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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 (the “Meeting”) of Computech Holdings Limited (the “Company”) will be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong at 9:30 a.m. on Tuesday, 12 October, 2004 for the purpose of considering and, if thought fit, passing the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the new ordinary shares of HK\$0.01 each in the issued share capital of the Company upon the Capital Reorganisation (as defined below) becoming effective; (ii) the confirmation of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “Court”); and (iii) the filing with and registration by the Registrar of Companies in the Cayman Islands of a copy of the Court order and a copy of the minute containing the particulars required under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “Companies Law”):

- (i) the authorised and issued share capital of the Company be reduced and diminished by cancelling issued and paid up capital to the extent of HK\$0.09 on each existing ordinary share of HK\$0.10 of the Company (“Share(s)”) in issue as at the date upon which the Capital Reorganisation becomes unconditional and effective (the “Effective Date”) and by reducing the nominal value of all issued Shares from HK\$0.10 each to HK\$0.01 each (“New Share(s)”) (the “Capital Reduction”);
- (ii) 684,000,000 unissued Shares of HK\$0.10 each in the share capital of the Company be cancelled and each remaining unissued Share of HK\$0.10 each in the share capital of the Company be subdivided into 10 unissued New Shares of HK\$0.01 each (the “Share Cancellation and Subdivision”);

* *For identification purpose only*

- (iii) the entire amount standing to the credit of the share premium account of the Company (the “Share Premium Account”) as at 31 December, 2003 be cancelled (together with the Capital Reduction, the Share Cancellation and Subdivision, the “Capital Reorganisation”);
- (iv) the directors of the Company be and are hereby authorised to apply the credit arising from the Capital Reduction and the cancellation of the Share Premium Account to set off in full the accumulated losses of the Company in accordance with the articles of association of the Company and all applicable laws (“Application of Credit”) and transfer the balance of such credit to a distributable reserve account of the Company to be applied in such manner as the directors of the Company consider appropriate; and
- (v) the directors of the Company be and are hereby authorised generally to do all such acts and things and to approve, sign and execute any other documents which in their opinion may be necessary, desirable or expedient to effect and implement the Capital Reorganisation and the Application of Credit.”

By order of the Board
Computech Holdings Limited
Alphonso Fung
Chairman

Hong Kong, 16 September, 2004

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.

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:

10/F., Westlands Centre
20 Westlands Road
Quarry Bay
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting 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.
2. In order 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 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.

This announcement, for which the directors (the “Director”) 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.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for 7 days from the date of its posting.