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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, 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 to the transferee.

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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)

- (i) REFRESHMENT OF GENERAL MANDATE TO  
ALLOT AND ISSUE SHARES;  
(ii) PROPOSED SUBDIVISION OF SHARES;  
(iii) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;  
AND  
(iv) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee  
and the Independent Shareholders**

**AmCap**

*Ample Capital Limited*

*豐盛融資有限公司*

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A letter from the Independent Board Committee is set out on page 15 of this circular. A letter from Ample Capital Limited, the independent financial adviser to the Independent Board Committee and the independent shareholders of the Company, is set out on pages 16 to 22 of this circular.

A notice convening an extraordinary general meeting (the “**EGM**”) of the Company to be held at 10:00 a.m. on Thursday, 3 December 2009 at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong is set out on pages 23 to 26 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed with this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, to the Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting if you so wish.

17 November 2009

\* *For identification purposes only*

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## CHARACTERISTIC OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. 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.**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company held on 30 April 2009 in which the Shareholders had approved, among other matters, the Current General Mandate
“Announcement”	the announcement of the Company dated 4 November 2009 in relation to the proposed Increase in Authorised Share Capital and the proposed Share Subdivision
“Articles of Association”	the articles of association of the Company
“associates”	have the same meaning as ascribed in the GEM Listing Rules
“Board”	the board of Directors, including all independent non-executive Directors
“business day”	a day (other than a Saturday or Sunday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares are listed on GEM
“Current General Mandate”	the general mandate approved at the AGM to grant to the Directors to allot and issue Shares of up to 20% of the share capital of the Company in issue on the date of the passing of the relevant ordinary resolution, which was 30 April 2009
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Thursday, 3 December 2009 at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong to consider and, if appropriate, to approve the ordinary resolutions contained in the notice of the meeting which are set out on pages 23 to 26 of this circular

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## DEFINITIONS

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“Existing Share Certificate(s)”	the green existing share certificate(s) of the Existing Shares
“Existing Shares”	existing ordinary share(s) of HK\$0.05 each in the share capital of the Company
“GEM”	the Growth Enterprises Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$10,000,000 to HK\$100,000,000
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, to advise the Independent Shareholders as to the fairness and reasonableness of the grant of the New General Mandate
“Independent Financial Adviser”	Ample Capital Limited, a licensed corporation to carry out types 4, 6 and 9 (advising on securities, advising on corporate finance and asset management respectively) regulated activities as defined under the SFO, being independent financial adviser to the Independent Board Committee and the Independent Shareholders
“Independent Shareholders”	Shareholder(s) other than Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
“Latest Practicable Date”	13 November 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“New General Mandate”	the general mandate proposed to be granted to the Directors at the EGM to allot, issue and otherwise deal with additional Shares not exceeding 20% of the share capital of the Company in issue on the date of the passing of the relevant ordinary resolution
“New Share Certificate(s)”	the purple new share certificate(s) for the Subdivided Shares

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## DEFINITIONS

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“Open Offer”	the issue of offer shares to the Shareholders in the proportion of one offer share for every two Existing Shares as set out in the prospectus of the Company dated 11 May 2009
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each or ordinary shares of HK\$0.01 each (upon the Share Subdivision becoming effective) in the share capital of the Company (as the case may be)
“Share Subdivision”	the proposed subdivision of each Existing Share into 5 Subdivided Shares
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	subdivided ordinary share(s) of HK\$0.01 each in the issued and unissued share capital of the Company upon the Share Subdivision becoming effective
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“%”	per cent.

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## EXPECTED TIMETABLE

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*The expected timetable for the Share Subdivision and the Increase in Authorised Share Capital is set out below:*

Latest time for lodging the form of proxy for the EGM . . . . . 10:00 a.m., 1 December 2009

EGM . . . . . 10:00 a.m., 3 December 2009

Announcement of poll results on the EGM . . . . . 3 December 2009

Effective date of the Increase in Authorised Share Capital . . . . . 4 December 2009

**The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision**

Effective date of the Share Subdivision . . . . . 4 December 2009

Dealings in the Subdivided Shares commence. . . . . 9:30 a.m., 4 December 2009

Original counter for trading in Existing Shares in board  
lots of 10,000 Existing Shares temporarily closes . . . . . 9:30 a.m., 4 December 2009

Temporary counter for trading in board lots of  
50,000 Subdivided Shares (in the form of  
Existing Share Certificates) open . . . . . 9:30 a.m., 4 December 2009

First day of free exchange of the Existing  
Share Certificates for the New Share Certificates . . . . . 4 December 2009

Original counter for trading in Subdivided Shares  
in board lots of 10,000 Subdivided Shares  
(in the form of New Share Certificates) re-opens . . . . . 9:30 a.m., 18 December 2009

Parallel trading in Subdivided Shares (in the  
form of New Share Certificates and the  
Existing Share Certificates) commences . . . . . 9:30 a.m., 18 December 2009

Parallel trading in Subdivided Shares (in the  
form of New Share Certificates and the  
Existing Share Certificates) Ends . . . . . 4:00 p.m., 11 January 2010

Temporary counter for trading in board lots of 50,000  
Subdivided Shares (in the form of Existing Share  
Certificates) closes . . . . . 4:00 p.m., 11 January 2010

Last day for free exchange of Existing Share  
Certificates for the New Share Certificates . . . . . 4:30 p.m., 15 January 2010

Further announcement will be made by the Company for changes, if any, in the above timetable. All time references above refer to Hong Kong time.

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LETTER FROM THE BOARD

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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)

*Executive Director:*

Mr Mak Kwong Yiu

*Non-executive Director:*

Mr Fung Pak Chuen, Alphonso

*Independent non-executive Directors:*

Mr Pang Wing Kin, Patrick

Mr Chung Kong Fei, Stephen

Mr Ng Chik Sum, Jackson

*Registered Office:*

Cricket Square

Hutchins Drive,

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

10/F., Westlands Centre

20 Westlands Road

Quarry Bay

Hong Kong

17 November 2009

*To the Shareholders*

Dear Sir or Madam,

- (i) REFRESHMENT OF GENERAL MANDATE TO  
ALLOT AND ISSUE SHARES;  
(ii) PROPOSED SUBDIVISION OF SHARES;  
(iii) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;  
AND  
(iv) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement, in which the Company announced that the Board proposed to increase the authorised share capital of the Company and to subdivide the Existing Shares.

The purpose of this circular is to provide you with the information relating to (i) the proposed grant of the New General Mandate; (ii) the proposed Share Subdivision; (iii) the proposed Increase in Authorised Share Capital; and (iv) the notice of EGM.

\* For identification purposes only



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## LETTER FROM THE BOARD

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### CURRENT GENERAL MANDATE

At the AGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Current General Mandate to issue not more than 20,960,400 Existing Shares, being 20% of the aggregate nominal amount of the issued share capital of the Company of 104,802,000 Existing Shares as at the date of passing of the resolution.

During the period from the grant of the Current General Mandate to the Latest Practicable Date, the Current General Mandate had not been utilised by the Company.

### PROPOSED GRANT OF NEW GENERAL MANDATE

At the EGM, ordinary resolutions will be proposed to the Independent Shareholders that:

- (i) the Directors be granted the New General Mandate to allot and issue Shares not exceeding 20% of the share capital of the Company in issue as at the date of passing the relevant ordinary resolution; and
- (ii) the New General Mandate be extended to Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the AGM.

The Company has not refreshed the Current General Mandate since the AGM.

As at the Latest Practicable Date, the Company had an aggregate of 157,829,398 Existing Shares in issue. Subject to the passing of the ordinary resolutions for the approval of the New General Mandate and on the basis that no further Existing Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed under the New General Mandate to allot and issue up to (i) 31,565,879 Existing Shares (in the event the Share Subdivision does not become effective), being 20% of the total number of Existing Shares in issue as at the Latest Practicable Date; or (ii) 157,829,398 Subdivided Shares (in the event the Share Subdivision becomes effective).

### REASONS FOR THE NEW GENERAL MANDATE

The Group is principally engaged in provision of IT services including consultancy, technical support and systems integration in the PRC and Hong Kong.

Immediately after completion of the Open Offer, the number of issued Shares was 157,203,000 Existing Shares. However, under the Current General Mandate, only 20,960,400 new Existing Shares can be issued, representing approximately 13.33% of the issued share capital of the Company as enlarged by the Open Offer and the existing issued share capital of the Company.

In order to top up the number of Shares to be issued pursuant to the Current General Mandate as a result of the Open Offer and to maintain financial flexibility and provide discretion to the Directors to issue new Shares in the future which is necessary for the Group's future business development,

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## LETTER FROM THE BOARD

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the Directors propose to the Shareholders a resolution to grant the New General Mandate such that the Directors can exercise the power of the Company to issue new Shares up to 20% of the issued share capital of the Company as at the date of the EGM. The Company at present does not have any concrete plan regarding the utilisation of the New General Mandate to be refreshed.

Subject to the approval of the Independent Shareholders for the refreshment of the New General Mandate, and assuming that no other Existing Shares will be issued by the Company on or prior to the date of the EGM, the Shares in issue as at the date of the EGM would be 157,829,398 Existing Shares, which means that under the New General Mandate (as refreshed) the Directors would be authorised to allot and issue a maximum of 31,565,879 Existing Shares (in the event the Share Subdivision does not become effective) or 157,829,398 Subdivided Shares (in the event the Share Subdivision becomes effective) if the New General Mandate is refreshed.

In view of the above, the Directors consider the grant of the New General Mandate, which may or may not be utilised, is in the best interests of the Company and the Shareholders as a whole.

### **GEM LISTING RULES IMPLICATIONS**

Pursuant to Rule 17.42A(1) of the GEM Listing Rules, the New General Mandate requires the approval of the Independent Shareholders at the EGM at which any of the controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions. As the Company has no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions.

As at the Latest Practicable Date, Mr Mak Kwong Yiu, an executive Director, is interested in 626,398 Existing Shares, representing approximately 0.40% of the issued share capital of the Company. Mr Mak Kwong Yiu will abstain from voting in favour of the relevant resolutions in relation to the New General Mandate at the EGM. In such an event, the Board was advised by Mr Mak Kwong Yiu that he has no intention to vote against the relevant resolutions.

As at the Latest Practicable Date, Mr Fung Pak Chuen, Alphonso, a non-executive Director, is indirectly interested in (i) approximately 42% of the issued share capital of Aplus Worldwide Limited, which is interested in 14,756,400 Existing Shares, representing approximately 9.35% of the entire issued share capital of the Company; and (ii) approximately 26.57% of the issued share capital of CL International Holdings Limited, which is interested in 280,803 Existing Shares, representing approximately 0.18% of the entire issued share capital of the Company. Mr Fung Pak Chuen, Alphonso, Aplus Worldwide Limited, and CL International Holdings Limited and their respective associates will abstain from voting in favour of the relevant resolutions in relation to the New General Mandate at the EGM. In such an event, the Board was advised by each of Mr Fung Pak Chuen, Alphonso, Aplus Worldwide Limited, and CL International Holdings Limited and their respective associates that it has no intention to vote against the relevant resolutions.

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## LETTER FROM THE BOARD

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### SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company as at (i) the Latest Practicable Date and (ii) the date upon the full utilisation of the New General Mandate:

	<b>As at the date of the Latest Practicable Date</b>		<b>Upon full utilisation of the New General Mandate</b>	
	<i>(No. of Existing Shares)</i>	<i>%</i>	<i>(No. of Existing Shares)</i>	<i>%</i>
Aplus Worldwide Limited ( <i>Note 1</i> )	14,756,400	9.35	14,756,400	7.79
New Brilliant Investments Limited ( <i>Note 2</i> )	15,600,000	9.88	15,600,000	8.24
Asia Financing Limited ( <i>Note 3</i> )	15,600,000	9.88	15,600,000	8.24
Legend Wisdom Limited ( <i>Note 4</i> )	15,000,000	9.50	15,000,000	7.91
Existing Public Shareholders	96,872,998	61.39	96,872,998	51.15
Existing Shares issued under the New General Mandate	—	—	<u>31,565,879</u>	<u>16.67</u>
<b>Total</b>	<u><u>157,829,398</u></u>	<u><u>100.00</u></u>	<u><u>189,395,277</u></u>	<u><u>100.00</u></u>

*Notes:*

- (1) Aplus Worldwide Limited is beneficially owned as to 42% by Mr. Fung Pak Chuen, Alphonso, a non-executive Director.
- (2) New Brilliant Investments Limited is wholly owned by Mr. Chui Bing Sun.
- (3) Asia Financing Limited is wholly-owned by Mr. Cheung Siu Wing.
- (4) Legend Wisdom Limited is wholly-owned by Mr. Chan Hon Ping.

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## LETTER FROM THE BOARD

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Assuming that (i) the refreshment of the Current General Mandate is approved at the EGM; (ii) no Existing Shares will be repurchased and no new Existing Shares will be issued from the Latest Practicable Date up to the date of the EGM (both dates inclusive); and (iii) upon full utilisation of the New General Mandate, 31,565,879 Existing Shares (in the event the Share Subdivision does not become effective) or 157,829,398 Subdivided Shares (in the event the Share Subdivision becomes effective) are to be issued, which represents 20% and approximately 16.67% of the existing issued share capital as at the Latest Practicable Date and the enlarged issued share capital of the Company respectively, the aggregate shareholding of the existing public Shareholders will be diluted from approximately 61.39% to approximately 51.15% upon full utilisation of the New General Mandate.

### INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprises Mr Pang Wing Kin, Patrick, Mr Chung Kong Fei, Stephen and Mr Ng Chik Sum, Jackson, all being independent non-executive Directors. It has been established to advise the Independent Shareholders on the grant of the New General Mandate.

Ample Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the grant of the New General Mandate.

### PROPOSED SUBDIVISION OF SHARES

The Board proposes that each of the existing issued and unissued Existing Shares of HK\$0.05 each in the share capital of the Company be subdivided into 5 Subdivided Shares of HK\$0.01 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out below. The Existing Shares are currently traded on GEM in board lots of 10,000 Existing Shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded on GEM in board lots of 10,000 Subdivided Shares.

The proposed Share Subdivision will decrease the nominal value, and increase the total number of Shares of the Company currently in issue. The Share Subdivision will bring about a corresponding downward adjustment to the trading price of the Shares of the Company on the Stock Exchange and enhance their liquidity. Accordingly, the Board is of the view that the Share Subdivision is beneficial to the Company and Shareholders as a whole.

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, rights and interests of the Shareholders.

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## LETTER FROM THE BOARD

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### SHAREHOLDING STRUCTURE

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$10,000,000, divided into 200,000,000 Existing Shares, of which 157,829,398 Existing Shares are in issued and fully paid. On the basis that no further Existing Shares will be issued or repurchased prior to the Share Subdivision becoming effective, the effect of the Share Subdivision to the capital structure of the Company is set out below:

	<b>As at the Latest Practicable Date and before completion of the Share Subdivision</b>	<b>Immediately after completion of the Share Subdivision</b>
Par value of each Share	HK\$0.05	HK\$0.01
Number of authorized Shares	200,000,000 Existing Shares	1,000,000,000 Subdivided Shares
Authorized share capital	HK\$10,000,000	HK\$10,000,000
Number of Shares in issue	157,829,398 Existing Shares	789,146,990 Subdivided Shares
Issued share capital	HK\$7,891,469.90	HK\$7,891,469.90

As at the Latest Practicable Date, there are 25,938,784 outstanding warrants issued by the Company, each of which is exercisable from 30 September 2008 to 29 September 2011 at the subscription price of HK\$0.37 per Share. The Company will adjust the subscription price of the warrants upon completion of the Share Subdivision. Further announcement will be made by the Company regarding the required adjustment in due course.

The Subdivided Shares will rank *pari passu* in all respects with each other and the rights attaching to the Subdivided Shares will not be affected by the Share Subdivision.

### CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares, and any new Subdivided Shares which may fall to be issued upon the exercise of the subscription rights attached to the warrants.

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## LETTER FROM THE BOARD

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### LISTING AND DEALING

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

### FREE EXCHANGE OF SHARE CERTIFICATES

Subject to fulfillment of the conditions set out above and the Shares Subdivision taking effect, Shareholders may submit their Existing Share Certificates to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in exchange for the New Share Certificates free of charge between 9:00 a.m. and 4:30 p.m. on any business day from 4 December 2009 to 15 January 2010 (both dates inclusive). It is expected that New Share Certificates will be available for collection within 10 business days after the submission of the Existing Share Certificates to Hong Kong Registrars Limited for exchange.

From 15 January 2010 onwards, exchange of Existing Share Certificates for New Share Certificates can only be made at a cost of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each Existing Share Certificate cancelled or each New Share Certificate issued, whichever number of share certificates involved is higher.

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m., 11 January 2010 and thereafter will not be accepted for delivery, trading and settlement purposes. However, all Existing Share Certificates will continue to be good evidence of legal title to such equivalent number of Subdivided Shares.

The New Share Certificates will be issued in purple colour in order to distinguish them from Existing Share Certificates which are in green colour.

### TRADING ARRANGEMENT FOR SUBDIVIDED SHARES

Subject to the Share Subdivision becoming effective, dealings in the Subdivided Shares are expected to commence on Friday, 4 December 2009. Parallel trading in the Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) will be operated from Friday, 18 December 2009 to Monday, 11 January 2010 (both dates inclusive). Full details of the expected timetable and trading arrangement of the Shares are set out on page 4 of this circular.

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## LETTER FROM THE BOARD

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### PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Board further proposes to increase the authorised share capital of the Company from HK\$10,000,000 to HK\$100,000,000.

If the Share Subdivision does not become effective, the proposed Increase in Authorised Share Capital will be from HK\$10,000,000, divided into 200,000,000 Existing Shares of HK\$0.05 each to HK\$100,000,000, divided into 2,000,000,000 Existing Shares of HK\$0.05 each by the creation of 1,800,000,000 new Existing Shares of HK\$0.05 each.

In the event the Share Subdivision is approved and becomes effective, the proposed Increase in Authorised Share Capital will be from HK\$10,000,000, divided into 1,000,000,000 Subdivided Shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 Subdivided Shares of HK\$0.01 each by the creation of 9,000,000,000 new Subdivided Shares of HK\$0.01 each.

All the new Shares referred to above, upon issue and when fully paid, shall rank pari passu in all respects with the Existing Shares or Subdivided Shares (as the case may be). The proposed increase in authorized share capital of the Company by creating additionally 1,800,000,000 Existing Shares or if the Share Subdivision becoming effective, 9,000,000,000 Subdivided Shares, is determined by taking into account the Company's need for flexibility in issuing Shares for any future investments and developments.

The Increase in Authorised Share Capital shall be subject to the Shareholders' approval at the EGM.

For the avoidance of doubt, the resolution to approve the Increase in Authorized Share Capital is independent of and not conditional upon the Shareholders' approval of the Share Subdivision at the EGM.

### EGM

Set out on pages 23 to 26 of this circular is the notice of EGM to be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Thursday, 3 December 2009 at 10:00 a.m., at which ordinary resolutions will be proposed to approve (i) the proposed grant of the New General Mandate; (ii) the proposed Share Subdivision; and (iii) the proposed Increase in Authorised Share Capital.

A proxy form for use at the EGM is enclosed herein. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Room 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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Pursuant to Rule 17.47(4)(b) of the GEM Listing Rules, any vote of the Shareholders at the EGM will be taken by poll and an announcement will be made after the EGM on the results of the EGM.

### RECOMMENDATIONS

The Board considers that the refreshment of the New General Mandate is in the interest of the Company and the Shareholders as a whole and accordingly recommend the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM for approving the grant of the New General Mandate.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, considers that the granting of the New General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommends the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM for approving the grant of the New General Mandate.

Further, the Board considers that the Increase in Authorised Share Capital and the Share Subdivision are fair and reasonable and in the interests of the Company and its Shareholders as a whole. The Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

### COMPETING INTEREST

As at the Latest Practicable Date, so far as the Directors are aware of, none of themselves or the controlling Shareholders (as defined in the GEM Listing Rules) or their respective associates had any interest in a business which competes or may compete with the business of the Group or any other conflicts of interest with the Group.

### GENERAL INFORMATION

Your attention is drawn to the letter of advice from the Independent Financial Adviser set out on pages 16 to 22 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the grant of the New General Mandate and the letter from the Independent Board Committee set out on page 15 of this circular which contains its recommendation to the Independent Shareholders in relation to the grant of the New General Mandate.



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## LETTER FROM THE BOARD

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### DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the head office and principal place of business of the Company in Hong Kong at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong during normal business hours up to and including the date of the EGM:

- (a) the memorandum and articles of association of the Company; and
- (b) the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully  
For and on behalf of the Board  
**Computech Holdings Limited**  
**Mak Kwong Yiu**  
*Executive Director*



**COMPUTECH HOLDINGS LIMITED**

**駿科網絡訊息有限公司\***

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

(stock code: 8081)

17 November 2009

*To the Independent Shareholders*

Dear Sir or Madam,

**REFRESHMENT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES**

We refer to the circular of the Company dated 17 November 2009 (the “**Circular**”) of which this letter forms part. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders as to whether the terms of the proposed grant of the New General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Ample Capital Limited has been appointed as the Independent Financial Adviser to advise us in this respect.

Having considered the principal reasons and factors considered by, and the advice of, the Independent Financial Adviser as set out in its letter of advice to us on pages 16 to 22 of the Circular, we are of the opinion that the grant of the New General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the grant of the New General Mandate by way of poll.

Independent Board Committee

**Pang Wing Kin,    Chung Kong Fei,    Ng Chik Sum,**  
**Patrick            Stephen            Jackson**

*Independent non-executive Directors*

\* *For identification purposes only*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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**Ample Capital Limited**  
Unit A, 14th Floor  
Two Chinachem Plaza  
135 Des Voeux Road Central  
Hong Kong

17 November 2009

*To the Independent Board Committee and  
the Independent Shareholders of  
CompuTech Holdings Limited*

Dear Sirs,

### **REFRESHMENT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES**

#### **INTRODUCTION**

We refer to our engagement by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the New General Mandate the particulars of which have been set out in a circular to the Shareholders dated 17 November 2009 (the “**Circular**”) and in which this letter is reproduced. Unless the context requires otherwise, terms used in this letter shall have the same meanings as given to them in the Circular.

Ample Capital Limited has been appointed as the independent financial adviser to the Independent Board Committee and the Independent Shareholders (i) to give our recommendation as to whether terms of the proposed grant of the New General Mandate are fair and reasonable so far as the Independent Shareholders are concerned; (ii) give our recommendations as to whether the proposed grant of the New General Mandate are in the interest of the Company and the Shareholders as a whole; and (iii) advise the Independent Shareholders on how to vote at the EGM. Details of the reasons for the proposed grant of the New General Mandate are set out in the section headed “Letter from the Board” in the Circular (the “**Board Letter**”).

On 4 November 2009, the Company announced, among other things, a proposed increase in authorised share capital.

The Company is incorporated in the Cayman Islands with limited liability whose shares are listed on the GEM. The Group is principally engaged in the provision of IT services including consultancy, technical support and systems integration in the PRC and Hong Kong.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Pursuant to Rule 17.42A(1) of the GEM Listing Rules, the New General Mandate requires the approval of the Independent Shareholders at the EGM at which any of the controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions. As the Company has no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions.

As at the Latest Practicable Date, Mr Mak Kwong Yiu, an executive Director, is interested in 626,398 Existing Shares, representing approximately 0.40% of the issued share capital of the Company. Mr Mak Kwong Yiu will abstain from voting in favour of the relevant resolutions in relation to the New General Mandate at the EGM. In such an event, the Board was advised by Mr Mak Kwong Yiu that he has no intention to vote against the relevant resolutions.

As at the Latest Practicable Date, Mr Fung Pak Chuen, Alphonso, a non-executive Director, is indirectly interested in (i) approximately 42% of the issued share capital of Aplus, which is interested in 14,756,400 Existing Shares, representing approximately 9.35% of the entire issued share capital of the Company; and (ii) approximately 26.57% of the issued share capital of CL International Holdings Limited, which is interested in 280,803 Existing Shares, representing approximately 0.18% of the entire issued share capital of the Company. Mr Fung Pak Chuen, Alphonso, Aplus Worldwide Limited, and CL International Holdings Limited and their respective associates will abstain from voting in favour of the relevant resolutions in relation to the New General Mandate at the EGM. In such an event, the Board was advised by Mr. Fung Pak Chuen, Alphonso, Aplus Worldwide Limited, and CL International Holdings Limited and their respective associates that they have no intention to vote against the relevant resolutions.

### **BASIS OF ADVICE**

In formulating our opinions and recommendations, we have relied on the information supplied to us by the Company, the opinions expressed by, and the representations of, the Directors and the management of the Company, including those set out in the Circular. We have no reason to doubt the truth, accuracy and completeness of the information and presentation provided to us by the Directors.

We consider that we have been provided with sufficient information on which to form a reasonable basis for our opinion. We have no reason to suspect that any relevant information has been withheld, nor are we aware of any fact or circumstance which would render the information provided and representations made to us untrue, inaccurate or misleading. We consider that we have performed all the necessary steps to enable us to reach an informed view and to justify our reliance on the information provided so as to provide a reasonable basis for our opinion. The Directors have confirmed that, to the best of their knowledge, they believe that no material fact or information has been omitted from the information supplied and that the representations made or opinions expressed have been arrived at after due and careful consideration and there are no other facts or representations the omission of which would make any statement in the Circular, including this letter, misleading.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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While we have taken reasonable steps to satisfy the requirements under the GEM Listing Rules, we have not carried out any independent verification of the information, opinions or representations given or made by or on behalf of the Company, nor have we conducted an independent investigation into the business affairs or assets and liabilities of the Group or any of the other parties involved in the proposed grant of the New General Mandate.

In the event of inconsistency, the English text of this letter shall prevail over the Chinese translation of this letter.

### PRINCIPAL FACTORS CONSIDERED

In arriving at our opinion in relation to the New General Mandate we have taken into consideration the following factors:

#### 1. Background information

The Group is principally engaged in the provision of IT services including consultancy, technical support and systems integration in the PRC and Hong Kong. The table below summarises the certain key financial information as extracted from the Group's annual report for the year ended 31 December 2008 (the "Annual Report").

	Year ended 31 December	
	2007	2008
	HK\$'000	HK\$'000
	(audited)	(audited)
Turnover	36,353	38,758
Net profit/(loss) attributable to Shareholders	1,676	(976)
Total assets (as at period end)	18,305	13,409
Total liabilities (as at period end)	9,347	4,585
Net assets (as at period end)	8,958	8,824

We note that the Company recorded a consolidated turnover of approximately HK\$38,758,000 for the year ended 31 December 2008, representing an approximately 6.62% increase when compared with the consolidated turnover of approximately HK\$36,353,000 recorded during the year ended 31 December 2007. In the Annual Report, the Directors attribute the increase in the turnover for the year ended 31 December 2008 to the increase in maintenance services income. During the year ended 31 December 2008, the Company also recorded a consolidated loss attributable to Shareholders of approximately HK\$976,000, compared with the consolidated profit attributable to Shareholders of approximately HK\$1,676,000 recorded during the year ended 31 December 2007. The Directors attribute the loss in profit for the year ended 31

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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December 2008 to an increase in administrative expenses as a result of undertaking a number of corporate exercises. As at 31 December 2008, the Company had consolidated total assets, total liabilities and net assets of approximately HK\$13,409,000, HK\$4,585,000 and HK\$8,824,000 respectively.

### **2. Reasons for the grant of the New General Mandate**

As shown in the Board Letter, the Group is a company incorporated in Hong Kong and is principally engaged in provision of IT services including consultancy, technical support and systems integration in the PRC and Hong Kong.

As the AGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Current General Mandate to issue not more than 20,960,400 Existing Shares, being 20% of the aggregate nominal amount of the issued share capital of the Company of 104,802,000 Existing Shares as at the date of passing of the resolution.

During the period from the grant of the Current General Mandate to the Latest Practicable Date, the Current General Mandate had not been utilised by the Company.

On 11 May 2009, the Company issued the listing document in respect of the Open Offer. The Open Offer was completed on 4 June 2009 and 52,401,000 Existing Shares had been issued. Net proceeds of approximately HK\$7.3 million had been raised from the Open Offer, and would be used for general working capital of the Group.

Immediately after completion of the Open Offer, the number of issued Shares was 157,203,000 Existing Shares. However, under the Current General Mandate, only 20,960,400 new Existing Shares can be issued, representing approximately 13.33% of the issued share capital of the Company as enlarged by the Open Offer and the existing issued share capital of the Company.

In order to top up the number of Shares to be issued pursuant to the Current General Mandate as a result of the Open Offer and to maintain financial flexibility and provide discretion to the Directors to issue new Shares in the future which is necessary for the Group's future business development, the Directors propose to the Shareholders a resolution to grant the New General Mandate such that the Directors can exercise the power of the Company to issue new Shares up to 20% of the issued share capital of the Company as at the date of the EGM. The Company at present does not have any concrete plan regarding the utilisation of the New General Mandate to be refreshed.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 3. Terms of the New General Mandate

Subject to the approval of the Independent Shareholders for the refreshment of the New General Mandate, and assuming that no other Existing Shares will be issued by the Company on or prior to the date of the EGM, the Shares in issue as at the date of the EGM would be 157,829,398 Existing Shares, which means that under the New General Mandate (as refreshed) the Directors would be authorised to allot and issue a maximum of 31,365,879 Existing Shares (in the event the Share Subdivision does not become effective) or 157,829,398 Subdivided Shares (in the event the Share Subdivision becomes effective) if the New General Mandate is refreshed.

In view of the above, the Directors consider the grant of the New General Mandate, which may or may not be utilised, is in the best interests of the Company and the Shareholders as a whole.

From the terms mentioned above, the refreshment of the Existing General Mandate are in compliance with the requirements of the GEM Listing Rules, and thus we are of the view that the terms of the New General Mandate are fair and reasonable to the Company and are in the interest of the Company and the Shareholders as a whole.

### 4. Current financial resources and financial flexibility

As illustrated in the Annual Report, the Group had audited cash and bank balances of approximately HK\$3,063,000 as at 31 December 2008. In the Company's interim report (the "**Interim Report**") for the six months ended 30 June 2009, the Group is reported to have an unaudited cash and bank balances of HK\$8,488,000. The Group's management advised the increase in the Group's cash and bank balances was the result of the Open Offer.

We note from the Interim Report that one of the Group's major customers, Symantec Inc., has terminated the outsourcing of its call center services to the Group in August 2009 which was expected to result in a decrease in revenue and profit from the fourth quarter of 2009. In our discussion with the Group's management, we have learnt that the Group has been actively seeking new business opportunities to mitigate the effect from the aforementioned discontinued business. The Group's management further advised that the refreshment of the Current General Mandate will also provide the Directors of the Company with a greater autonomy and more flexibility in their decision making process in respond to the competitive and rapidly changing capital market in a timely manner, therefore allowing the Group to capture any suitable business opportunities as they arise.

From the reasons mentioned above, we are in the opinion that the grant of the New General Mandate would provide the Company with the necessary flexibility essential for fulfilling future funding needs to seize investment opportunities that may arise which is important to the growth and development of the Group. Hence, we are of the view that the grant of the New General Mandate will be in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 5. Other financial alternatives

The Group's management advised that apart from equity financing, the Company will also consider other financing alternatives, such as debt financing and bank borrowings. The Company will carefully choose an appropriate method of financing for the Group, in light of cost of its funding requirements, capital structure, financial position, etc. which will maximise the benefit to the Shareholders. In addition, the Group's management also advised that other financial alternatives, such as debt financing and bank borrowings, come at cost and involve lengthy due diligence and negotiations. Furthermore, debt financing would inevitably incur interest expenses payable by the Group and would ultimately require repayment of the principal amount upon maturity of the debt instrument.

Having considered the above, we are of the view that the grant of the New General Mandate will provide the Company with an additional financing alternative and it is reasonable for the Company to have the flexibility in deciding the financial method for its future business developments and the efficient use of its fund. Therefore, we are of the view that the proposed grant of the New General Mandate is in the interests of the Company and the Shareholders as a whole.

### 6. Potential dilution to Independent Shareholders' shareholdings

The table below sets out the shareholdings of the Company (i) as at the Latest Practicable Date; and (ii) after full utilisation of the of the New General Mandate assuming that no further Shares are issued or repurchased by the company following the Latest Practicable Date and prior to the date of the EGM:

	<b>As at the Latest Practicable Date</b>		<b>After full utilisation of the New General Mandate</b>	
	<i>Number of Existing Shares</i>	%	<i>Number of Existing Shares</i>	%
Aplus Worldwide Limited (Note 1)	14,756,400	9.35	14,756,400	7.79
New Brilliant Investments Limited (Note 2)	15,600,000	9.88	15,600,000	8.24
Asia Financing Limited (Note 3)	15,600,000	9.88	15,600,000	8.24
Legend Wisdom Limited (Note 4)	15,000,000	9.50	15,000,000	7.91
Existing Public Shareholders	96,872,998	61.39	96,872,998	51.15
Existing Shares issued under the New General Mandate	—	—	31,565,879	16.67
<b>Total</b>	<b>157,829,398</b>	<b>100.00</b>	<b>189,395,277</b>	<b>100.00</b>



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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*Notes:*

- (1) Aplus Worldwide Limited is beneficially owned as to 42% by Mr. Fung Pak Chuen, Alphonso, a non-executive Director.
- (2) New Brilliant Investments Limited is wholly owned by Mr. Chui Bing Sun.
- (3) Asia Financing Limited is wholly-owned by Mr. Cheung Siu Wing.
- (4) Legend Wisdom Limited is wholly-owned by Mr. Chan Hon Ping.

As illustrated in the table above, after the full utilisation of the New General Mandate (assuming that no further Shares are issued or repurchased by the Company following the Latest Practicable Date and prior to the date of the EGM), a total of 31,565,879 new Shares, representing 20% of the issued share capital of the Company as the at the Latest Practicable Date, would be issued. After full utilisation of the New General Mandate, the aggregate shareholding of the existing public Shareholders will be reduce from approximately 61.39% to 51.15%, representing a dilution of approximately 16.68%.

Taking into account of the benefits of the refreshment of the Current General Mandate as discussed above and the fact that the shareholding of all Shareholders will be diluted proportionately, we consider the above potential dilution of the shareholding is acceptable.

### CONCLUSION

Having considered the above principal factors, we are of the opinion that the terms of the proposed grant of the New General Mandate are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we would recommend (1) the Independent Board Committee to advise the Independent Shareholders and (2) the Independent Shareholders, to vote in favour of the ordinary resolutions to approve the proposed grant of the New General Mandate at the EGM.

Yours faithfully,  
For and on behalf of  
**Ample Capital Limited**  
**H. W. Tang**  
*President*

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## NOTICE OF EGM

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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 “**EGM**”) of Computech Holdings Limited (the “**Company**”) will be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Thursday, 3 December 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the directors (the “**Directors**”) of the Company at the annual general meeting (the “**AGM**”) of the Company held on 30 April 2009 be and is hereby revoked and replaced by the mandate **THAT**:
  - (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprises Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.05 each or upon the Share Subdivision (as defined in Resolution No. 3 of this Notice) becoming effective, HK\$0.01 each in the share capital of the Company (in either case, the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue

\* For identification purposes only

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## NOTICE OF EGM

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of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of such resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF EGM

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2. “**THAT** conditional upon the passing of resolution no. 1 above, the mandate granted to the Directors at the AGM to extend the general mandate to allot and issue Shares to Shares repurchased by the Company be and is hereby revoked and replaced by the mandate **THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 1 above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”
  
3. “**THAT** subject to and conditional upon the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each of the issued and unissued shares of HK\$0.05 in the share capital of the Company be and is hereby subdivided into five (5) shares of HK\$0.01 each (the “**Subdivided Shares**”) with effect from the business day immediately following the day on which this resolution is passed (the “**Share Subdivision**”) and any one or more of the Directors be and is/are authorised for and on behalf of the Company to issue new share certificates in respect of the Subdivided Shares to holders of existing shares of the Company pursuant to the Share Subdivision and to do all things and execute all documents in connection with or incidental to the Share Subdivision.”
  
4. “**THAT** with effect from the business day immediately following the day on which this resolution is passed, (i) in the event the Share Subdivision becomes effective, the authorised share capital of the Company be increased from HK\$10,000,000 divided into 1,000,000,000 Subdivided Shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 Subdivided Shares of HK\$0.01 each by the creation of 9,000,000,000 new Subdivided Shares of HK\$0.01 each; or (ii) in the event the Share Subdivision does not become effective, the authorised share capital of the Company be increased from HK\$10,000,000 divided into 200,000,000 existing Shares of HK\$0.05 each to HK\$100,000,000 divided into 2,000,000,000 existing Shares of HK\$0.05 each by the creation of 1,800,000,000 new existing Shares of HK\$0.05 each (the “**Increase in Authorised Share Capital**”) and any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital.”

By order of the Board  
**Computech Holdings Limited**  
**Mak Kwong Yiu**  
*Executive Director*

Hong Kong, 17 November 2009

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## NOTICE OF EGM

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*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

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

*Notes:*

1. Subject to the provisions of the articles of association of the Company, any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent and vote on his behalf at the EGM. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. On a poll, votes may be given either personally or by proxy.
2. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the website of GEM at [www.hkgem.com](http://www.hkgem.com). In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has been certified by a notary) to the Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at Room 1712-1716, 17/F., Hopewell Centre, 183 Queens Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting.
3. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
5. Pursuant to the GEM Listing Rules, the voting on ordinary resolutions at the EGM will be conducted by way of poll.