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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)

TERMINATION OF UNDERWRITING AGREEMENT AND RESUMPTION OF TRADING

TERMINATION OF UNDERWRITING AGREEMENT

This announcement is made by Computech Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the suspension announcement of the Company dated 28 September 2011, in which the Company disclosed that the trading of the Shares would be suspended pending the release of an announcement in relation to the proposed open offer (the “**Open Offer**”). The purpose of this announcement is to inform the shareholders of the Company and the public that the Open Offer has already been terminated as at the date hereof.

By way of background, on 27 September 2011, the Company and the underwriters (the “**Underwriters**”), entered into an underwriting agreement (the “**Underwriting Agreement**”) in relation to the Open Offer. Each of the Underwriters and their respective ultimate beneficial owners and associates is a third party who is independent of the Company and its connected persons.

Pursuant to Rule 19.82 of the GEM Listing Rules which stipulates that if the assets of a listed issuer consist wholly or substantially of cash or short-dated securities, it will not be regarded as suitable for listing and trading in its securities will be suspended. In light of the relatively high cash level of the assets of the Company upon completion of the Open Offer, it has been indicated by the Stock Exchange that the grant of the approval (the “**Listing Approval**”) for the listing of, and permission to deal in, the offer shares pursuant to the Open Offer, shall also be subject to the satisfaction of the Stock Exchange that the Company will not be considered as a cash company under Rule 19.82 of the GEM Listing Rules upon completion of the Open Offer. The Listing Approval is one of the conditions precedent for the completion of the Open Offer.

In light of the above, after arm’s length negotiations, the Company and the Underwriters agreed to enter into a deed of termination (the “**Termination Deed**”) on 25 October 2011, whereby the parties have mutually agreed to terminate the Underwriting Agreement.

* For identification purpose only

Under the Termination Deed, each of the parties releases and discharges one another from its obligations, liabilities and duties under the Underwriting Agreement, and from all actions, proceedings, claims, demands, damages, costs and expenses arising from such obligations, liabilities and duties. As a result, the Company will not proceed with the Open Offer.

To the best knowledge, information and belief of the directors (the “**Directors**”) of the Company, the termination of the Underwriting Agreement will not have any material adverse impact on the financial position and operation of the Company. In any event, the Company will continue to seek opportunities for conducting fund-raising activities so as to assist the development of the Company.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended from 9:00 a.m. on 28 September 2011. The Company has applied to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on 26 October 2011.

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

Hong Kong, 25 October 2011

As at the date of this announcement, the executive Director is Mr. Mak Kwong Yiu. The independent non-executive Directors are Dr. Ip Wai Hung, Mr. Chan Wai Man and Mr. Wong Chung Wai.

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 enquires, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com and the website of the Company at www.computech.com.hk for at least 7 days from the date of its publication.