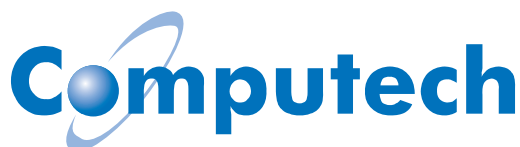

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong 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.



COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(stock code: 8081)

GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES; AND RE-ELECTION OF RETIRING DIRECTORS

A notice convening the AGM of Company to be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong at 11:00 a.m. on Monday, 3rd May 2010 is contained in the Annual Report of the Company. Whether or not you are able to attend the annual general meeting, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 purposes only

26th March 2010

CHARACTERISTIC OF GEM

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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10/F, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong at 11:00 a.m. on Monday, 3rd May 2010
“Annual Report”	the annual report of the Company for the year ended 31st December 2009
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares are listed on GEM
“Director(s)”	director(s) 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
“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”	19th March 2010, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this circular
“Shares Issue Mandate”	a general mandate proposed at the AGM 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.

DEFINITIONS

“Shares Repurchase Mandate”	a general mandate proposed at the AGM 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
“Repurchase Resolution”	the proposed ordinary resolution no. 5 as referred to in the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawfully 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)

Executive Director:

Mr. Mak Kwong Yiu

Non-executive Director:

Mr. Fung Pak Chuen, Alphonso

Independent non-executive Directors:

Mr. Chung Kong Fei, Stephen

Mr. Ng Chik Sum, Jackson

Mr. Pang Wing Kin, Patrick

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

26th March 2010

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATE TO REPURCHASE SHARES
AND TO ISSUE SHARES;
AND
RE-ELECTION OF RETIRING DIRECTORS**

GENERAL MANDATE TO REPURCHASE SHARES AND TO ISSUE SHARES

The existing general mandate to repurchase Shares, which was granted to the Directors on 30 April 2009, will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolution to be proposed at the AGM to approve the Shares Repurchase Mandate. 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 I hereto.

* *For identification purposes only*

LETTER FROM THE BOARD

The existing general mandates to allot, issue and deal with Shares, which was granted to the Directors on 30 April 2009, will lapse at the conclusion of the AGM. The Directors therefore propose 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 by utilizing 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 67 to 70 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:–

1. to grant to the Directors a general mandate to exercise all powers of the Company to repurchase on the Stock Exchange Shares 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 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;
2. 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 the Issue Resolution during the period from the date of passing the Issue 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 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 Issue Resolution, whichever occurs first; and
3. 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.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTOR

Pursuant to the Articles of Association, Mr. Ng Chik Sum, Jackson (“Mr. Ng”) shall retire and, being eligible, offer himself for re-election at the AGM.

Pursuant to the articles of association of the Company, Mr. Fung Pak Chuen, Alphonso (“Mr. Fung”), being appointed by the Board as a non-executive director of the Company on 17th September 2009, shall hold office until the forthcoming annual general meeting and, being eligible, offer himself for re-election at the AGM.

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

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 17.47 of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 66 of the Articles of Association.

RECOMMENDATIONS

The Directors believe that the Shares Repurchase Mandate, the Shares Issue Mandate, the extension of Shares Issue Mandate and the re-election of the retiring directors 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.

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

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 Shares 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 a price sensitive development has occurred or has been the subject of a decision 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, quarterly results or interim results, 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 Shares comprised 789,146,990 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 78,914,699 Shares representing not exceeding, 10% of the Shares 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 on the Stock Exchange. 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 its 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 or the gearing levels of 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 twelve months before the Latest Practicable Date are as follows:

	Highest (HK\$)	Lowest (HK\$)
March 2009	0.057	0.042
April 2009	0.061	0.045
May 2009	0.070	0.052
June 2009	0.110	0.054
July 2009	0.106	0.064
August 2009	0.208	0.076
September 2009	0.400	0.162
October 2009	0.344	0.170
November 2009	0.352	0.222
December 2009	0.395	0.260
January 2010	0.430	0.315
February 2010	0.370	0.300
March 2010 (Up to and including the Latest Practicable Date)	0.370	0.290

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 in accordance with the GEM Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands in which the Company is incorporated.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, information 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, in the event that the Shares Repurchase Mandate 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

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 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.

To the best knowledge, information and belief of the Directors based on the shareholding structure of the Company as at the Latest Practicable Date, in the event that the Shares Repurchase Mandate is exercised in full, no shareholders, or group of shareholders will be required to make a general offer under Rule 26 of the Takeovers Code.

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.

The details of the retiring directors proposed to be re-elected at the AGM are set out as follows:

FUNG Pak Chuen, Alphonso

Mr. Fung, aged 59, is a non-executive director and member of audit committee of the Company. He was appointed as non-executive Director of the Company in March 2000 and re-designated as executive Director of the Company in February, 2004. Mr. Fung was further re-designated as non-executive director and a member of audit committee of the Company on 17th September 2009. He is a co-founder of the CL Group, a group of IT companies operating in the PRC, Hong Kong and South-East Asia, since 1979. Prior to that, he worked at IBM in Hong Kong and International Computer Limited in the United Kingdom. Mr. Fung graduated from the University of London with a Master degree in Computer Science. He has substantial experience in business planning and development in the IT industry. Mr. Fung is a non-executive director of Oncard International Limited, a company listed on the Australian Securities Exchange.

Mr. Fung holds approximately 42.0% interest indirectly in the issued share capital of Aplus Worldwide Limited and approximately 26.5% interest in the issued share capital of CL International Holdings Limited respectively and is therefore taken to have an interest in 75,186,015 Shares representing approximately 9.53% of the issued share capital of the Company within the meaning of Part XV of the SFO. Mr. Fung is the directors of Aplus Worldwide Limited, CL International Holdings Limited and all the subsidiaries of the Company. Save as disclosed herein, Mr. Fung does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Fung had not held any other positions with any members of the Group and had not held any other directorships in any listed public companies in the last three years.

Mr. Fung has no service contract and no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting in accordance with the articles of association of the Company. The emolument for Mr. Fung is HK\$120,000 per annum, which is determined by the Board with reference to his duties and responsibility.

Save as disclosed above, there is no other information relating to Mr. Fung that need to be disclosed pursuant to the requirements of Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

NG Chik Sum, Jackson

Mr. Ng, aged 49, was appointed as an independent non-executive Director of the Company in September 2004. He also serves as a chairman of the Company's audit committee. Mr. Ng has extensive experience in accounting and financial management. He is currently the Chief Financial Officer of Modern Terminals Limited. Mr. Ng previously worked with Coopers and Lybrand and he also served as Group Financial Controller with Lam Soon Group, Finance Director of East Asia of Allergan Inc., a U.S. pharmaceutical company. Mr. Ng is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He holds a Master of Science degree in Finance and a Master Degree in Business Administration.

There is no service contract entered into between the Company and Mr. Ng. 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. Ng 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. Ng for his directorship in the Company.

Save as disclosed above, Mr. Ng does not hold any other positions in the Company or any of its subsidiaries and had not held any other directorships in any listed public companies in the last three years. Mr. Ng 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. Ng does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Ng that needs to be disclosed pursuant to the requirements of Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.