

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8081)

DISPOSAL OF EXISTING SHARES BY THE SUBSTANTIAL SHAREHOLDERS AND UNUSUAL PRICE AND VOLUME MOVEMENT

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules.

The Board was informed that on 15 September 2009, CLIH, being the substantial shareholder of the Company, has entered into the First Placing Agreement with the First Placing Agent pursuant to which CLIH agreed to place, through the First Placing Agent, up to 36,000,000 existing Shares at the placing price from HK\$0.65 to HK\$0.85 per Placing Share to the Placees who are Independent Third Parties on a best effort basis.

The Board was further informed that on 15 September 2009, Aplus, being the substantial shareholder of the Company, has entered into the Second Placing Agreement with the Second Placing Agent pursuant to which Aplus agreed to place, through the Second Placing Agent, up to 15,000,000 existing Shares at the placing price of HK\$0.49333 per Placing Share to the Placees who are Independent Third Parties on a best effort basis.

The Placing Shares in aggregate represent approximately 32.31% of the existing issued share capital of the Company.

The Board has also noted today's unusual increases in the share price and the trading volume of the Shares and wish to state that, save as disclosed herein, it is not aware of any reasons for such increase.

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules.

* For identification purpose only

DISPOSAL OF EXISTING SHARES BY THE SUBSTANTIAL SHAREHOLDERS

The Board was informed that on 15 September 2009, CLIH, being the substantial shareholder of the Company, has entered into the First Placing Agreement with the First Placing Agent pursuant to which CLIH agreed to place, through the First Placing Agent, up to 36,000,000 existing Shares at the placing price from HK\$0.65 to HK\$0.85 per Placing Share to the Placees who are Independent Third Parties on a best effort basis. It is not expected that there will be any new substantial shareholder of the Company as a result of the First Placing.

The Board was further informed that on 15 September 2009, Aplus, being the substantial shareholder of the Company, has entered into the Second Placing Agreement with the Second Placing Agent pursuant to which Aplus agreed to place, through the Second Placing Agent, an up to 15,000,000 existing Shares at the placing price of HK\$0.49333 per Placing Share to the Placees who are Independent Third Parties on a best effort basis. It is not expected that there will be any new substantial shareholder of the Company as a result of the Second Placing.

The Placing Agreements

First Placing Agreement

Date: 15 September 2009

Parties: (i) CLIH
(ii) Convoy Investment Services Limited as the First Placing Agent

Placing price per Placing Share:
from HK\$0.65 to HK\$0.85 per Placing Share to be determined by the First Placing Agent

Number of existing Shares to be placed:
up to 36,000,000 Shares, representing approximately 22.81% of the existing issued share capital of the Company

Second Placing Agreement

Date: 15 September 2009

Parties: (i) Aplus
(ii) Enlighten Securities Limited as the Second Placing Agent

Placing price per Placing Share:
HK\$0.49333

Number of existing Shares to be placed:
up to 15,000,000 Shares, representing approximately 9.5% of the existing issued share capital of the Company

The Placing Agents, which to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, who and whose ultimate beneficial owners are Independent Third Parties.

The Placing Shares will be placed to the Placees which are Independent Third Parties.

As at the date of this announcement, the Company has 157,829,398 Shares in issue. The maximum number of 51,000,000 Placing Shares in aggregate represent approximately 32.31% of the existing issued share capital of the Company as at the date of this announcement.

Completion of the Placing is expected to be on or before 30 September 2009.

After completion of the Placing, Mr. Fung Pak Chuen, Alphonso, an executive Director and chairman of the Company, will consider re-designate his role to a non-executive Director.

CHANGES ON SHAREHOLDING STRUCTURE OF THE COMPANY

The changes of the shareholding structure as a result of the Placing are as follows:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Aplus	29,756,400	18.85	14,756,400	9.35
CLIH	36,280,803	22.99	280,803	0.18
<i>Public Shareholders</i>				
Placees	—	—	51,000,000	32.31
Other public Shareholders	<u>91,792,195</u>	<u>58.16</u>	<u>91,792,195</u>	<u>58.16</u>
Total	<u>157,829,398</u>	<u>100.00</u>	<u>157,829,398</u>	<u>100.00</u>

UNUSUAL PRICE AND VOLUME MOVEMENT

This announcement is made at the request of the Stock Exchange.

The Board has noted today's unusual increases in the share price and the trading volume of the Shares and wish to state that, save for the information disclosed herein, it is not aware of any reasons for such increase.

Save as disclosed in this announcement in relation to the Placing, the Board confirms that there are no negotiations or agreements relating to intended acquisitions or realizations which are discloseable under Chapters 19 and 20 of the GEM Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature.

Made by the order of the Board, the Directors of which individually and jointly accept responsibility for the accuracy of this statement.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions have the following meanings:

“Aplus”	Aplus Worldwide Limited, a company incorporated in the British Virgin Islands and is beneficially owned as to approximately 18.85% by Mr. Fung Pak Chuen, Alphonso, an executive Director and chairman of the Company
“Board”	the board of Directors
“CLIH”	CL International Holdings Limited, a company incorporated in the British Virgin Islands and is beneficially owned as to approximately 22.99% 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 and the issued Shares of which are listed on GEM
“Directors”	directors of the Company
“First Placing”	the placing of up to 36,000,000 Placing Shares by the First Placing Agent pursuant to the First Placing Agreement
“First Placing Agent”	Convoy Investment Services Limited, a licensed corporation to carry on business in type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“First Placing Agreement”	the agreement dated 15 September 2009 and entered into between CLIH and the First Placing Agent in respect of the placing of up to 36,000,000 existing Shares
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons of the Company in accordance with the GEM Listing Rules
“Placees”	any person(s) or entity(ies) whom the Placing Agents have procured to subscribe for any of the Placing Shares
“Placing”	the placing of up to 51,000,000 Placing Shares by the Placing Agents pursuant to the Placing Agreements
“Placing Agents”	together the First Placing Agent and the Second Placing Agent
“Placing Agreements”	together the First Placing Agreement and the Second Placing Agreement
“Placing Shares”	a total of up to 51,000,000 Shares to be placed pursuant to the Placing, as to 36,000,000 Shares are beneficially owned by CLIH and as to 15,000,000 Shares are beneficially owned by Aplus
“Second Placing”	the placing of up to 15,000,000 Placing Shares by the Second Placing Agent pursuant to the Second Placing Agreement
“Second Placing Agent”	Enlighten Securities Limited, a licensed corporation to carry on business in type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Second Placing Agreement”	the agreement dated 15 September 2009 and entered into between Aplus and the Second Placing Agent in respect of the placing of up to 15,000,000 existing Shares
“Share(s)”	share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“%”	per cent.

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

Hong Kong, 15 September 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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This announcement will also be available on the Company’s website at www.computech.com.hk