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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)

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 3 DECEMBER 2009 AND ADJUSTMENT TO WARRANTS**

#### **RESULTS OF EGM**

The Board is pleased to announce that at the EGM held on 3 December 2009, the ordinary resolutions approving (a) the proposed grant of the New General Mandate was duly passed by the Independent Shareholders by way of poll; (b) the proposed Share Subdivision; and (c) the proposed Increase in Authorised Share Capital were duly passed by the Shareholders by way of poll.

#### **ADJUSTMENT TO WARRANTS**

Upon the Share Subdivision becoming effective on 4 December 2009, the subscription price of the Warrants and the number of Shares to be issued upon exercise of the subscription rights attached to the outstanding Warrants will be adjusted to HK\$0.07 and 137,342,857 Subdivided Shares respectively.

Reference is made to the circular (the “**Circular**”) of Computech Holdings Limited (the “**Company**”) dated 17 November 2009 in relation to, among other matters, (a) the proposed grant of the New General Mandate; (b) the proposed Share Subdivision; and (c) the proposed Increase in Authorised Share Capital. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless defined otherwise.

#### **RESULTS OF EGM**

The EGM was held on 3 December 2009 to consider the ordinary resolutions approving (a) the proposed grant of the New General Mandate (the “**New General Mandate Resolutions**”); (b) the proposed Share Subdivision; and (c) the proposed Increase in Authorised Share Capital.

At the EGM, poll was demanded by the chairman for voting on all proposed resolutions. The Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, was appointed as the scrutineers at the EGM for the purpose of vote-taking. As at the date of the EGM, the total number of Shares in issue was 157,829,398.

As stated in the Circular, pursuant to Rule 17.42A(1) of the GEM Listing Rules, the New General Mandate required the approval of the Independent Shareholders at the EGM at which any controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates should abstain from voting in favour of the New General Mandate Resolutions. As the Company has no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates should abstain from voting in favour of the New General Mandate Resolutions.

As at the date of the EGM, Mr. Mak Kwong Yiu, an executive Director, was interested in 626,398 Existing Shares, representing approximately 0.40% of the issued share capital of the Company. Mr. Mak Kwong Yiu was required to abstain from voting in favour of the New General Mandate Resolutions.

As at the date of the EGM, Mr. Fung Pak Chuen, Alphonso, a non-executive Director, was indirectly interested in (i) approximately 42% of the issued share capital of Aplus Worldwide Limited, which was interested in 14,756,400 Existing Shares, representing approximately 9.35% of the entire issued share capital of the Company; and (ii) approximately 26.57% of the issued share capital of CL International Holdings Limited, which was interested in 280,803 Existing Shares, representing approximately 0.18% of the entire issued share capital of the Company. Mr. Fung Pak Chuen, Alphonso, Aplus Worldwide Limited, and CL International Holdings Limited and their respective associates were required to abstain from voting in favour of the New General Mandate Resolutions.

Accordingly, a total of 142,165,797 Existing Shares held by the Independent Shareholders to approve the proposed grant of New General Mandate were entitled to attend and vote for or against the New General Mandate Resolutions. There was no Share entitling the holder to attend and vote only against the New General Mandate Resolutions at the EGM.

As no Shareholders have any material interest in the proposed Share Subdivision and the proposed Increase in Authorised Share Capital, no Shareholders are required to abstain from voting at the EGM on the relevant resolutions. There was no Share entitling the holder to attend and vote only against the relevant resolutions to approve the proposed Share Subdivision and the proposed Increase in Authorised Share Capital at the EGM.

The Board is pleased to announce that all the resolutions were duly passed by way of poll at the EGM. The poll results in respect of each of the resolution was as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To grant a general mandate to directors to allot, issue and otherwise deal with the Company's shares	34,386,000 (100%)	Nil (0%)
2. To add the nominal amount of shares repurchased by the Company to the mandate granted to the directors under resolution no. 1	34,386,000 (100%)	Nil (0%)
3. To approve the Share Subdivision and the transactions contemplated thereunder	34,386,000 (100%)	Nil (0%)
4. To approve the Increase in Authorised Share Capital and the transactions contemplated thereunder	34,386,000 (100%)	Nil (0%)

## ADJUSTMENT TO WARRANTS

As at the date of this announcement, there are 25,938,784 existing outstanding warrants (the “**Warrants**”) issued by the Company, each of which is granted a right to subscribe one Existing Share during the exercisable period from 30 September 2008 to 29 September 2011 at the subscription price of HK\$0.37 per Share.

Pursuant to the terms of the instrument constituting the Warrants issued by the Company, the subscription price of the Warrants and the number of the Shares to be allotted and issued upon exercise of all the subscription rights under the Warrants will be adjusted (the “**Warrants Adjustments**”) as a result of the Share Subdivision becoming effective on 4 December 2009. The summary of the Warrants Adjustments are set out in the table below:

Date of grant	Exercisable period	Before Adjustment		After Adjustment	
		Number of Existing Shares to be issued upon exercise of the subscription rights attached to the outstanding Warrants	Subscription price per Existing Share in respect of the outstanding Warrants	Adjusted number of Subdivided Shares to be issued upon exercise of the subscription rights attached to the outstanding Warrants	Adjusted subscription price per Subdivided Share in respect of the outstanding Warrants
30 September 2008	30 September 2008 – 29 September 2011	25,938,784	HK\$0.37	137,342,857	HK\$0.07

The auditors of the Company have confirmed that they have reviewed and agreed with the Warrants Adjustments.

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

Hong Kong, 3 December 2009

*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.*

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*\* for identification purpose only*