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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)

### **Convening of the Further EGM in relation to the Ongoing Connected Transactions and amendments to the Articles of Association in substitution for the EGM held on 2 September, 2004**

The Board proposes to convene the Further EGM for the purposes of considering the same resolutions as set out in the EGM notice dated 18 August, 2004 in substitution for the EGM held on 2 September, 2004. Due to an inadvertent mistake, the EGM was not properly convened as notice of the EGM was not given in accordance with the Articles of Association and the resolutions passed at the EGM were thus invalid and had no effect.

A circular, containing details of the Ongoing Connected Transactions and the amendments to the Articles of Association, and a notice of the Further EGM, together with the proxy form, will be sent to the Shareholders.

Reference is made to the Company's announcements dated 28 July, 2004 and 2 September, 2004 and the circular dated 18 August, 2004 (the "Circular"). Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

#### **BACKGROUND**

On 18 August, 2004, the Company issued the Circular in relation to the Ongoing Connected Transactions and amendments to the Articles of Association and the EGM in relation to the above transactions was held on 2 September, 2004. During the process of preparing the company filing with the Companies Registry in Hong Kong, the Company became aware that, due to an inadvertent mistake, the EGM was not properly convened as notice of the EGM was not given in accordance with the Articles of Association and the resolutions passed at the EGM were thus invalid and had no effect.

In particular, 1) the notice, which was served by post, is, pursuant to article 160(a) of the Articles of Association, deemed to be served on the day following that on which the notice is posted; and 2) the notice period for an extraordinary general meeting convened for the purpose of passing a special resolution should not be less than 21 clear days. Accordingly, the notice period for the EGM relating to the ordinary resolution for the Ongoing Connected Transactions

\* For identification purpose only

was one day less than the required 14 clear days and that relating to the special resolution for the amendments to the Articles of Association was also short of the required 21 clear days. It is, therefore, necessary for the Company to properly convene another extraordinary general meeting (the “Further EGM”) with sufficient notice in accordance with the Articles of Association for the purposes of considering the same resolutions as previously proposed.

A circular, containing details of the Ongoing Connected Transactions and the amendments to the Articles of Association, and a notice of the Further EGM, together with a proxy form, will be sent to the Shareholders as soon as practicable. Except for the relevant dates, the notice of the Further EGM and the resolutions proposed therein will be identical in all respects to the previous notice dated 18 August, 2004.

## **THE FURTHER EGM**

A notice convening the Further EGM, together with the proxy form, will be sent to the Shareholders. The Further EGM will be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong at which resolutions will be proposed to approve the Ongoing Connected Transactions and the amendments to the Articles of Association. Shareholders who are not able to attend the Further EGM are urged to complete and return the proxy form in accordance with the instructions printed thereon to the principal place of business of the Company at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Further EGM or any adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude the Shareholders from attending and voting at the Further EGM or any adjourned meeting (as the case may be) should they so wish.

As at the date of this announcement, the executive Directors are Mr. Fung Pak Chuen, Alphonso and Mr. Lo, Richard. The non-executive Director is Mr. Sugii Toshio and the independent non-executive Directors are Mr. Lee Sai Yeung and Mr. Tsang Link Carl, Brian.

By order of the Board  
**Computech Holdings Limited**  
**Alphonso Fung**  
*Chairman*

Hong Kong, 10 September, 2004

*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.*

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