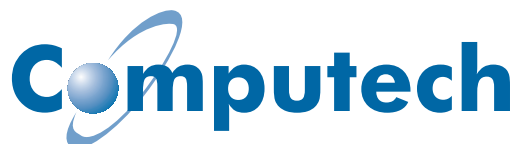


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COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8081)

- (1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 31 OCTOBER 2012;
(2) ADJUSTMENTS TO THE CONVERTIBLE NOTES;
(3) COMMENCEMENT OF DEALINGS IN THE SHARES ON AN
EX-ENTITLEMENT BASIS;
AND
(4) DESPATCH OF THE PROSPECTUS DOCUMENTS IN RESPECT
OF THE OPEN OFFER**

(1) POLL RESULTS OF THE EGM

The Board is pleased to announce that all ordinary resolutions proposed at the EGM held on 31 October 2012 were duly passed by the Shareholders by way of poll.

(2) ADJUSTMENTS TO THE CONVERTIBLE NOTES

As a result of the Share Consolidation, adjustments will be made to the Convertible Notes in accordance with the terms and conditions of the Convertible Notes.

**(3) COMMENCEMENT OF DEALINGS IN THE SHARES ON AN
EX-ENTITLEMENT BASIS**

Pursuant to the expected timetable as set forth in the Circular, the last day of dealings in the Shares on a cum-entitlement basis will be on Thursday, 1 November 2012. Dealings in the Shares on an ex-entitlement basis shall commence on Friday, 2 November 2012.

* For identification purpose only

(4) DESPATCH OF THE PROSPECTUS DOCUMENTS IN RESPECT OF THE OPEN OFFER

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, the Prospectus Documents will be despatched to the Qualifying Shareholders on Monday, 12 November 2012 and the Prospectus will be despatched to the Excluded Shareholders (if any) on Monday, 12 November 2012 for information only.

Reference is made to the circular (the “**Circular**”) of Computech Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of extraordinary general meeting (the “**EGM**”) of the Company both dated 12 October 2012. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Notice.

(1) POLL RESULTS OF THE EGM

The Board is pleased to announce the poll results of the EGM held on 31 October 2012. All the ordinary resolutions were duly passed by the Shareholders by way of poll. Hong Kong Registrars Limited, the branch Share Registrar of the Company in Hong Kong, acted as scrutineer for the vote-taking at the EGM.

As at the date of the EGM, there were a total of 1,394,249,326 Shares in issue which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolution numbered (1) set out in the Notice in respect of the Share Consolidation. As disclosed in the Circular, no Shareholders were required to abstain from voting on the resolution in relation to the Share Consolidation.

As at the date of the EGM, there is no controlling Shareholder. Accordingly, as stated in the Circular, Mr. Yang, an executive Director and the Chairman of the Company, who holds an aggregate of 268,453,158 Shares, representing approximately 19.25% of the issued share capital of the Company, has abstained from voting in favour of the resolution numbered (2) set out in the Notice in respect of the Open Offer.

As such, the total number of Shares entitling the Independent Shareholders to attend and vote at the EGM for or against the resolution numbered (2) in respect of the Open Offer was 1,125,796,168 Shares, representing approximately 80.75% of the total issued share capital of the Company. No Independent Shareholders were entitled to attend and vote only against the resolution numbered (2) at the EGM.

The poll results in respect of the ordinary resolutions considered at the EGM were as follows:

Ordinary Resolutions proposed at the EGM (Note 1)		Number of votes cast and approximate percentage of total number of votes cast		
		For	Against	Total number of Shares
1.	conditional upon, among others, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Consolidated Shares in issue and to be issued, the Share Consolidation, details of which are set out in the Notice, be and is hereby approved; and	818,363,158 (100%)	0 (0%)	818,363,158 (100%)
2.	subject to, among others, fulfilment of the conditions in the Underwriting Agreement, the Open Offer, details of which are set out in the Notice, be and is hereby approved.	549,910,000 (100%)	0 (0%)	549,910,000 (100%)
As more than 50% of the votes were cast in favour of these resolutions, the ordinary resolutions were duly passed.				

Note:

1. The full text of the resolutions are set out in the Notice.

As at the date of the EGM, the total number of issued and fully paid up Shares was 1,394,249,326 Shares.

EXCHANGE OF SHARE CERTIFICATES

As the Share Consolidation will become effective starting from 1 November 2012, Shareholders may, on or after 1 November 2012 until 7 December 2012 (both days inclusive), submit share certificates for Existing Shares (in Purple) to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Ltd. at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares (in Yellow) (on the basis of ten (10) Existing Shares for one (1) Consolidated Share). Thereafter, share certificates for Existing Shares will remain effective as documents of title but will be accepted for exchange only at any time on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each certificate issued or cancelled, whichever the number of certificates cancelled/issued is higher. Share certificates for the Existing Shares will cease to be accepted for delivery, trading and settlement purpose(s) after 5 December 2012.

It is expected that new certificates for Consolidated Shares will be available for collection within 10 Business Days after the submission of the existing share certificates for Existing Shares to the Registrar.

(2) ADJUSTMENTS TO THE CONVERSION PRICE OF THE CONVERTIBLE NOTES

As at the date of this announcement, the Company has Convertible Notes in an aggregate principal amount of HK\$50 million carrying rights to convert into 1,000,000,000 Existing Shares at the conversion price of HK\$0.05 per Existing Share (subject to adjustment) starting from 6 March 2013, being the one year anniversary of the issue date of the Convertible Notes.

In accordance with the terms and conditions of the Convertible Notes, as a result of the Share Consolidation, the conversion price and the number of Shares of the Company falling to be issued upon conversion of the Convertible Notes should be adjusted as follows:

Before the Share Consolidation		After the Share Consolidation	
<i>Conversion price of the Convertible Notes (HK\$)</i>	<i>Number of Existing Shares falling to be issued upon conversion of the Convertible Notes</i>	<i>Conversion price of the Convertible Notes (HK\$)</i>	<i>Number of Consolidated Shares falling to be issued upon conversion of the Convertible Notes</i>
0.05	1,000,000,000	0.50	100,000,000

The adjustment will become effective from the close of business on 31 October 2012.

Save for the above adjustments, all other terms and conditions of the Convertible Notes remain unchanged. The above adjustments have been reviewed and confirmed in writing by the auditors appointed by the Company pursuant to the terms and conditions of the Convertible Notes.

(3) COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-ENTITLEMENT BASIS

Pursuant to the expected timetable as set forth in the Circular, the last day of dealings in the Shares on a cum-entitlement basis will be on Thursday, 1 November 2012. Dealings in the Shares on an ex-entitlement basis shall commence on Friday, 2 November 2012.

Shareholders should note that, based on the expected timetable, the Shares will be dealt in on an ex-entitlement basis commencing from 2 November 2012 and that dealing in Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be 29 November 2012), will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

(4) DESPATCH OF THE PROSPECTUS DOCUMENTS IN RESPECT OF THE OPEN OFFER

Given the ordinary resolution relating to the Open Offer was duly approved by Independent Shareholders at the EGM, the dates and times mentioned in the expected timetable as set forth in the Circular regarding the Open Offer remain unchanged. Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, the Prospectus Documents will be despatched to the Qualifying Shareholders on Monday, 12 November 2012 and the Prospectus will be despatched to the Excluded Shareholders (if any) on Monday, 12 November 2012 for information only.

By Order of the Board
Computech Holdings Limited
Yang Yue Zhou
Chairman

Hong Kong, 31 October 2012

As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Yang Yue Zhou, Mr. Mak Kwong Yiu and Mr. Jiang Tan Shan and (ii) three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing.

This announcement for which the Directors collectively and individually accept full responsibility, includes particulars given in the compliance with the 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its publication and on the website of the Company at <http://www.computech.com.hk>.