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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 OPEN OFFER OF 52,401,000 OFFER SHARES ON THE BASIS OF ONE OFFER SHARE FOR EVERY TWO SHARES HELD ON RECORD DATE

THE OPEN OFFER

The Board is pleased to announce that on 8 April 2009, the Company and the Underwriter entered into the Underwriting Agreement to implement the Open Offer. The Company proposes to raise approximately HK\$7,860,150, before expenses, by issuing 52,401,000 Offer Shares at a price of HK\$0.15 per Share by way of the Open Offer, payable in full on application, on the basis of one Offer Share for every two Shares held on the Record Date.

The Open Offer will not be available to the Prohibited Shareholders. To qualify for the Open Offer, all transfer of Shares must be lodged for registration with the Registrar by 4:30 p.m. on 30 April 2009. The register of members is expected to be closed from 6 May 2009 to 8 May 2009 (both days inclusive) to determine the entitlements to the Open Offer.

As at the date of this announcement, CL which holds 24,187,202 Shares representing approximately 23.08% of the issued share capital of the Company, has given an irrevocable undertaking in favour of the Company and the Underwriter to subscribe for or procure subscriptions for an aggregate of 12,093,601 Offer Shares to which it is entitled under the Open Offer, and Aplus which holds 19,837,600 Shares representing approximately 18.93% of the issued share capital of the Company, has given an irrevocable undertaking in favour of the Company and the Underwriter to subscribe for or procure subscriptions for an aggregate of 9,918,800 Offer Shares to which it is entitled under the Open Offer.

As at the date of this announcement, the Company has 500,000 outstanding Share Options. Mr. Mak is the beneficial owner of such 500,000 outstanding Share Options (all of which have been vested in and are exercisable by him), Mr. Mak has irrevocably undertaken to the Company and the Underwriter not to exercise any of the 500,000 Share Options on or before the Record Date.

* *For identification purposes only*

As at the date of this announcement, the Company has 20,900,000 outstanding Warrants. Mr. Chui is the beneficial owner of such 20,900,000 outstanding Warrants. Mr. Chui has also irrevocably undertaken to the Company and the Underwriter not to exercise any of the 20,900,000 Warrants on or before the Record Date.

The estimated net proceeds from the Open Offer is approximately HK\$7,310,150 (assuming no exercise of the Share Options and the Warrants on or before the Record Date). The net proceeds from the Open Offer will be used for general working capital of the Group. The net proceeds raised per Share upon the completion of the Open offer will be approximately HK\$0.140 per Share.

Pursuant to the Underwriting Agreement, the Underwriter has agreed to subscribe or procure the subscription for all the Offer Shares which have not been taken up by the Qualifying Shareholders by the Latest Time for Acceptance.

The Open Offer is conditional upon, among others, the Underwriting Agreement becoming unconditional and the Underwriter not terminating the Underwriting Agreement in accordance with its terms. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors are advised to exercise due caution when dealing with the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that the Shares will be dealt with on an ex-entitlement basis commencing from 29 April 2009 and that dealings in such Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholders or other persons dealing in such Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be 27 May 2009) will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholders or other persons contemplating on selling or purchasing the Shares who are in any doubt about their position are recommended to consult their professional advisers.

THE OPEN OFFER

Issue statistics

Basis of the Open Offer	:	One Offer Share for every two Shares held on Record Date
Number of Shares in issue as at the date of this announcement	:	104,802,000 Shares
Number of Offer Shares	:	52,401,000 Offer Shares
Number of Shares in issue immediately following the completion of the Open Offer	:	157,203,000 Shares

Underwriter : Convoy Investment Services Limited

Number of Underwritten Shares : 30,388,599 Offer Shares, being all Offer Shares less such number of Offer Shares agreed to be taken up or procured to be taken up by CL and Aplus pursuant to their respective irrevocable undertakings

Number of Offer Shares undertaken : 22,012,401 Offer Shares
to be taken up by CL and Aplus

Under the Open Offer, on the assumption that none of the outstanding Share Options and Warrants is exercised before the Record Date, 52,401,000 Offer Shares would be allotted, representing approximately 50.0% of the existing issued share capital of the Company as at the date of this announcement and approximately 33.3% of the issued share capital of the Company as enlarged by the issue of the Offer Shares.

As at the date of this announcement, the Company has 500,000 outstanding Share Options. Mr. Mak is the beneficial owner of such 500,000 outstanding Share Options (all of which have been vested in and are exercisable by him), Mr. Mak has irrevocably undertaken to the Company and the Underwriter not to exercise any of the 500,000 Share Options on or before the Record Date.

As at the date of this announcement, the Company has 20,900,000 outstanding Warrants. Mr. Chui is the beneficial owner of such 20,900,000 outstanding Warrants. Mr. Chui has also irrevocably undertaken to the Company and the Underwriter not to exercise any of the 20,900,000 Warrants on or before the Record Date.

Save as disclosed, apart from the 500,000 Share Options and 20,900,000 Warrants, there are no other outstanding options, warrants, convertible notes or other rights to subscribe for Shares as at the date of this announcement.

Qualifying Shareholders

The Company will send the Prospectus Documents to the Qualifying Shareholders and the Prospectus, for information only, to the Prohibited Shareholders. Furthermore, the Company will send the Application Form(s) to the Qualifying Shareholders only. To qualify for the Open Offer, Qualifying Shareholders must be registered as members of the Company on the register of members of the Company on the Record Date and not be Prohibited Shareholders.

In order to be registered as members of the Company on the Record Date, Qualifying Shareholders must lodge any transfer of Shares (with the relevant Share certificates) for registration with the Registrar by 4:30 p.m. on 30 April 2009.

The branch share registrar of the Company in Hong Kong is:

Hong Kong Registrars Limited
Shops 1712-1716, 17/F
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

The invitation to apply for the Offer Shares will not be transferable and there will be no trading in the nil-paid entitlements on the Stock Exchange.

Closure of register of members

The register of members of the Company will be closed from 6 May 2009 to 8 May 2009 (both days inclusive) to determine the eligibility of the Qualifying Shareholders to the Open Offer. No transfer of Shares will be registered during this period.

The Subscription Price

The Subscription Price of HK\$0.15 per Offer Share, payable in full on application, represents:

- (i) a discount of approximately 57.14% to the closing price of HK\$0.35 per Share as quoted on the Stock Exchange on 8 April 2009, being the date of the Underwriting Agreement;
- (ii) a discount of approximately 47.00% to the theoretical ex-entitlement price of approximately HK\$0.283 per Share based on the aforesaid closing price per Share;
- (iii) a discount of approximately 57.14% to the average closing price of approximately HK\$0.35 per Share as quoted on the Stock Exchange for the last 5 consecutive trading days up to and including 8 April 2009;
- (iv) a discount of approximately 57.14% to the average closing price of approximately HK\$0.35 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including 8 April 2009; and
- (v) a premium of approximately 78.57% to the audited net asset value per Share of approximately HK\$0.084 as at 31 December 2008.

The Subscription Price was determined based on arm's length negotiations between the Company and the Underwriter, with reference to the prevailing market prices of the Shares. The Board considers that the Subscription Price is fair and reasonable and the discount of the Subscription Price as compared to the recent market prices would encourage Qualifying Shareholders to participate in the Open Offer and accordingly the future growth of the Group. The Company will send the Prospectus to the Prohibited Shareholders for their information only. The Company will not send the Application Form(s) to the Prohibited Shareholders.

Status of the Offer Shares

The Offer Shares, when allotted and issued, will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Offer Shares. Holders of the Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid in respect thereof on or after the date of allotment and issue of such Offer Shares.

Certificates for the Offer Shares and Refund Cheques

Subject to fulfillment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on or before 1 June 2009 to those Qualifying Shareholders who have validly applied and paid for the Offer Shares at their own risks. If the Open Offer is terminated, refund cheques will be despatched on or before 1 June 2009 by ordinary post at their own risk.

Rights of the Prohibited Shareholders

The Prospectus Documents are not expected to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. The Company will comply with Rule 17.41(1) of the GEM Listing Rules to make enquiries regarding the feasibility of extending the Open Offer to the Prohibited Shareholders, and the Company will disclose the details of the Prohibited Shareholders in the Prospectus. If, based on legal opinions provided by the legal advisers to the Company, the Directors consider that, in compliance with Rule 17.41(1) of the GEM Listing Rules, it is necessary or expedient not to extend the Open Offer to the Prohibited Shareholders on account either of the legal restrictions under the laws of the place of his registered address or the requirements of the relevant regulatory body or stock exchange in that place, the Open Offer will not be available to the Prohibited Shareholders.

No Application for Excess Offer Shares

No application for excess Offer Shares will be made available to any Qualifying Shareholders to apply for any entitlements of the Prohibited Shareholders, any Offer Shares not taken up by Qualifying Shareholders and the abovementioned aggregated fractional entitlements will be taken up by the Underwriter.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Offer Shares. Dealings in the Offer Shares will be subject to the payment of stamp duty in Hong Kong.

The Open Offer is not subject to Shareholders' approval.

Irrevocable undertaking from CL and Aplus

As at the date of this announcement, CL which holds 24,187,202 Shares representing approximately 23.08% of the issued share capital of the Company, has given an irrevocable undertaking in favour of the Company and the Underwriter to subscribe for or procure subscriptions for an aggregate of 12,093,601 Offer Shares to which it is entitled under the Open Offer, and Aplus which holds 19,837,600 Shares representing approximately 18.93% of the issued share capital of the Company, has given an irrevocable undertaking in favour of the Company and the Underwriter to subscribe for or procure subscriptions for an aggregate of 9,918,800 Offer Shares to which it is entitled under the Open Offer.

THE UNDERWRITING AGREEMENT

Taking into account the undertaking from CL and Aplus, as well as the undertaking from Mr. Mak and Mr. Chui, the Underwriter has agreed to fully underwrite 30,388,599 Offer Shares (being all Offer Shares less such number of Offer Shares agreed to be taken up or procured to be taken up by CL and Aplus pursuant to their respective irrevocable undertakings) at a subscription price of HK\$0.15 per Offer Share. The Underwriter and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules). The Underwriting Agreement provides that the Underwriter will be obliged to subscribe or procure subscribers for any Underwritten Shares not taken up by the Qualifying Shareholders.

The Company will pay the Underwriter an underwriting commission of 3% of the aggregate subscription price in respect of the number of Underwritten Shares on the Record Date. Both the Company and Underwriter consider the underwriting commission is in line with the market rate. The Directors (including the independent non-executive Directors) are also of the view that the commission is fair and reasonable.

Termination of the Underwriting Agreement

The Underwriting may by notice in writing to the Company given at any time before the Latest Time for Termination or such later time as the Company or the Underwriter may agree, terminate the Underwriting Agreement, if any of the following grounds of termination happens:

- (1) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:**
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or**

- (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the reasonable opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the reasonable opinion of any of the Underwriter, a material omission in the context of the Open Offer; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than twenty consecutive trading days, excluding any suspension in connection with the clearance of this announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall also be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or**
- (2) any Specified Event comes to the knowledge of the Underwriter.**

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

Conditions of the Open Offer

Completion of the Open Offer is conditional upon fulfillment of each of the following conditions:

1. the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies Ordinance not later than the date on which the Prospectus is despatched;
2. the posting of the Prospectus Documents to the Qualifying Shareholders and, the posting of the Prospectus and a letter to the Prohibited Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Open Offer on or before the date on which the Prospectus is despatched;
3. the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Offer Shares by no later than the first day of their dealings;
4. the obligations of the Underwriter becoming unconditional and that the Underwriting Agreement is not terminated in accordance with its terms;
5. compliance with and performance of all undertakings and obligations of the Company under the Underwriting Agreement;
6. compliance with and performance of all undertakings and obligations of Mr. Chui in respect of his undertaking not to exercise any of the outstanding Warrants;
7. compliance with and performance of all undertakings and obligations of Mr. Mak in respect of his undertaking not to exercise any of the outstanding Share Options;
8. compliance with and performance of all undertakings and obligations of CL in respect of its undertaking to subscribe 12,093,601 Offer Shares to which it is entitled; and

9. compliance with and performance of all undertakings and obligations of Aplus in respect of its undertaking to subscribe 9,918,800 Offer Shares to which it is entitled.

The Company shall make an application to the Stock Exchange for the listing of, and permission to deal in, the Offer Shares.

All the conditions stated above cannot be waived by any parties to the Underwriting Agreement. If any of the conditions of the Open Offer is not fulfilled by the Latest Time for Termination or shall become incapable of being fulfilled on or before such time, the Underwriting Agreement shall terminate and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

Shareholding structure of the Company

The shareholding structure of the Company immediately before and after the completion of the Open Offer is set out below:

Shareholders	As at the date of this announcement		Immediately after completion of the Open Offer assuming all Shareholders take up their respective allotment of the Offer Shares in full		Immediately after completion of the Open Offer assuming no Shareholder (other than CL and Aplus) takes up any of the Underwritten Shares and all Underwritten Shares are taken up by the Underwriter	
	Shares	Approximate %	Shares	Approximate %	Shares	Approximate %
Aplus (Note 1)	19,837,600	18.93%	29,756,400	18.93%	29,756,400	18.93%
CL (Note 2)	24,187,202	23.08%	36,280,803	23.08%	36,280,803	23.08%
The Underwriter	0	0.0%	0	0.0%	30,388,599	19.33%
Public						
Existing public Shareholders	60,777,198	57.99%	91,165,797	57.99%	60,777,198	38.66%
Total	<u>104,802,000</u>	<u>100.0%</u>	<u>157,203,000</u>	<u>100.0%</u>	<u>157,203,000</u>	<u>100.0%</u>

Notes:

1. The issued share capital of Aplus is owned as to approximately 84% by Win Plus Group Limited (“**Win Plus**”). Win Plus is owned as to 50% by AFS Holdings Limited and 50% by Ardian Holdings Limited. AFS Holdings Limited is wholly-owned by Mr. Fung Pak Chuen, Alphonso, the chairman and an executive Director of the Company. Ardian Holdings Limited is wholly-owned by Mr. Lo Richard. The ultimate beneficial owner of the remaining 16% interests in Aplus is Yap Fat Suan, Henry who has no role and/or position with the Group. Save for being interested in the Shares, an ex-Director and directors of subsidiaries of the Company, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiry, Mr. Lo Richard has no other role and/or position with the Group.
2. The issued share capital of CL is owned as to approximately 67.86% by Adwin Investments Limited and as to approximately 3.08% by Win Plus. Win Plus holds approximately 73.77% interest in the issued share capital of Adwin Investments Limited. The ultimate beneficial owners of the remaining 29.06% interests in CL are third parties independent of the Company.

Reasons for the Open Offer and use of proceeds

The Group is principally engaged in the provision of information technology services.

The gross proceeds from the Placing will be approximately HK\$7,860,150. The estimated net proceeds from the Open Offer is approximately HK\$7,310,150 (assuming no exercise of the Share Options and Warrants on or before the Record Date). The net proceeds from the Open Offer will be used for general working capital of the Group. The net proceeds raised per Share upon the completion of the Open Offer will be approximately HK\$0.140 per Share.

In view of the recent economic climate, it is prudent to finance the Group’s long term growth by long term funding, preferably in the form of equity. The Directors also consider that the finance cost by equity will be lower than those by debt financing.

The Board considers that the Open Offer provides a good opportunity for the Group to strengthen its capital base and to enhance its financial position. In addition, since the Open Offer will allow the Qualifying Shareholders to maintain their respective pro rata shareholdings in the Company, the Board considers that it is in the interests of the Company and the Shareholders as a whole to raise capital through the Open Offer.

The estimated expenses of the Open Offer are about HK\$550,000, which include underwriting commission and professional fees payable to lawyers and financial printer, etc. and will be borne by the Company.

The Group did not carry out any capital raising activities within the last 12 months prior to the date of this announcement.

Expected timetable

2009

Last day of dealings in the Shares on a cum-entitlement basis	28 April
First day of dealings in the Shares on an ex-entitlement	29 April
Latest time for lodging transfers of Shares accompanied by the relevant title documents in order to qualify for the Open Offer	4:30 p.m. on 30 April
Register of members closed (both days inclusive)	6 May to 8 May
Record Date for the Open Offer	6 May
Despatch of the Prospectus Documents	8 May
Latest time for payment for and acceptance of the Offer Shares	4:00 p.m. on 22 May
Latest time for the Open Offer to become unconditional	4:00 p.m. on 27 May
Announcement of results of the Open Offer to be published	on or before 29 May
If the Open Offer is terminated, refund cheques to be despatched	on or before 1 June
Share certificates of the Offer Shares to be posted	on or before 1 June
Dealing in the Offer Shares commences	9:30 a.m. on 3 June

WARNING OF RISKS OF DEALINGS IN THE SHARES

If the Underwriter terminates the Underwriting Agreement, or if the conditions of the Underwriting Agreement have not been fulfilled in accordance with the terms thereof, the Open Offer will not proceed. Shareholders and potential investors are advised to exercise due caution when dealing with the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that the Shares will be dealt with on an ex-entitlement basis commencing from 29 April 2009 and that dealings in such Shares will take place while the conditions to which the Underwriting Agreement is subject to remain unfulfilled. Any Shareholders or other persons dealing in such Shares up to the date on which all conditions to which the Open Offer is subject to are fulfilled (which is expected to be 27 May 2009) will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholders or other persons contemplating on selling or purchasing the Shares who are in any doubt about their position are recommended to consult their professional advisers.

GENERAL

The Prospectus or Prospectus Documents, where appropriate, containing further information on the Open Offer will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

Terms used in this announcement have the following meanings unless the context otherwise requires:

“Aplus”	Aplus Worldwide Limited, a company incorporated in British Virgin Islands and is beneficially owned as to approximately 42% by Mr. Fung Pak Chuen, Alphonso, an executive Director and chairman of the Company
“Application Form(s)”	the application form for use by the Qualifying Shareholders to apply for the Offer Shares
“Board”	the board of Directors
“CL”	CL International Holdings Limited, a company incorporated in British Virgin Islands and is beneficially owned as to approximately 26.57% by Mr. Fung Pak Chuen, Alphonso, an executive Director and chairman of the Company

“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Time for Acceptance”	4:00 p.m. on 22 May 2009 or such later time or date as may be agreed between the Company and the Underwriter, being the latest time for acceptance of, and payment for, the Offer Shares
“Latest Time for Termination ”	4:00 p.m. on the third business day after the Latest Time for Acceptance
“Mr. Chui”	Mr. Chui Bing Sun, holder of 20,900,000 Warrants
“Mr. Mak”	Mr. Mak Kwong Yiu, Mark, an executive Director and holder of 500,000 Share Options
“Offer Share(s)”	52,401,000 new Shares proposed to be offered to the Qualifying Shareholders for subscription under the Open Offer
“Open Offer”	the proposed issue of the Offer Shares at the Subscription Price by way of an open offer to the Qualifying Shareholders on the terms pursuant to the Prospectus Documents and summarized in this announcement
“Prohibited Shareholders”	the Shareholders whose names appear on the register of members of the Company on the Record Date and whose addresses are in places outside of Hong Kong or who are persons to whom in the Directors’ opinion, the Offer Shares may not be offered without compliance with registration and/or other legal or regulatory requirements of a jurisdiction or jurisdictions outside of Hong Kong
“Prospectus”	the Open Offer prospectus

“Prospectus Documents”	the Prospectus and the Application Form(s)
“Qualifying Shareholders”	the Shareholders other than the Prohibited Shareholders whose names appear on the register of members of the Company as at the close of business on the Record Date
“Record Date”	6 May 2009, being the date by reference to which entitlements to the Open Offer will be determined
“Registrar”	Hong Kong Registrars Limited, the Company’s Hong Kong branch Share registrar located at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Share Option Scheme”	the share option scheme adopted by the Company on 2 June 2000, which entitles the holders of the Share Options to subscribe for Shares
“Share Options”	share options granted by the Company under the Share Option Scheme
“Share(s)”	the Shares of HK\$0.05 in the issued share capital of the Company
“Shareholders”	the shareholders of the Company
“Specified Event”	an event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date hereof would have rendered any of the warranties contained the Underwriting Agreement untrue or incorrect in any material respect
“Subscription Price”	the subscription price of HK\$0.15 per Offer Share under the Open Offer
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Underwriter”	Convoy Investment Services Limited, a licensed corporation to carry out type 1 (dealing in securities), 2 (dealing in futures contracts) and 4 (advising on securities) regulated activities as defined in Schedule 5 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Underwriting Agreement”	the underwriting agreement dated 8 April 2009 entered into among the Company and the Underwriter in relation to the Open Offer

“Underwritten Shares”	30,388,599 Offer Shares, being all Offer Shares less such number of Offer Shares agreed to be taken up or procured to be taken up by CL and Aplus pursuant to their respective irrevocable undertakings
“Warrants”	the warrants granted by the Company, each of which is exercisable by holders thereof at any time during the period of three years commencing from 30 September 2008 to subscribe for 20,900,000 Shares at the exercise price of HK\$0.46 per Share
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

Hong Kong, 8 April 2009

As at the date of this announcement, the executive Directors are Mr. Fung Pak Chuen, Alphonso and Mr. Mak Kwong Yiu, Mark. The independent non-executive Directors are Mr. Pang Wing Kin, Patrick, 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 GEM Listing Rules 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. This announcement will also be available on the Company’s website at www.computech.com.hk.