



**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 “**EGM**”) of Computech Holdings Limited (the “**Company**” together with its subsidiaries, the “**Group**”) will be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Wednesday, 24 December 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the conditional agreement (the “**New Agreement**”) dated 14 November 2008 and entered into between the Company and CL International Holdings Limited (“**CLIH**”) for:
  - (i) the provision of information technology related services including, but not limited to, system maintenance, technical support, system integration and operation support, by the Group to the customers of CLIH and its subsidiaries from time to time (the “**Provision of IT Services**”), and
  - (ii) the purchase of inventories, comprising principally computer parts and components, peripherals and equipment, by the Group from CLIH from time to time for use in the Group’s ordinary and usual course of business including the Provision of IT Services (the “**Purchase Transactions**”),

(a copy of the New Agreement has been produced to this meeting marked “**A**” and signed by the Chairman of the meeting for the purpose of identification) be and are hereby approved, confirmed and ratified;

- (b) the annual caps (the “**New Agreement Annual Caps**”) of HK\$49,000,000, HK\$58,000,000 and HK\$66,000,000 payable in relation to the Provision of IT Services under the New Agreement for each of the three years ending 31 December 2011 respectively and HK\$8,000,000, HK\$8,000,000 and HK\$8,000,000 payable in relation to the Purchase Transactions under the New Agreement for each of the three years ending 31 December 2011 respectively be and are hereby approved, and

- (c) any one of more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all other acts and things and execute all documents which they consider necessary or expedient for the implementation of and the giving effect to the New Agreement and the transactions contemplated thereunder.”
2. “**THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the Directors at the annual general meeting (the “**AGM**”) of the Company held on 25 April 2008 be and is hereby revoked and replaced by the mandate **THAT**:
- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares (each a “**Share**”) of HK\$0.05 each in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
- (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of such resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;  
and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

3. “**THAT** conditional upon the passing of resolution no. 2 above, the mandate granted to the Directors at the AGM to extend the general mandate to allot and issue Shares to Shares repurchased by the Company be and is hereby revoked and replaced by the mandate **THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 2 above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”

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

Hong Kong, 8 December 2008

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*  
10/F.  
Westlands Centre  
20 Westlands Road  
Quarry Bay  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's branch registrar in Hong Kong, Hong Kong Registrars Limited at Room 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, the executive Directors are Mr Fung Pak Chuen, Alphonso and Mr Mak Kwong Yiu. The independent non-executive Directors are Mr Lee Sai Yeung, Mr Chung Kong Fei, Stephen and Mr Ng Chik Sum, Jackson.*

*This announcement published on the GEM website will remain on the "Latest Company Announcement" page for a minimum period of 7 days from the date of publication.*

\* *For identification purposes only*