



## COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

*(Stock Code: 8081)*

### FINAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31ST DECEMBER, 2009

#### CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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*This announcement, for which the directors (the “Directors”) of Computech Holdings Limited (the “Company”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.*

\* For identification purpose only

## **CHAIRMAN STATEMENT**

I am pleased to present the results of Computech Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) for the year ended 31st December, 2009.

The Group’s IT services operation recorded worse result in both revenue and gross profit compared with the previous financial year. Under the current conditions of the Group, IT services operation may not provide good prospect to the Group. Thus, the Group has considered opportunities in other industries in bid to create new growing area. Among the opportunities, the Group believes minerals would be promising in the midst of expectation of inflation and scarcity of resources.

During the year, the Group has continuously undertaken a number of corporate exercises to prepare for new business opportunities. The related professional fees have led to a substantial increase in administrative expenses incurred by the Group.

### **Operating Results**

For year under review, the Group recorded a turnover of approximately HK\$32.7 million, representing a decrease of approximately 16% compared with last year. The audited net loss attributable to shareholders amounted to approximately HK\$4.97 million, compared with a net loss of approximately HK\$0.98 million in 2008. The loss per share for the year ended 31st December, 2009 was HK0.65 cents.

### **Market Overview**

Along with financial and property market’s rebound and the fading-away of financial tsunami, the overall business environment has improved. Yet, the Group’s existing business may not gain much benefit while corporations are still conscious of cost control and savings. The Group’s multi-vendor repair and maintenance business and call center’s business would not be expected to be promising in near future. Manpower outsourcing business continuously experienced difficulties in 2009. We expect this trend to continue in 2010 as demand for technical personnel weakens.

### **Operating Overview**

To deal with market and business difficulties, we continued to work closely with our major business partners on all fronts of our IT services operation including on-site and carry-in PC warranty and maintenance services, hot-line and technical support services, and placement of technical personnel.

### **Prospects and Appreciation**

In consideration of the Group’s development and current opportunities, the Group has engaged in memorandum of understanding in relation to molybdenum ore processing, molybdenum concentrate production, copper and iron ore processing and copper and iron concentrate production in bid to enhance the performance of the Group and increase the returns for shareholders.

Finally, I would like to take this opportunity to express my appreciation to our employees, shareholders, board members, customers, and business partners for their support and contribution to the Group in 2009.

**Mak Kwong Yiu**

*Executive Director*

Hong Kong, 4th March, 2010

## AUDITED CONSOLIDATED RESULTS

The board (the “Board”) of directors (the “Directors”) is pleased to announce the audited consolidated results of the Company and its subsidiaries for the year ended 31st December, 2009 together with the comparative audited consolidated results for the year ended 31st December, 2008 as follows:

### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31ST DECEMBER, 2009

	<i>Note</i>	<b>2009</b> <b>HK\$'000</b>	2008 HK\$'000
Turnover	2	<b>32,732</b>	38,758
Cost of sales		<u><b>(26,596)</b></u>	<u>(30,197)</u>
Gross profit		<b>6,136</b>	8,561
Other income		<b>420</b>	322
Selling and distribution expenses		<b>(100)</b>	(47)
Administrative expenses		<u><b>(11,426)</b></u>	<u>(10,920)</u>
Operating loss		<b>(4,970)</b>	(2,084)
Share of net losses of an associate		<u><b>(1)</b></u>	<u>(1)</u>
Loss before income tax	3	<b>(4,971)</b>	(2,085)
Income tax (expense)/credit	4	<u><b>(3)</b></u>	<u>1</u>
Loss from continuing operations		<b>(4,974)</b>	(2,084)
Discontinued operations			
Profit from discontinued operations, net of income tax		<u><b>–</b></u>	<u>1,108</u>
Loss for the year		<b>(4,974)</b>	(976)
Other comprehensive loss		<u><b>–</b></u>	<u>(196)</u>
Total comprehensive loss for the year		<u><b>(4,974)</b></u>	<u>(1,172)</u>
Attributable to:–			
Owners of the Company		<u><b>(4,974)</b></u>	<u>(1,172)</u>
Basic (loss)/earnings per share (HK cents)	5		
From continuing and discontinued operations (HK cents)		<u><b>(0.65)</b></u>	<u>(0.16)</u>
From continuing operations (HK cents)		<u><b>(0.65)</b></u>	<u>(0.34)</u>
From discontinued operations (HK cents)		<u><b>–</b></u>	<u>0.18</u>

# **CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

*AT 31ST DECEMBER, 2009*

	<i>Note</i>	<b>2009</b> <b>HK\$'000</b>	2008 <i>HK\$'000</i>
<b>NON-CURRENT ASSETS</b>			
Plant and equipment		<b>188</b>	417
Interests in an associate		<u><b>4</b></u>	<u>4</u>
		<u><b>192</b></u>	<u>421</u>
<b>CURRENT ASSETS</b>			
Inventories		<b>1,771</b>	1,824
Debtors, deposits and prepayments	6	<b>1,671</b>	2,010
Amount due from a shareholder		–	23
Amounts due from related companies		<b>4,302</b>	6,045
Income tax recoverable		<b>54</b>	23
Cash and bank balances		<u><b>8,362</b></u>	<u>3,063</u>
		<u><b>16,160</b></u>	<u>12,988</u>
<b>DEDUCT:</b>			
<b>CURRENT LIABILITIES</b>			
Creditors, accruals and deposits received	7	<b>4,932</b>	4,585
Amount due to a related company		<u><b>4</b></u>	<u>–</u>
		<u><b>4,936</b></u>	<u>4,585</u>
<b>NET CURRENT ASSETS</b>		<u><b>11,224</b></u>	<u>8,403</u>
<b>NET ASSETS</b>		<u><b>11,416</b></u>	<u>8,824</u>
<b>REPRESENTING:–</b>			
<b>EQUITY</b>			
Share Capital		<b>7,891</b>	5,240
Share premium and reserves		<u><b>3,525</b></u>	<u>3,584</u>
<b>SHAREHOLDERS' FUNDS</b>		<u><b>11,416</b></u>	<u>8,824</u>

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST DECEMBER, 2009

	Attributable to shareholders of the Company							Minority interests	Total
	Share capital	Share premium	Translation reserve	Share options reserve	Warrants reserve	(Accumulated losses)/ retained profits	Sub-total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1.1.2008	5,240	3,465	196	–	–	42	8,943	15	8,958
Share-based payments	–	–	–	28	1,025	–	1,053	–	1,053
Disposal of subsidiaries	–	–	–	–	–	–	–	(15)	(15)
Total comprehensive loss for the year	–	–	(196)	–	–	(976)	(1,172)	–	(1,172)
At 31.12.2008 and 1.1.2009	5,240	3,465	–	28	1,025	(934)	8,824	–	8,824
Issue of shares	2,651	4,915	–	–	–	–	7,566	–	7,566
Total comprehensive loss for the year	–	–	–	–	–	(4,974)	(4,974)	–	(4,974)
<b>At 31.12.2009</b>	<b>7,891</b>	<b>8,380</b>	<b>–</b>	<b>28</b>	<b>1,025</b>	<b>(5,908)</b>	<b>11,416</b>	<b>–</b>	<b>11,416</b>

## 1. BASIS OF PREPARATION

### (a) Compliance with Hong Kong Financial Reporting Standards

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”), Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (hereinafter collectively referred to as “Hong Kong Financial Reporting Standards”). They have been prepared under the historical cost convention, as modified by any impairment loss identified.

The accounting policies used in the preparation of the Group’s financial statements are consistent with those set out in the Group’s financial statements for the year ended 31st December, 2008.

### (b) Initial application of Hong Kong Financial Reporting Standards

In the current year, the Group initially applied the following Hong Kong Financial Reporting Standards:–

HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Costs
HKFRS 8	Operating Segments
HK(IFRIC)-Int 13	Customer Loyalty Programmes
HK(IFRIC)-Int 15	Agreements for the Construction of Real Estate
HK(IFRIC)-Int 16	Hedges of a Net Investment in a Foreign Operation
HK(IFRIC)-Int 18	Transfers of Assets from Customers
Amendments to HKAS 32 and HKAS 1	Puttable Financial Instruments and Obligations Arising on Liquidation
Amendments to HKFRS 1 and HKAS 27	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
Amendments to HKFRS 2	Share-based Payment – Vesting Conditions and Cancellations
Amendments to HKFRS 7	Improving Disclosures about Financial Instruments
Amendments to HK(IFRIC)-Int 9 and HKAS 39	Embedded Derivatives
Amendments to HK-Int 4	Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases
Improvements to HKFRSs 2008	Other than amendments to HKFRS 1 and HKFRS 5

The initial application of these Hong Kong Financial Reporting Standards does not necessitate material changes in the Group’s accounting policies or retrospective adjustments of the comparatives presented, except for the following:–

- (i) HKAS 1 (Revised) requires the presentation of a new “statement of comprehensive income” and disclosure of the components of “other comprehensive income”, including but not limited to “reclassification adjustments”. Comparative information is reclassified to conform to the new presentation.
- (ii) HKFRS 8 sets out new requirements on how operating segments are determined and how segment information are measured and disclosed. HKFRS 8 also requires the disclosure of entity-wide information. The adoption of new requirements of HKFRS 8 does not have any impact on the comparative segment information.

## 2. TURNOVER AND REVENUE

Turnover represents the net invoiced value of goods sold and related computer services rendered. An analysis of the Group's turnover and other major revenue is as follows:–

	2009 HK\$'000	2008 HK\$'000
Sales	173	686
Service income	<u>32,559</u>	<u>38,072</u>
Turnover	32,732	38,758
Interest income	<u>1</u>	<u>6</u>
Total revenue	<u><u>32,733</u></u>	<u><u>38,764</u></u>

## 3. LOSS BEFORE INCOME TAX

	2009 HK\$'000	2008 HK\$'000
Loss before income tax is arrived at after charging/(crediting):–		
Cost of inventories expensed	2,483	3,868
Minimum lease payments paid under operating leases	1,374	1,748
Auditor's remuneration	222	226
Depreciation	269	375
Directors' remuneration	1,509	1,828
Other staff salaries and benefits	18,751	17,097
Retirement scheme contributions	892	652
Exchange loss/(gain)	–	(1)
Loss on disposal of plant and equipment	5	4
Impairment loss on trade debtors	<u>48</u>	<u>–</u>

## 4. INCOME TAX EXPENSE/(CREDIT)

	2009 HK\$'000	2008 HK\$'000
Current income tax – Hong Kong Profits Tax		
– Provision for the year	1	5
– Under/(over)-provision in respect of prior year	<u>2</u>	<u>(6)</u>
	<u><u>3</u></u>	<u><u>(1)</u></u>

The provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the year.

#### 4. INCOME TAX EXPENSE/(CREDIT) (CONTINUED)

- (a) The income tax expense/(credit) for the year can be reconciled to the loss per statement of comprehensive income as follows:–

	2009 HK\$'000	2008 HK\$'000
Loss before income tax	<u>(4,971)</u>	<u>(2,085)</u>
Tax effect at Hong Kong profits tax rate of 16.5%	(820)	(344)
Tax effect of income that is not taxable	(4)	(991)
Tax effect of expenses that are not deductible	149	988
Tax effect of unrecognised accelerated/ (decelerated) depreciation allowances	22	(24)
Tax effect of tax loss not recognised	654	383
Utilisation of previously recognised tax losses	–	(7)
Under/(over)-provision in respect of prior year	<u>2</u>	<u>(6)</u>
Income tax expense/(credit)	<u>3</u>	<u>(1)</u>

- (b) The components of unrecognised deductible/(taxable) temporary differences are as follows:–

	2009 HK\$'000	2008 HK\$'000
Deductible temporary difference		
Unutilised tax losses (Note 4(b)(i))	5,931	1,965
Taxable temporary difference		
Accelerated depreciation allowances	<u>(103)</u>	<u>(236)</u>
Net deductible temporary difference	<u>5,828</u>	<u>1,729</u>

- (i) Unutilised tax losses have not been recognised owing to the absence of objective evidence in respect of the availability of sufficient taxable profits that are expected to arise to offset against the unutilised tax losses. The unutilised tax losses accumulated in the Group amounted to HK\$5,931,000 (2008: HK\$1,965,000) can be carried forward indefinitely.

#### 5. BASIC AND DILUTED (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share for the year is based on the following data:–

	2009 HK\$'000	2008 HK\$'000
Loss attributable to shareholders of the Company for the year	<u>(4,974)</u>	<u>(976)</u>
Attributable to:–		
Continuing operations	<u>(4,974)</u>	<u>(2,084)</u>
Discontinued operations	<u>–</u>	<u>1,108</u>
		(Restated)
Shares		
Weighted average number of ordinary shares in issue	<u>765,590,401</u>	<u>613,091,700</u>



## 5. BASIC AND DILUTED (LOSS)/EARNINGS PER SHARE (CONTINUED)

As a result of the completion of the Open Offer of the Company in June 2009 on the basis of one offer share for every two shares held at subscription price of HK\$0.15 per offer share. Also, the Company has an increase in number of issued and unissued shares by way of subdivision of share in December 2009. Accordingly, the comparative figures was re-calculated based on the adjusted weighted average number of issued shares of 613,091,700 shares to reflect the effect to the loss per share for the year ended 31st December, 2008.

Diluted earnings per share is not presented as the potential ordinary shares in respect of outstanding warrants are anti-dilutive.

## 6. DEBTORS, DEPOSITS AND PREPAYMENTS

	2009 HK\$'000	2008 HK\$'000
Trade debtors	1,358	1,746
Other debtors, deposits and prepayments	313	264
	<u>1,671</u>	<u>2,010</u>

The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associate with trade debtors, credit evaluations of customers are performed periodically. The credit period given to trade debtors ranged from 30 days to 60 days. The following is an aging analysis of trade debtor:–

	2009 HK\$'000	2008 HK\$'000
Within 3 months	1,195	1,635
4 – 6 months	–	96
Over 6 months	163	15
	<u>1,358</u>	<u>1,746</u>

## 7. CREDITORS, ACCRUALS AND DEPOSITS RECEIVED

	2009 HK\$'000	2008 HK\$'000
Trade creditors	1,619	2,500
Other creditors and accruals	3,163	1,820
Deferred revenue	150	115
Deposits received	–	150
	<u>4,932</u>	<u>4,585</u>

The following is an aging analysis of trade creditors:–

	2009 HK\$'000	2008 HK\$'000
Within 3 months	1,619	2,247
4 – 6 months	–	89
7 – 12 months	–	1
Over 1 year but within 2 years	–	163
	<u>1,619</u>	<u>2,500</u>

## 8. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (a) on a primary segment reporting basis, by business segments; and (b) on a secondary segment reporting basis, by geographical segments. This presentation is consistent with the way in which information is reported internally to the Group's senior executive management for the purposes of resource allocation and performance assessment.

### (a) Business segments

The Group principally operates in two business segments, (i) provision of IT services, and (ii) supply chain solutions.

	IT services		Discontinued operations – Supply chain solutions		Unallocated items		Consolidated	
	2009	2008	2009	2008	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue from external customers	<u>32,732</u>	<u>38,758</u>	<u>–</u>	<u>10,731</u>	<u>–</u>	<u>–</u>	<u>32,732</u>	<u>49,489</u>
<b>RESULTS</b>								
Segment results	(949)	213	–	1,174	(4,022)	(2,200)	(4,971)	(813)
Interest income	–	6	–	4	1	–	1	10
Share of net losses of associates	<u>(1)</u>	<u>(1)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(1)</u>	<u>(1)</u>
(Loss)/profit before income tax	<u>(950)</u>	<u>218</u>	<u>–</u>	<u>1,178</u>	<u>(4,021)</u>	<u>(2,200)</u>	<u>(4,971)</u>	<u>(804)</u>
Income tax expense							<u>(3)</u>	<u>(172)</u>
Loss for the year							<u>(4,974)</u>	<u>(976)</u>
<b>SEGMENT ASSETS</b>								
Segment assets	8,031	10,396	–	–	8,317	3,009	16,348	13,405
Associate	<u>4</u>	<u>4</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>4</u>	<u>4</u>
Total segment assets	<u>8,035</u>	<u>10,400</u>	<u>–</u>	<u>–</u>	<u>8,317</u>	<u>3,009</u>	<u>16,352</u>	<u>13,409</u>
<b>SEGMENT LIABILITIES</b>								
Segment liabilities	<u>(2,839)</u>	<u>(3,132)</u>	<u>–</u>	<u>–</u>	<u>(2,097)</u>	<u>(1,453)</u>	<u>(4,936)</u>	<u>(4,585)</u>
<b>OTHER INFORMATION</b>								
Depreciation	<u>256</u>	<u>365</u>	<u>–</u>	<u>78</u>	<u>13</u>	<u>10</u>	<u>269</u>	<u>453</u>
Capital expenditure	<u>21</u>	<u>262</u>	<u>–</u>	<u>12</u>	<u>24</u>	<u>15</u>	<u>45</u>	<u>289</u>

## 8. SEGMENT INFORMATION (*CONTINUED*)

### (b) Geographical segments

The Group's two divisions operate in two principal geographical areas – the People's Republic of China (excluding Hong Kong) (the "PRC") and Hong Kong. The following table provides an analysis of the Group's revenue, segment assets and capital expenditure by geographical markets, irrespective of the origin of the goods and services:–

	<b>Hong Kong</b>		<b>PRC</b>		<b>Consolidated</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
Revenue from external customers	<u><b>32,732</b></u>	<u>48,169</u>	<u><b>–</b></u>	<u>1,320</u>	<u><b>32,732</b></u>	<u>49,489</u>
Segment assets	<u><b>16,352</b></u>	<u>13,409</u>	<u><b>–</b></u>	<u>–</u>	<u><b>16,352</b></u>	<u>13,409</u>
Capital expenditure incurred during the year	<u><b>45</b></u>	<u>277</u>	<u><b>–</b></u>	<u>12</u>	<u><b>45</b></u>	<u>289</u>

## 9. FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31st December, 2009 (2008: Nil).

## BUSINESS REVIEW

Computech reported a decrease in turnover of 16% for the year of 2009, which was mainly due to keen market competition in warranty service outsource and termination of call center service with our major customer during the year.

## FINANCIAL REVIEW

For the year under review, the Group's turnover decreased approximately HK\$6,026,000, representing a decrease of approximately 16% compared with last year. The audited net loss attributable to shareholders amounted to approximately HK\$4,974,000. The loss per share for the year was HK0.65 cents.

Administrative, selling and distribution expenses amounted to approximately HK\$11,526,000 for the year ended 31st December 2009, representing an approximately 5% increase compared with last year, which was resulted from numbers of corporate exercise during the year. Exclusion of these professional fees, the operating expenses were below last year due to exercise of vigilant cost control in the Group.

## **FINANCIAL RESOURCES AND LIQUIDITY**

As at 31st December, 2009, the total assets of the Group were approximately HK\$16,352,000 (2008: HK\$13,409,000), including cash and bank balances of approximately HK\$8,362,000 (2008: HK\$3,063,000) and debtors, deposits and prepayments of approximately HK\$1,671,000 (2008: HK\$2,010,000). The total current liabilities of the Group were about HK\$4,936,000 (2008: HK\$4,585,000). The Group's current ratio, current assets over its current liabilities, was approximately 3.3 times (2008: 2.8 times).

At the end of financial year 2009, the Group did not have any loans due to banks or financial institutions. The total non-current liabilities of the Group was nil (2008: Nil). As a result, the Group had no gearing, calculated on the basis of net debt to shareholders funds, as at 31st December 2009.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

There were no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities for the year ended 31st December, 2009.

## **CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company has complied with the code provisions set out in Appendix 15 of the GEM Listing Rules (the "Code") throughout the year ended 31st December, 2009, except for the following deviation:–

Code A.2.1 stipulates that the role of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not at present have any offices with the title of "chief executive officer" and "chairman". The general manager of each business unit of the Company undertakes the day-to-day management of the Company's business, whereas the executive director is responsible for strategic planning of the Group. The Board believes that the balance of power and authority is adequately ensured under the existing arrangement and the operations of the Board which comprises experienced and high calibre individuals with a substantial number thereof being non-executive directors.

Code B.1.1 stipulates that company should establish a remuneration committee with specific written terms of reference which deal clearly with its authority and duties. A majority of the members of the remuneration committee should be independent non-executive directors. The Company does not establish a remuneration committee as required by this Code. The Board is in the opinion that establishment of a remuneration committee does not really benefit to the Group after due consideration of the size of the Group and the associated costs involved. According to the current practice of the Company, remuneration of directors are reviewed and approved at regular Board meetings which have the presence of the independent non-executive directors. In addition, the director will abstain from voting on the relevant board resolution in which he has interest.

## AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference for the purpose of reviewing and providing supervision over the financial reporting process and internal control procedures of the Group. The Audit Committee comprises four non-executive Directors, namely Mr. Ng Chik Sum, Jackson, Mr. Pang Wing Kin, Patrick, Mr. Chung Kong Fei, Stephen and Mr. Fung Pak Chuen, Alphonso, at the year ended 31st December 2009. The Audit Committee has held four meetings for the year of 2009 and has reviewed the Company's annual, interim and quarterly financial reports, which was of the opinion that such reports were prepared in accordance with the applicable accounting standards and requirements. The Audit Committee also met with the external auditors to discuss auditing, internal control, statutory compliance and financial reporting matters before recommending the annual financial reports to the Board for approval.

## REVIEW OF THE PRELIMINARY ANNOUNCEMENT BY AUDITOR

The figures in respect of the preliminary announcement of the Group's results for the year ended 31st December, 2009 have been agreed by the Group's auditor, PKF, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by PKF in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by PKF on the preliminary announcement.

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

Hong Kong, 4th March, 2010

*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 will remain on the GEM website on the "Latest Company Announcements" page for 7 days from the date of its posting. This announcement will also be available on the Company's website at [www.computech.com.hk](http://www.computech.com.hk).*