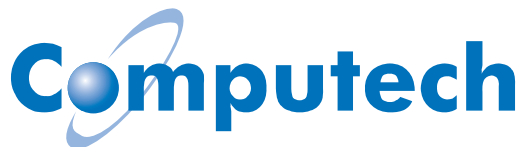


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COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8081)

ANNOUNCEMENT

The Board announces that the Purchaser, a wholly-owned subsidiary of the Company, entered into a non-legally binding MOU with the Vendor, an Independent Third Party on 24 September 2009 in relation to the Possible Acquisition. An Initial Deposit HK\$22,500,000 has been paid by the Purchaser at the direction of the Vendor.

Part of the Initial Deposit was financed by the Loan Agreement between the Lender, a shareholder, and the Company dated 23 September 2009.

Following the signing of the MOU, on 28 September 2009, the Placing Agreement and the Subscription Agreements were entered into for a Top-up Placing in order to raise funds for the Possible Acquisition.

After further negotiations between the Vendor and the Purchaser following the signing of the MOU, no consensus is reached between the Vendor and the Purchaser on certain terms of the Possible Acquisition. After arm's length negotiations, the Deed of Cancellation is entered into on 7 October 2009 between the relevant parties to cancel the MOU and the Vendor has fully refunded the Initial Deposit to the Company under the Deed of Cancellation. The Loan will be repaid by the Company to the Lender.

As a result of the events mentioned above, the Placing Agreement is also terminated by the relevant parties and the Subscription Agreements, which are conditional upon the completion of the placing under the Placing Agreement, are lapsed. As such, the Top-up Placing will not proceed.

The Board considers that the events mentioned above and the termination of the Top-up Placing have no material impact on the existing financial position and business operations of the Group.

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 24 September 2009 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:30 a.m. on 8 October 2009.

The Board announces that the Purchaser, a wholly-owned subsidiary of the Company, entered into a non-legally binding MOU with the Vendor, an Independent Third Party on 24 September 2009 in relation to the Possible Acquisition of the Target. An Initial Deposit HK\$22,500,000 has been paid by the Purchaser at the direction of the Vendor.

The Target is a company incorporated in the British Virgin Islands with limited liabilities and is principally engaged in investment holdings. The Target has entered into an agreement with another Independent Third Party, upon completion of which the Target will indirectly hold majority interests in a joint-controlled entity established in the PRC, which, in turn, is principally engaged in gold smelting business in the PRC.

Part of Initial Deposit was financed by the Loan Agreement. On 23 September 2009, the Company entered into the conditional Loan Agreement with the Lender, a shareholder, pursuant to which the Lender has agreed to make available the Loan of up to HK\$15,000,000 to the Company. The Loan is unsecured and carries no interest.

Following the signing of the MOU, on 28 September 2009, the Placing Agreement and the Subscription Agreements were entered into for a Top-up Placing in order to raise funds for the Possible Acquisition.

After further negotiations between the Vendor and the Purchaser following the signing of the MOU, no consensus is reached between the Vendor and the Purchaser on certain terms of the Possible Acquisition. After arm's length negotiations, the Deed of Cancellation is entered into between the relevant parties on 7 October 2009 to cancel the MOU and the Vendor has fully refunded the Initial Deposit to the Company under the Deed of Cancellation. The Loan will be repaid by the Company to the Lender.

As a result of the events mentioned above, the Placing Agreement is also terminated by the relevant parties and the Subscription Agreements, which are conditional upon the completion of the placing under the Placing Agreement, are lapsed. As such, the Top-up Placing will not proceed.

The Board considers that the events mentioned above and the termination of the Top-up Placing have no material impact on the existing financial position and business operations of the Group.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 24 September 2009 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:30 a.m. on 8 October 2009.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors from time to time
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the GEM
“Deed of Cancellation”	the deed of cancellation dated 7 October 2009 entered into among the relevant parties to the MOU in relation to the cancellation of the MOU
“Directors”	directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, 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
“Initial Deposit”	the initial deposit of HK\$22,500,000 paid by the Purchaser at the direction of the Vendor
“Lender”	Mr. Chui Bing Sun, a Shareholder of the Company
“Loan”	the loan facilities of HK\$15,000,000 made available by the Lender to the Company pursuant to the terms and conditions of the Loan Agreement
“Loan Agreement”	the loan agreement dated 23 September 2009 and entered into between the Company and the Lender in relation to the grant of the Loan

“MOU”	the non-legally binding memorandum of understanding dated 24 September 2009 entered into between the Purchaser and the Vendor setting out the preliminary understanding in relation to the Possible Acquisition
“Placing Agreement”	the placing agreement dated 28 September 2009 entered into between the Subscribers and an placing agent in relation to the placing of certain existing Shares by those Shareholders
“Possible Acquisition”	the possible acquisition by the Group from the Vendor of the entire issued share capital of the Target as contemplated under the MOU
“PRC”	the People’s Republic of China
“Purchaser”	Computech Online Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company
“Share(s)”	ordinary share(s) of HK\$0.05 each in the issued share capital of the Company
“Shareholders”	holders of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	two Shareholders who entered into the Placing Agreement and the Subscription Agreements
“Subscription Agreements”	the two subscription agreements dated 28 September 2009 entered into between each of the Subscribers and the Company in relation to the subscription of new Shares under the Top-up Placing
“Target”	the target company under the MOU, a company incorporated in the British Virgin Islands and principally engaged in investment holdings
“Top-up Placing”	the top-up placing as contemplated under the Placing Agreement and the Subscription Agreements

“Vendor” a PRC citizen and the vendor to the MOU and the ultimate beneficial owner of the Target under the MOU

“HK\$” Hong Kong dollars

By order of the Board
Computech Holdings Limited
Mak Kwong Yiu
Executive Director

Hong Kong, 7 October 2009

** for identification purpose only*

As at the date of this announcement, the executive Director is Mr. Mak Kwong Yiu. The non executive Director is Mr. Fung Pak Chuen, Alphonso. 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.