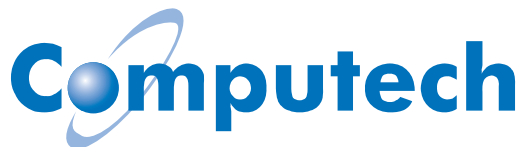


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COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8081)

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL AND PROPOSED SUBDIVISION OF SHARES

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The authorised share capital of the Company is HK\$10,000,000, divided into 200,000,000 Shares, of which 157,829,398 Shares are in issue as at the date of this announcement. The Board proposes to increase the authorised share capital of the Company from HK\$10,000,000, divided into 200,000,000 Shares to HK\$100,000,000, divided into 2,000,000,000 Shares by the creation of 1,800,000,000 new Shares.

PROPOSED SUBDIVISION OF SHARES

The Board further proposes that each of the existing issued and unissued shares of HK\$0.05 each in the share capital of the Company be subdivided into 5 shares of HK\$0.01 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out below.

The Shares are currently traded on GEM in board lots of 10,000 Shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded on GEM in board lots of 10,000 Subdivided Shares.

An ordinary resolution to approve the Share Subdivision will be proposed at the EGM.

A circular containing further information regarding, among other things, (i) the Increase in Authorised Share Capital; (ii) the Share Subdivision; and (iii) the notice of EGM will be despatched to Shareholders as soon as practicable.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The authorised share capital of the Company is HK\$10,000,000, divided into 200,000,000 Shares, of which 157,829,398 Shares are in issue as at the date of this announcement. The Board proposes to increase the authorised share capital of the Company from HK\$10,000,000, divided into 200,000,000 Shares to HK\$100,000,000, divided into 2,000,000,000 Shares by the creation of 1,800,000,000 new Shares.

The Increase in Authorised Share Capital shall be subject to Shareholders' approval at the EGM.

PROPOSED SUBDIVISION OF SHARES

The Board proposes that each of the existing issued and unissued Shares of HK\$0.05 each in the share capital of the Company be subdivided into 5 shares of HK\$0.01 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out below. The Shares are currently traded on GEM in board lots of 10,000 Shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded on GEM in board lots of 10,000 Subdivided Shares.

The proposed Share Subdivision will decrease the nominal value, and increase the total number of Shares of the Company currently in issue. The Share Subdivision will bring about a corresponding downward adjustment to the trading price of the Shares of the Company on the Stock Exchange and enhance their liquidity. Accordingly, the Board is of the view that the Share Subdivision is beneficial to the Company and Shareholders as a whole.

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, rights and interests of the Shareholders.

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares. The Share Subdivision will be subject to Shareholders' approval at the EGM.

SHAREHOLDING STRUCTURE

As at the date of this announcement, the authorised share capital of the Company is HK\$10,000,000, divided into 200,000,000 Shares, of which 157,829,398 Shares are in issue and fully paid. Immediately upon the Share Subdivision and the Increase in Authorised Share Capital becoming effective, the authorised share capital of the Company will be HK\$100,000,000 divided into 2,000,000,000 Subdivided Shares, of which 789,146,990 Subdivided Shares will be in issue and fully paid assuming that no further Shares are issued prior to the Share Subdivision and the Increase in Authorised Share Capital becoming effective.

As the date hereof, there are 25,938,784 outstanding warrants issued by the Company, each of which is exercisable from 30 September 2008 to 29 September 2011 at the subscription price of HK\$0.37 per Share. The Company will adjust the subscription price of the warrants upon completion of the Share Subdivision. Further announcement will be made by the Company regarding the required adjustment in due course.

The Subdivided Shares will rank *pari passu* in all respects with the Shares in issue prior to the Share Subdivision and the rights attaching to the Subdivided Shares will not be affected by the Share Subdivision.

CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares, and any new Subdivided Shares which may fall to be issued upon the exercise of the subscription rights attached to the warrants.

The expected timetable for the implementation of the Share Subdivision is set out below.

EXPECTED TIMETABLE

Despatch of the circular regarding, among other matters, the Increase in Authorised Share Capital and the Share Subdivision	17 November 2009
Publication of the notice of EGM	17 November 2009
Latest time for lodging the form of proxy for the EGM	10:00 a.m., 1 December 2009
EGM	10:00 a.m., 3 December 2009
Announcement of poll results on the EGM	3 December 2009

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision

Effective date of the Share Subdivision	4 December 2009
Dealings in the Subdivided Shares commence	9:30 a.m., 4 December 2009

Original counter for trading in existing Shares in board
lots of 10,000 Shares temporarily closes 9:30 a.m., 4 December 2009

Temporary counter for trading in board lots of
50,000 Subdivided Shares (in the form of certificates
of existing Shares (“**Existing Share Certificates**”)) open 9:30 a.m., 4 December 2009

First day of free exchange of Existing Share Certificates for new
certificates for the Subdivided Shares (“**New Share Certificates**”). 4 December 2009

Original counter for trading in Subdivided Shares in board lots
of 10,000 Subdivided Shares (in the form of New Share
Certificates) re-opens 9:30 a.m., 18 December 2009

Parallel trading in Subdivided Shares (in the form of
New Share Certificates and the Existing Share Certificates)
commences 9:30 a.m., 18 December 2009

Parallel trading in Subdivided Shares (in the form of
New Share Certificates and the Existing Share Certificates)
Ends 4:00 p.m., 11 January 2010

Temporary counter for trading in board lots of 50,000
Subdivided Shares (in the form of Existing Share Certificates)
closes 4:00 p.m., 11 January 2010

Last day for free exchange of Existing Share Certificates
for the New Share Certificates 4:30 p.m., 15 January 2010

Subject to the Share Subdivision, Shareholders may submit their Existing Share Certificates to the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, in exchange for the New Share Certificates free of charge between 9:00 a.m. and 4:30 p.m. on any business day from 4 December 2009 to 15 January 2010 (both dates inclusive). It is expected that New Share Certificates will be available for collection within 10 business days after the submission of the Existing Share Certificates to Hong Kong Registrars Limited for exchange.

From 15 January 2010 onwards, exchange of Existing Share Certificates for New Share Certificates can only be made at a cost of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each Existing Share Certificate cancelled or each New Share Certificate issued, whichever number of share certificates involved is higher.

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m., 11 January 2010 and thereafter will not be accepted for delivery, trading and settlement purposes. However, all Existing Share Certificates will continue to be good evidence of legal title to such equivalent number of Subdivided Shares.

The New Share Certificates will be issued in purple colour in order to distinguish them from Existing Share Certificates which are in green colour.

GENERAL

A circular containing further information regarding, among other things, (i) the Increase in Authorised Share Capital; (ii) the Share Subdivision; and (iii) the notice of EGM will be despatched to Shareholders as soon as practicable.

DEFINITIONS

“Board”	the board of Directors
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the proposed Increase in Authorised Share Capital and the proposed Share Subdivision
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Increase in Authorised Share Capital”	the proposed increase the authorised share capital of the Company from HK\$10,000,000 divided into 200,000,000 Shares to HK\$100,000,000 divided into 2,000,000,000 Shares by the creation of 1,800,000,000 new Shares
“Share(s)”	ordinary share(s) of HK\$0.05 each in the issued and unissued share capital of the Company prior to the Share Subdivision
“Share Subdivision”	the proposed subdivision of each Share into 5 Subdivided Shares
“Shareholder(s)”	holder(s) of Shares or Subdivided Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subdivided Share(s)” subdivided ordinary share(s) of HK\$0.01 each in the issued and unissued share capital of the Company upon completion of the Share Subdivision

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China

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

Hong Kong, 4 November 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.