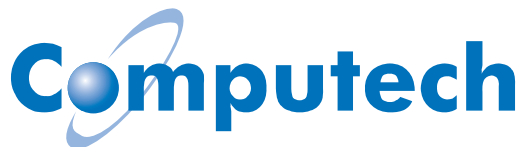


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COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8081)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF POSSIBLE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF WISEKING MINING INVESTMENT CO. LTD AND RESUMPTION OF TRADING

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

MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION

The Board announces that on 31 December 2009 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, has entered into the non-legally binding MOU with the Vendor in relation to the Possible Acquisition.

The Target is incorporated in Hong Kong and is principally engaged in investment holding. The principal asset of the Target is 95% equity interests in Wanbaoyuan, a company incorporated in the PRC, which in turn holds (i) 100% interests in Sanwang, a company incorporated in the PRC; and (ii) 100% interests in Dalei, a company incorporated in the PRC. Sanwang is principally engaged in molybdenum ore processing and molybdenum concentrate production and Dalei is principally engaged in copper and iron ore processing and copper and iron concentrate production.

The Board wishes to emphasize that no binding agreement in relation to the Possible Acquisition has been entered into as at the date of this announcement. As such, the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it will or will not constitute a notifiable transaction on the part of the Company. Shareholders and investors are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company in the event any Formal Agreement is being signed.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was suspended with effect from 10:08 a.m. on 4 January 2010 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 5 January 2010.

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

MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION

The Board announces that the Purchaser entered into the non-legally binding MOU with the Vendor in relation to the Possible Acquisition.

Date: 31 December 2009 (after trading hours)

Parties:

The Purchaser: Computech Online Limited, a company incorporated in the British Virgin Islands and a wholly owned subsidiary of the Company

The Vendor: Mr. Lam Fung, who is the legal and beneficial owner of 51% equity interests of the Target

To the best knowledge of the Directors, the Vendor and their respective associates, is not a connected person of the Company and is an independent third party not connected with the Company and its connected persons.

Major terms of the MOU

Under the MOU, it is proposed that the Purchaser will acquire from the Vendor and other shareholders of the Target the Sale Shares, representing the entire issued share capital of the Target.

Pursuant to the MOU, the Vendor will and will procure the other shareholders of the Target to sell the Sale Shares to the Purchaser subject to the terms and conditions of the Formal Agreement.

The Target is incorporated in Hong Kong and is principally engaged in investment holding. The principal asset of the Target is 95% equity interests in Wanbaoyuan, a company incorporated in the PRC, which in turn holds (i) 100% interests in Sanwang, a company incorporated in the PRC; and (ii) 100% interests in Dalei, a company incorporated in the PRC. Sanwang is principally engaged in molybdenum ore processing and molybdenum concentrate production and Dalei is principally engaged in copper and iron ore processing and copper and iron concentrate production.

Under the MOU, both the Purchaser and the Vendor will proceed to the negotiation for a legally-binding Formal Agreement on or before the date falling 30 days from the date of the MOU (or such later date to be agreed by the parties thereto). The entering into of the Formal Agreement shall be subject to (including but not limited to) the valuation of the Target Group and the result of the due diligence to be conducted by the Group on the Target Group.

It is also agreed that neither the Purchaser and the Vendor nor any of their holding companies or subsidiaries will, within 3 months from the date of the MOU, negotiate with any party for the Possible Acquisition.

The consideration payable for the Sale Shares shall be not less than HK\$2,330,000,000 and not more than HK\$2,610,000,000 and shall be subject to further negotiation between the parties to the MOU.

The MOU does not constitute legally binding commitment in respect of the Possible Acquisition. The Possible Acquisition is subject to the execution and completion of the Formal Agreement.

If the Formal Agreement is entered into, it is expected that the Possible Acquisition will or will not constitute a notifiable transaction on the part of the Company pursuant to the GEM Listing Rules. In this regard, the Company will comply with the reporting, disclosure and/or Shareholders' approval requirements under the GEM Listing Rules in the event any Formal Agreement is being signed.

Reasons for the Possible Acquisition

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

The Target Group is principally engaged in the mining of molybdenum mineral (“**Moly**”) in Kuandian Manchu Autonomous County, Zhenjiang Town, Wanbao Village which is in the north east of Liaoning Province in the PRC. Moly is a mineral commonly used as an alloy agent for steel products.

It has always been the Group's strategy to diversify its business into a new line of business with significant growth potential. The Board considers that diversification of the Group's business will expand the Group's revenue stream and enhance Shareholders' value and is optimistic about the expansion in the new business should the Formal Agreement is entered into.

The Board wishes to emphasize that no binding agreement in relation to the Possible Acquisition has been entered into as at the date of this announcement. As such, the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialized, it will or will not constitute a notifiable transaction on the part of the Company. Shareholders and investors are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company in the event any Formal Agreement is being signed.

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DEFINITIONS

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

“associates”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors from time to time
“Company”	Computech Holdings Limited, a company incorporated in Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“connected person”	has the meaning ascribed to this term under the GEM Listing Rules
“Dalei”	Kuan Dian Dalei Mining Co. Ltd., a company incorporated in the PRC, which is owned as to 100% by Wanbaoyuan
“Directors”	directors of the Company
“Formal Agreement”	the formal sale and purchase agreement which may or may not be entered into in relation to the Possible Acquisition
“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
“MOU”	the non-legally binding memorandum of understanding dated 31 December 2009 (after trading hours) entered into between the Purchaser and the Vendor setting out the preliminary understanding in relation to the Possible Acquisition

“Possible Acquisition”	the possible acquisition by the Group from the Vendor and other shareholders of the Target of the entire issued share capital of the Target as contemplated in the MOU
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Computech Online Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company
“Sale Shares”	representing 1,000,000 shares of HK\$1.00 each in the capital of the Target, representing the entire issued share capital of the Target
“Sanwang”	Kuan Dian Sanwang Mining Co. Ltd., a company incorporated in the PRC, which is owned as to 100% by Wanbaoyuan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholders”	holders of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Wiseking Mining Investment Co. Ltd, which is a company incorporated in Hong Kong with limited liability
“Target Group”	together the Target, Wanbaoyuan, Sanwang and Dalei
“Vendor”	Mr. Lam Fung, a Hong Kong citizen, beneficially interested in 51% equity interests in the Target
“Wanbaoyuan”	Wanbaoyuan Mining Co. Ltd., a company incorporated in the PRC, the issued share capital of which is owned as to 95% by the Target
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 4 January 2010

** 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.computeck.com.hk.