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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

**ANNOUNCEMENT
COMPLETION OF THE TOP-UP PLACING
AND
SUBSCRIPTION**

The Board is pleased to announce that completion of the Top-Up Placing and Subscription has taken place on 13 April 2006 and 24 April 2006 respectively. The Placing Agent had successfully placed an aggregate of 44,010,000 Top-Up Placing Shares to the Placees, all of whom are Independent Third Parties, and the Vendor had successfully subscribed for an aggregate of 44,010,000 Subscription Shares.

Terms used in this announcement shall have the same meanings as those defined in the announcement of the Company dated 10 April 2006, unless the context otherwise specifies.

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Upon completion of the Top-Up Placing, none of the Placees has become a substantial Shareholder (as defined under the GEM Listing Rules), who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The number of Top-Up Placing Shares, which is the same the number of Subscription Shares, of 44,010,000 Shares represents: (i) about 9.2% of the issued share capital of the Company of 480,000,000 Shares prior to the Subscription; and (ii) about 8.4% of the issued share capital of the Company of 524,010,000 Shares as enlarged by the Subscription.

The shareholding structure of the Company before and after completion of the Top-Up Placing and Subscription are set out as below:

	Before completion of the Top-Up Placing and Subscription		After completion of the Top-Up Placing but before the Subscription		After completion of the Top-Up Placing and the Subscription	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
CLIH ^{1,3}	188,436,011	39.3%	188,436,011	39.3%	188,436,011	36.0%
Aplus ^{2,3}	191,688,000	39.9%	147,678,000	30.7%	191,688,000	36.6%
Sub-total	380,124,011	79.2%	336,114,011	70.0%	380,124,011	72.6%
Public:						
– Places for the Top-Up Placing Shares	–	–	44,010,000	9.2%	44,010,000	8.4%
– Others	99,875,989	20.8%	99,875,989	20.8%	99,875,989	19.0%
Total	<u>480,000,000</u>	<u>100.0%</u>	<u>480,000,000</u>	<u>100.0%</u>	<u>524,010,000</u>	<u>100.0%</u>

Notes:

1. CLIH is owned as to approximately 62.6% indirectly by Mr. Fung, Mr. Lo and Mr. Yap. The remaining interest of approximately 37.4% is owned by 38 shareholders, principally the existing management and staff of CLIH, who are not connected with Mr. Fung, Mr. Lo and Mr. Yap as defined under the GEM Listing Rules.
2. Aplus is owned as to 16.0% by Mr. Yap and as to 84.0% indirectly by Mr. Fung and Mr. Lo via Win Plus Group Limited, which is in turn wholly-owned by Gumpton Investments Limited (“Gumpton”). Gumpton is an investment holding company and is beneficially held by the family trusts of Mr. Fung and Mr. Lo on an equal (50:50) basis.
3. Both CLIH and Aplus are majority controlled by Mr. Fung, Mr. Lo and Mr. Yap, who are acting in concert with each other.

The Subscription Shares rank *pari passu* among themselves and with the Shares in issue.

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

Hong Kong, 24 April 2006

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

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

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

* *For identification purpose only*