42	3,703
Exchange reserve arising on translation of a PRC subsidiary	–	(196)	–	–	–	(196)
Recognition of equity – settled share-based payments	–	–	28	1,025	–	1,053
Loss for the period	–	–	–	–	(448)	(448)
At 30.9.2008 (Unaudited)	3,465	–	28	1,025	(406)	4,112

MANAGEMENT DISCUSSION AND ANALYSIS

Financial review

The Group recorded an unaudited consolidated turnover of approximately HK\$29,512,000 (for the nine months ended 30 September 2007: HK\$27,141,000) for the nine months ended 30 September 2008, representing an increase of approximately 9% compared with the corresponding period last year. The unaudited net loss attributable to shareholders amounted to approximately HK\$448,000 (for the nine months ended 30 September 2007: net profit of approximately HK\$1,449,000). The loss per share for the nine months ended 30 September 2008 was HK0.43cents.

The increase in turnover was mainly due to renewal of certain IT services with new pricing basis. It was also attributable to fulfillment of mobile computing equipment which was confirmed last year. The net loss figure for the period ended 30 September 2008 mainly reflected a higher administrative expenses for the period due to costs associated with share options and warrants granted.

Prospects

The IT services business is highly competitive with many challenges as well as opportunities. Call center services and manpower outsourcing services are the two business lines in the Group which present potential for future growth, whereas warranty service outsourcing continues to suffer low profit margin. We will monitor the progress of these business units and make necessary adjustments to our overall business strategy as and when necessary.

The global financial crisis has affected many industries and its magnitude is not yet to be known. The Group recognize the need for vigilance on cost and will exercise strict cost control.

The Group will also continue to explore new business opportunities and seek partnership collaboration in areas of its core competency and beyond.

DIRECTORS' INTERESTS IN SECURITIES

As at 30 September 2008, the interests and short positions of the Directors in the securities of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests and short positions which they are deemed or taken to have under such provisions of the SFO, or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to rules 5.46 to 5.67 of

the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange were as follows:

Long positions in shares of the Company

Name of director	Capacity in which such interests were held	Number of shares	Percentage of nominal value of share capital
Mr. Fung Pak Chuen, Alphonso ("Mr. Fung") (Note)	Interest of a controlled corporation	44,024,802	42.01%

Note:

Win Plus Group Limited holds 84% interest in the issued share capital of Aplus Worldwide Limited and is accordingly taken to have an interest in the 19,837,600 shares of the Company in which Aplus Worldwide Limited is interested under the SFO. Win Plus Group Limited also holds approximately 53% directly and indirectly in the issued share capital of CL International Holdings Limited and is accordingly taken to have an interest in the 24,187,202 shares of the Company in which CL International Holdings Limited is interested under the SFO. Win Plus Group Limited is accordingly taken to have an interest in the 44,024,802 shares of the Company in total under the SFO.

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Mr. Fung is director of Aplus Worldwide Limited, CL International Holdings Limited and Win Plus Group Limited.

As 50% of the issued share capital of Win Plus Group Limited is held by AFS Holdings Limited, AFS Holdings Limited is taken to have an interest in the 44,024,802 shares of the Company under the SFO. AFS Holdings Limited is wholly-owned by Mr. Fung.

Long positions in the underlying shares of the Company

Pursuant to the share option scheme adopted by the Company on 2 June 2000, one Director in the capacity as beneficial owners was granted share options to subscribe for shares of the Company, details of which as at 30 September 2008 were as follows:

Name of Director	Date of grant	Number of share options	Exercise price HK\$	Exercise period	Number of share options outstanding as at 30 September 2008
Mak Kwong Yiu	5 September 2008	500,000	0.56	5 September 2008 – 4 September 2011	500,000

Save as disclosed above, as at 30 September 2008, none of the Directors of the Company has any interests and short positions in the shares, equity derivatives, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests and short positions which they are deemed or taken to have under such provisions of the SFO, or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2008, so far as was known to any Director of the Company, persons who have an interest or a short position in the shares, equity derivatives, underlying shares or debentures of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or be interested in, directly or indirectly, 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Company pursuant to section 336 of the SFO were as follows:

Long positions in shares of the Company

Name of shareholder	Capacity in which such interests were held	Number of shares	Percentage of the issued share capital of the Company
Aplus Worldwide Limited	Beneficial owner	19,837,600	18.93%
CL International Holdings Limited	Beneficial owner	24,187,202	23.08%
Adwin Investment Limited (Note 1)	Interest of a controlled corporation	24,187,202	23.08%
Win Plus Group Limited (Note 2)	Interest of a controlled corporation	44,024,802	42.01%
AFS Holdings Limited (Note 3)	Interest of a controlled corporation	44,024,802	42.01%
Ardian Holdings Limited (Note 3)	Interest of a controlled corporation	44,024,802	42.01%
Mr. Fung Pak Chuen, Alphonso (Note 4)	Interest of a controlled corporation	44,024,802	42.01%
Mr. Lo, Richard (Note 5)	Interest of a controlled corporation	44,024,802	42.01%

Name of shareholder	Capacity in which such interests were held	Number of shares	Percentage of the issued share capital of the Company
Mrs. Fung Pui Lan, Angela (Note 6)	Interest of spouse	44,024,802	42.01%
Mrs. Lo, Lilian (Note 7)	Interest of spouse	44,024,802	42.01%
Merryway Limited (Note 8)	Beneficial owner	10,400,000	9.92%
Mr. Lam Tsan Fai Fergus (Note 8)	Interest of a controlled corporation	10,400,000	9.92%
Asia Financing Limited (Note 9)	Beneficial owner	10,400,000	9.92%
Mr. Cheung Siu Wing (Note 9)	Interest of a controlled corporation	10,400,000	9.92%

Notes:

- Adwin Investment Limited holds approximately 67.86% interest in the issued share capital of CL International Holdings Limited and is accordingly taken to have an interest in the 24,187,202 shares of the Company in which CL International Holdings Limited is interested under the SFO.
- Win Plus Group Limited holds 84% interest in the issued share capital of Aplus Worldwide Limited as well as approximately 73.77% interest in the issued share capital of Adwin Investment Limited and is accordingly taken to have an interest in the 44,024,802 shares of the Company in total under the SFO.
- Win Plus Group Limited is owned as to 50% by AFS Holdings Limited and 50% by Ardian Holdings Limited. Accordingly, AFS Holdings Limited and Ardian Holdings Limited are each taken to have an interest in the 44,024,802 shares of the Company in which Win Plus Group Limited is interested under the SFO.
- Mr. Fung Pak Chuen, Alphonso is the sole beneficial owner of AFS Holdings Limited, so Mr. Fung is deemed to have an interest in the 44,024,802 shares of the Company.
- Mr. Lo, Richard is the sole beneficial owner of Ardian Holdings Limited, so Mr. Lo is deemed to have an interest in the 44,024,802 shares of the Company.
- AFS Holdings Limited is wholly owned by Mr. Fung, Mrs. Fung, Pui Lan, Angela, being the spouse of Mr. Fung, is therefore taken to have an interest in the 44,024,802 shares of the Company under the SFO.
- Ardian Holdings Limited is wholly owned by Mr. Lo, Mrs. Lo, Lilian, being the spouse of Mr. Lo, is therefore taken to have an interest in the 44,024,802 shares of the Company under the SFO.
- Merryway Limited is wholly-owned by Mr. Lam Tsan Tai Fergus.
- Asia Financing Limited is wholly-owned by Mr. Cheung Siu Wing.

Long positions in the underlying shares of the Company

Name of shareholder	Capacity in which such interests were held	Description of derivatives	Number of warrants	Percentage of the issued share capital of the Company
Mr. Chui Bing Sun	Beneficial owner	Warrants (Note)	20,900,000	19.94%

Note:

On 6 September 2008, the Company entered into a service agreement with Mr. Chui Bing Sun (the "Agent") pursuant to which the Agent is appointed for providing service for the business of the Group. In consideration of the performance of the service to be rendered by the Agent, the Company granted the warrants, which is exercisable at any time during the period of three years commencing from 30 September 2008, to subscribe for 20,900,000 shares at the exercise price of HK\$0.46 per share.

Save as disclosed above, as at 30 September 2008 so far as was known to any Director of the Company, no other persons had an interest or a short position in the shares, equity derivatives, underlying shares or debenture of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and section 336 of the SFO or, who were interested in, directly or indirectly, 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Company.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

There were no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities during the period ended 30 September 2008.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the period ended 30 September 2008, the Company had adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings as set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding directors' securities transactions.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions set out in Appendix 15 of the GEM Listing Rules (the "Code") throughout the period ended 30 September 2008, except for the following deviation:

Under the code provision B.1.1 of the Code, company should establish a remuneration committee with specific written terms of reference that deal clearly with its authority and duties. A majority of the members of the remuneration committee should be independent non-executive directors.

The Company does not establish a remuneration committee, which constitutes a deviation from code provision B.1.1 of the Code. The Board is in the opinion that establishment of a remuneration committee does not really benefit to the Group after due consideration of the size of the Group and the associated costs involved. According to the current practice of the Company, remuneration of directors are reviewed and approved at regular Board meetings, which have the presence of the independent non-executive directors. In addition, the director will abstain from voting on the relevant board resolution in which he has interest.

Code A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not at present have any office with the title "chief executive officer". The general manager of each business unit of the Company undertake the day-to-day management of the Company's business, whereas the Chairman is responsible for management of the Board and strategic planning of the Group. The Board believes that the balance of power and authority is adequately ensured under the existing arrangement and the operations of the Board which comprises experienced and high calibre individuals with a substantial number thereof being independent non-executive directors.

AUDIT COMMITTEE

Pursuant to the GEM Listing Rules, the Company has established an Audit Committee with written terms of reference for the purpose of reviewing and providing supervision over the financial reporting process and internal control procedures of the Group.

The Group's unaudited consolidated results for the nine months ended 30 September 2008 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards.

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

Hong Kong, 6 November 2008

As at the date of this report, the executive Directors are Mr. Fung Pak Chuen, Alphonso and Mr. Mak Kwong Yiu, Mak. The independent non-executive Directors are Mr. Lee Sai Yeung, Mr. Chung Kong Fei, Stephen and Mr. Ng Chik Sum, Jackson.
