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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)

### **PLACING OF EXISTING SHARES BY THE CONTROLLING SHAREHOLDER AND RESUMPTION OF TRADING**

The Company wishes to announce that Aplus, being the controlling shareholder of the Company and the Vendor, has entered into the Placing Agreement with the Placing Agent in the late afternoon of 13 May 2005 for the Placing of 36,000,000 existing Shares by the Vendor at the Placing Price of HK\$0.02 per Share. The Shares placed by the Vendor represent 7.5% of the existing issued share capital of the Company and the Placing has been completed on 13 May 2005.

After the Placing, the public float of the Company will increase from approximately 13.3% to approximately 20.8%. The Company considers that it has fulfilled the Minimum Public Float requirement.

Application has been made to the Stock Exchange for a resumption of the trading of the Shares at 9:30 a.m. on Tuesday, 17 May 2005.

Reference is made to the Company's announcement dated 5 May 2005 (the "Announcement"). Capitalised terms used in this announcement have the same meanings ascribed to them in the Announcement unless the context otherwise requires and/or defines.

\* For identification purposes only

## PLACING OF THE EXISTING SHARES BY CONTROLLING SHAREHOLDER

The Company has been informed by Aplus, being the controlling Shareholder and the Vendor, that the placing agreement has been entered between the Vendor and the Placing Agent in the late afternoon of 13 May 2005 (the “Placing Agreement”) for, the placing of an aggregate of 36,000,000 existing Shares of the Company (the “Placing”) held by the Vendor, at a placing price of HK\$0.02 per Share (the “Placing Price”), which is the same as the Subscription Price of the Rights Issue. The Shares placed by the Vendor represent 7.5% of the existing issued share capital of the Company and have been placed to 8 independent private individuals and/or corporate investors, all being Independent Third Parties. The Placing has been completed on 13 May 2005 following the publish of the first quarterly financial results of the company for the period ended 31 March 2005 on 12 May 2005.

## SHAREHOLDING STRUCTURE OF THE COMPANY

To the best knowledge of the Company based on available information, immediately after completion of the Placing, the shareholding structure of the Company is as follows:

	<b>Existing number of Shares and approximate %</b>	<b>Number of Shares and approximate % held after the Placing</b>
Aplus, the Vendor	356,124,011 (74.2%)	320,124,011 (66.7%)
Hitachi, Limited	60,000,000 (12.5%)	60,000,000 (12.5%)
Public	63,875,989 (13.3%)	99,875,989 (20.8%)
<b>Total</b>	<b>480,000,000 (100%)</b>	<b>480,000,000 (100%)</b>

Pursuant to Rule 11.23 of the GEM Listing Rules, the Company is required to maintain a public float of not less than 20% of its issued share capital at all times (the “Minimum Public Float”). After the Placing, the public float of the Company will increase from approximately 13.3% to approximately 20.8%. The Company considers that it has fulfilled the Minimum Public Float requirement.

## RESUMPTION OF TRADING

As a result of the Placing, the Company is able to restore its Minimum Public Float and will request for the resumption of the trading of the Shares at 9:30 a.m. on Tuesday, 17 May 2005.

## DEFINITIONS

The following defined terms are used in this announcement:

“Independent Third Party(ies)”	independent third party(ies) (including its/their ultimate beneficial owner) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, is/are not connected with the connected persons of the Company (as defined in the GEM Listing Rules) or parties acting in concert with any of them and is/are not connected persons of the Company as defined under the GEM Listing Rules
“Placing Agent”	Sun Hung Kai Investment Services Limited
“Vendor”	Aplus

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

Hong Kong, 13 May 2005

*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, Mr. Chung Kong Fei, Stephen and Mr. Ng Chik Sum, Jackson.*

*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.*

*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.*