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## APLUS WORLDWIDE LIMITED

Computech

Computech Holdings Limited 駿科網絡訊息有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Incorporated in the British Virgin Islands with limited liability)

## JOINT ANNOUNCEMENT

Completion of the acquisition of shares in Computech Holdings Limited by Aplus Worldwide Limited

Unconditional cash offer by
Altus Capital Limited
on behalf of Aplus Worldwide Limited
for all the issued shares in Computech Holdings Limited
(other than those shares already owned and/or agreed to be acquired by
Aplus Worldwide Limited and parties acting in concert with it)

## Financial adviser to Aplus Worldwide Limited ALTUS CAPITAL LIMITED

The S&P Agreement was completed on 17th November, 2003. The Company has appointed Kingston Corporate Finance Limited as the independent financial adviser in connection with the Offer. The Composite Document will be despatched to the Shareholders as soon as practicable.

Reference is made to the joint announcement made by Aplus Worldwide Limited and Computech Holdings Limited dated 13th November, 2003 (the "Joint Announcement"). Terms used in this announcement have the same meanings as those defined in the Joint Announcement unless defined otherwise.

The S&P Agreement has been completed on 17th November, 2003. Following Completion, the aggregate number of Shares held by the Offeror and parties presumed to be acting in concert with the Offeror in respect of the Company are 171,720,000 Shares, representing approximately 71.56% of the issued share capital of the Company. The Completion also resulted in a change in the make-up or balance between the shareholdings of the members of the presumed concert group. Therefore, the Offeror is obliged under the Takeovers Code to make an unconditional cash offer. Currently, there are 240,000,000 Shares in issue. Apart from the 115,860,000 Shares held by the Offeror and Hitachi, Ltd., the remaining 124,140,000 Shares, including the 55,860,000 Shares owned by CLSH, will be subject to the Offer.

<sup>\*</sup> For identification purpose only



Altus Capital Limited, on behalf of the Offeror, will make the Offer on the following basis:

For each Share ...... HK\$0.0666 in cash (note 1)

Note 1: The Offer price per Share is based on the consideration of the Sale Shares under the S&P Agreement.

The Company has appointed Kingston Corporate Finance Limited as the independent financial adviser to advise its independent board committee as to whether the terms of the Offer are fair and reasonable. A letter from Kingston Corporate Finance Limited, as well as a letter from the independent board committee of the Company, will be included in the composite document ("Composite Document") in relation to the Offer, which will be despatched to the Shareholders as soon as practicable, and in any event on or before 4th December, 2003 (unless the Executive's consent has been obtained for the extension of the deadline for posting of the Composite Document).

By order of the board of
Aplus Worldwide Limited
Fung Pak Chuen, Alphonso
Director

By order of the board of
Computech Holdings Limited
Lee Man Lung, Vincent

Director

Hong Kong, 17th November, 2003

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than that relating to the Group) the omission of which would make any statement in this announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that in relation to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than that in relation to the Offeror) the omission of which would make any statement in this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its publication and on the website of the Company at www.computech.com.hk.