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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)

### **Proposed Capital Reorganisation**

**Financial adviser to Computech Holdings Limited**

**ALTUS CAPITAL LIMITED**

A circular of the Company containing, inter alia, details of the Capital Reorganisation, a notice convening the EGM and a proxy form will be despatched to the Shareholders on 16 September, 2004.

Below is an extract of the circular of the Company in relation to the expected timetable of the Capital Reorganisation, the odd lot arrangements and the arrangements for the exchange of certificates for the New Shares.

Reference is made to the Company's announcement dated 27 August, 2004 (the "Announcement") in relation to, inter alia, the Capital Reorganisation. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

\* *For identification purpose only*

## Expected timetable

The following expected timetable takes into account the Court procedures for the Capital Reorganisation and tentative timing relating thereto. The expected timetable is therefore indicative only and is subject to change. Further announcement will be made in the event of any changes to the timetable.

2004

Latest time for lodging proxy forms  
for the EGM .....9:30 a.m. on Sunday, 10 October

EGM ..... 9:30 a.m. on Tuesday, 12 October

2005

Hearing of petition for confirmation of the Capital  
Reduction by the Court (*Note*) ..... Monday, 3 January

Effective date of the Capital Reorganisation ..... Wednesday, 5 January

Dealings in the New Shares commence ..... 9:30 a.m. on Thursday, 6 January

Effective date for the change in board lot size  
from 4,000 Shares to 30,000 New Shares ..... Thursday, 6 January

First day for the designated broker to stand in the market  
to provide matching services ..... Thursday, 6 January

First day for free exchange of existing share certificates for  
the Shares for new share certificates for the New Shares ..... Thursday, 6 January

Last day for the designated broker to stand in the market to  
provide matching services ..... Monday, 7 February

Last day for free exchange of existing share certificates  
for new share certificates ..... Monday, 7 February

*Note:* All references in this announcement to time and dates are references to Hong Kong time and dates other than reference to the expected date for the hearing of petition for confirmation of the Capital Reduction by the Court, which refers to relevant time and date in the Cayman Islands. Cayman Islands time is twelve hours behind Hong Kong time.

The effective date of the Capital Reorganisation is expected to be on or about 5 January, 2005. Further announcement will be made in the event of any changes in the effective date of the Capital Reorganisation.

## **Odd lot arrangement**

In order to facilitate the trading of odd lots (if any) of the New Shares arising as a result of the change in board lot size from 4,000 Shares to 30,000 New Shares, the Company has appointed Sun Hung Kai Investment Services Ltd. as the agent to arrange for the sale and purchase of odd lots on behalf of the Shareholders and potential investors. Subject to changes to the timetable, during the period from 6 January, 2005 to 7 February, 2005 (both dates inclusive), holders of the New Shares who wish to take advantage of this facility either to dispose of their odd lots or to top up to a full board lot may contact Sun Hung Kai Investment Services Ltd. during the aforesaid period as follows:

<b>Contact person</b>	<b>Address</b>	<b>Telephone number</b>
Ms. Connie Cheung	Level 12, One Pacific Place 88 Queensway, Hong Kong	2822 5075

Holders of New Shares in odd lots should note that the matching of odd lots will be made on a best efforts basis and is not guaranteed. They are advised to consult their professional advisers if they have any doubt about the facility described above.

## **Free exchange of certificates for New Shares**

As the current expected timetable on, among other things, the Court hearing date and the effective date of the Capital Reorganisation is indicative only, further announcement will be made in the event of any changes thereto. Should the Capital Reorganisation become effective, Shareholders may submit certificates for the Shares to the Company's share registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, during a specific period which is currently expected to be from 6 January, 2005 to 7 February, 2005 (both dates inclusive) for exchange of certificates for the New Shares at the expense of the Company. Thereafter, certificates for the Shares will only be accepted for exchange for certificates for the New Shares on payment of a fee of HK\$2.50 (or such higher amount as may be stipulated in the GEM Listing Rules from time to time) for each new certificate to be issued or each old certificate submitted, whichever number of certificates is higher. The existing share certificates will continue to be good evidence of legal title to the New Shares and will be valid for delivery, trading and settlement purposes after the Capital Reorganisation has become effective and may be exchanged into new share certificates in accordance with the foregoing.

In order to distinguish between the existing and the new certificates, certificates for the New Shares will be orange in colour, which is different from the existing certificates for the Shares, which are blue in colour.

It is expected that the new certificates for the New Shares will be available for collection on or after the 10th business day from the date of submission of the existing certificates for the Shares to the Company's share registrar at the above address. Unless otherwise instructed, new certificates will be issued in the board lot size of 30,000 New Shares.

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

Hong Kong, 15 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.*

*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.*

*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.*