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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 of the shareholders (“**EGM**”) of Computech Holdings Limited (the “**Company**”) will be held at 10th Floor, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on 1 June 2006 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions.

(1) SHARE CONSOLIDATION

ORDINARY RESOLUTION

“RESOLVED that, conditional on the Listing Committee of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, the Consolidated Shares (as defined hereinafter), with effect from 4:00 p.m. on the business day in Hong Kong (other than a Saturday) on which this resolution is passed, (i) every five (5) ordinary shares of par value HK\$0.01 each in the 524,010,000 issued and 475,990,000 authorised but unissued shares of the Company be consolidated into one (1) ordinary share (“**Consolidated Share**”) of par value HK\$0.05 each in the share capital of the Company (“**Share Consolidation**”) to create 104,802,000 issued and 95,198,000 authorised but unissued Consolidated Shares of the Company; and (ii) the directors of the Company be and are hereby authorised generally to settle as it considers expedient any matter which arises in relation to the Share Consolidation including aggregating any fractions of issued Consolidated Shares that arise on the Share Consolidation and selling them for the benefit of the Company.”

* for identification purpose only

(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

SPECIAL RESOLUTION

“RESOLVED that, the amendments to the articles of association of the Company be and are hereby approved in the following manner:

(a) Article 66

(i) by inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” after the words “A resolution put to the vote of a meeting shall be decided on a show of hands unless” in the first paragraph of the existing Article 66

(ii) by deleting the full stop at the end of Article 66(d) and replacing it with a “; or” and adding the following new Article 66(e) immediately after the existing Article 66(d):

“(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”

(b) Article 68

by deleting the second sentence of the existing Article 68 and substituting therefor the following sentence:

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

(c) Article 86(1)

by deleting the first sentence of the existing Article 86(1) and substituting therefor the following sentence:

“Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2), subject to the rules and/or codes of the Designated Stock Exchange from time to time as to the number and term of Directors and the composition of the Board.”

(d) Article 86(3)

by deleting the second sentence of the existing Article 86(3) and substituting therefor the following sentence:

“Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company after his appointment and shall be eligible for re-election.”

(e) Article 87(1)

by deleting the existing Article 87(1) in its entirety and substituting therefor the following new Article 87(1):

“87(1) Notwithstanding any other provisions in the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term or holding office as chairman of the Board and/or the managing Director of the Company) shall be subject to retirement by rotation at least once every three (3) years or within such other period as the Designated Stock Exchange may from time to time prescribe or within such other period as the laws of such jurisdiction applicable to the Company.”

(f) Article 87(2)

(i) by deleting the first sentence of the existing Article 87(2) and substituting therefor the following sentence:

“A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.”

(ii) by deleting the following sentence at the end of the existing Article 87(2):

“Any Director appointed pursuant to Article 86(2) or Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.”

(g) Article 91

by inserting the words “and subject to the rules and/or codes of the Designated Stock Exchange” immediately after the words “as the Board may from time to time determine” in the second last line of the existing Article 91

(h) Article 96

by inserting the words “and subject to the rules and/or codes of the Designated Stock Exchange” immediately after the words “general meeting” in the second line of the existing Article 96

(i) Article 98

by inserting the words “and subject to the rules and/or codes of the Designated Stock Exchange” immediately after the words “as the Board may determine” in the fourth line of the existing Article 98

(j) Article 103

by inserting the following new Article 103(5) immediately after the existing Article 103(4):

“(5) Where a substantial shareholder (as defined in the rules of the Designated Stock Exchange) or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should not be dealt with by way of circulation of Board resolutions pursuant to these Articles or by a committee (except an appropriate board committee set up for that purpose pursuant to a resolution passed in a Board meeting) but a Board meeting should be held with the presence of the independent non-executive Directors who, and whose associates, have no material interest in the transaction.””

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

Hong Kong, 8 May 2006

Registered office:
Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
British West Indies

Head office and principal place of business in Hong Kong:

10th Floor
Westlands Centre
20 Westlands Road
Quarry Bay
Hong Kong

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of such member. A proxy need not be a member of the Company.
3. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the principal place of business of the Company at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or at any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote, in respect thereof.

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 (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 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.

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