



**Computech Holdings Limited**  
**駿科網絡訊息有限公司\***

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8081)

**Form of proxy for use by shareholders at the extraordinary general meeting (“Meeting”) of Computech Holdings Limited (“Company”) to be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong at 10:00 a.m. on Friday, 13th June, 2008.**

I/We <sup>(note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.05 each in the capital of the Company HEREBY APPOINT <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or, failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) of the Company for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting (or any adjournment thereof) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Please make a tick in the appropriate boxes to indicate how you wish the proxy to vote on your behalf <sup>(note 4)</sup>.

ORDINARY RESOLUTION	FOR	AGAINST
<p>1. <b>“THAT,</b></p> <p>(a) the disposal agreement dated 25th April, 2008 (the <b>“First Disposal Agreement”</b>), a copy of which, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “A”, made between CL Solutions Services Limited (<b>“CLS Services”</b>) and CL Solutions (China) Limited (<b>“CLS China”</b>) whereby CLS China agreed to acquire CLS Services’s 100% equity interests in CL Solutions Limited and 10% equity interests in CL Logistic Solutions Limited at a consideration of HK\$4,430,000 be and is hereby approved, confirmed and ratified and that the transactions contemplated thereunder be and are hereby approved; and</p> <p>(b) of the Company be and is hereby authorised to do all such acts and things as they consider necessary or expedient or desirable in connection with or to give effect to the First Disposal Agreement and to implement the transactions contemplated therein.”</p>		
<p>2. <b>“THAT,</b></p> <p>(a) the disposal agreement dated 25th April, 2008 (the <b>“Second Disposal Agreement”</b>), a copy of which, signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “B”, made between Computech International Limited (<b>“Computech International”</b>) and CL Solutions (China) Limited (<b>“CLS China”</b>) whereby CLS China agreed to acquire Computech International’s 100% interest in Victor Group Limited at a consideration of HK\$1,630,000 be and is hereby approved, confirmed and ratified and that the transactions contemplated thereunder be and are hereby approved; and</p> <p>(b) any director of the Company be and is hereby authorised to do all such acts and thing as they consider necessary or expedient or desirable in connection with or to give effect to the Second Disposal Agreement and to implement the transactions contemplated therein.”</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2008

Signature(s) \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Insert in BLOCK CAPITALS the name and address of the proxy desired in the space provided. **If no name is inserted, the Chairman of the Meeting will act as your proxy.** Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under its seal or under the hand of an officer, attorney or other persons duly authorised on that behalf together with a company chop.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited with the Company’s head office at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

\* for identification purpose only