

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Computech Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or to the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors (the “Directors”) of the Company collectively and individually accept full 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 the information contained in this circular 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 circular misleading.

---

**COMPUTECH HOLDINGS LIMITED****駿科網絡訊息有限公司\****(Incorporated in the Cayman Islands with limited liability)***(stock code: 8081)**

**(1) PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Thursday, 5 May 2011 at 11:00 a.m. is contained in this circular.

Whether or not you are able to attend the annual general meeting, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

This circular and the form of proxy for the AGM will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the website of the Company at [www.computech.com.hk](http://www.computech.com.hk).

\* *For identification only*

---

## CHARACTERISTICS OF GEM

---

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. 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.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction .....	3
Proposed General Mandates to Issue Shares and to Repurchase Shares .....	4
Proposed Re-election of Retiring Directors .....	4
Annual General Meeting and Proxy Arrangement .....	5
Recommendations .....	6
 <b>Appendix I – Explanatory Statement</b> .....	
	7
 <b>Appendix II – Details of the Retiring Directors Proposed to be Re-elected</b> .....	
	10
 <b>Notice of Annual General Meeting</b> .....	 12

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 10/F, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Thursday, 5 May 2011 at 11:00 a.m.
“Annual Report”	the annual report of the Company for the year ended 31 December 2010
“Articles of Association”	the articles of association of the Company
“Associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors of the Company
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprises 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 People’s Republic of China
“Issue Resolution”	the proposed ordinary resolution no.5 as referred to in the notice of the AGM
“Latest Practicable Date”	24 March 2011, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this circular
“Repurchase Resolution”	the proposed ordinary resolution no.4 as referred to in the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

---

## DEFINITIONS

---

“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Issue Resolution
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“%”	per cent

---

LETTER FROM THE BOARD

---



**COMPUTECH HOLDINGS LIMITED**

**駿科網絡訊息有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*  
**(stock code: 8081)**

***Executive Director:***

Mr. Mak Kwong Yiu

***Non-executive Director:***

Mr. Fung Pak Chuen, Alphonso

***Independent non-executive Directors:***

Mr. Chung Kong Fei, Stephen

Mr. Ng Chik Sum, Jackson

Mr. Pang Wing Kin, Patrick

Dr. Ip Wai Hung

***Registered Office:***

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

***Head office and principal place  
of business in Hong Kong:***

10/F., Westlands Centre

20 Westlands Road

Quarry Bay

Hong Kong

28 March 2011

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Thursday, 5 May 2011 at 11:00 a.m. relating to, among other things, (i) granting of general mandates to the Directors to issue and repurchase the Company's Shares; and (ii) re-election of Directors. The notice of the AGM containing the proposed resolutions and other information is set out on pages 12 to 15 of this circular.

\* For identification only

---

## LETTER FROM THE BOARD

---

### **PROPOSED GENERAL MANDATE TO ISSUE SHARES AND TO REPURCHASE SHARES**

The existing general mandates to allot, issue and deal with Shares, which was granted to the Directors on 3 May 2010 and refreshment of new general mandate, which was granted to the Directors on 10 November 2010, will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 12 to 15 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$919,296 (equivalent to 91,929,646 Shares) on the basis that that the total issued share capital of the Company remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Share Issue Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 12 to 15 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$1,838,592 (equivalent to 183,859,293 Shares) on the basis that the total issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Share Issue Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

With reference to the Share Repurchase Mandate and the Share Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix I to this circular.

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to the Articles of Association 87(1), at each annual general meeting one-third of Directors for the time being (or, if there number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Further, according to the

---

## LETTER FROM THE BOARD

---

Articles of Association 86(3), any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

In accordance with the Articles of Association 87(1), each of Mr. Chung Kong Fei, Stephen (“Mr. Chung”) and Mr. Ng Chik Sum, Jackson (“Mr. Ng”) shall retire at the AGM. Mr. Chung, being eligible, offer himself for re-election as independent non-executive Director at the AGM, while Mr. Ng will not offer himself for re-election at the AGM.

In accordance with the Articles of Association 86(3), Dr. Ip Wai Hung (“Dr. Ip”) shall retire from office at the AGM and, being eligible, to offer himself for re-election as independent non-executive Director.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Chung and Dr. Ip as independent non-executive Directors.

To enable the Shareholders to make an informed decision on the re-election of the retiring Director, the biographical details, interests in the Shares and the service contracts of Mr. Chung and Dr. Ip are set out in the appendix II to this circular.

### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 12 to 15 of this circular.

Pursuant to Rule 17.47 of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 66 of the Articles of Association. An announcement on the poll vote results will be published by the Company after the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on web sites of the GEM and the Company (<http://www.computech.com.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.



---

## LETTER FROM THE BOARD

---

### RECOMMENDATIONS

The Directors believe that the Share Repurchase Mandate, the Share Issue Mandate, the extension of Share Issue Mandate and the re-election of the retiring directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders should vote in favour of the aforesaid resolutions to be proposed at the AGM.

Yours faithfully  
For and on behalf of the Board  
**Computech Holdings Limited**  
**Mak Kwong Yiu**  
*Executive Director*

This appendix serves as an explanatory statement, pursuant to the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the Shares as at the date of passing the Repurchase Resolution.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued capital of the Company comprised 919,296,469 Shares of HK\$0.01 each.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 919,296,469 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to HK\$919,296 (equivalent to 91,929,646 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting

## **2. REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASE**

In repurchasing securities, the Company may only apply funds legally available for such purchase in accordance with its Articles of Association, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. Under Cayman Islands law, any repurchases by a company may only be paid out of the profits or the proceeds of a fresh issue made for the purpose or if authorised by its articles of association and subject to the provisions of the Companies Law, out of capital. The Directors propose that any repurchase of Shares under the Shares Repurchase Mandate will be financed by the retained profits of the Company.

The Company may not purchase securities on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

#### 4. IMPACT OF REPURCHASE

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published accounts in the Annual Report in the event that the power to repurchase Shares pursuant to the Shares Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Shares Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

#### 5. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date are as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
March 2010	0.37	0.275
April 2010	0.42	0.247
May 2010	0.38	0.285
June 2010	0.305	0.27
July 2010	0.34	0.25
August 2010	0.3	0.2
September 2010	0.35	0.24
October 2010	0.38	0.195
November 2010	0.28	0.165
December 2010	0.23	0.156
January 2011	0.216	0.16
February 2011	0.188	0.145
March 2011 (up to the Latest Practicable Date)	0.23	0.125

#### 6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the GEM Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Shares Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association of the Company and the applicable laws and regulations of the Cayman Islands in which the Company is incorporated.

## **7. TAKEOVER CODE**

If on the exercise of the power to repurchase Shares pursuant to the Shares Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeover Code. As a result, a shareholder, or a group of shareholders acting in concert (as defined under the Takeover Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

To the best knowledge, information and belief of the Directors based on the shareholding structure of the Company as at the Latest Practicable Date, in the event that the Shares Repurchase Mandate is exercised in full, no shareholder, or group of shareholders will be required to make a general offer under Rule 26 of the Takeovers Code.

## **8. SHARE REPURCHASES MADE BY THE COMPANY**

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The details of the directors proposed to be re-elected at the AGM are set out as follows:*

**CHUNG Kong Fei, Stephen**

CHUNG Kong Fei, Stephen, aged 54, was appointed as an independent non-executive Director of the Company in September 2004. Mr. Chung has over 21 years of experience in investment and business management. He is one of the founders and executive directors of SDM Dental Inc., an investment holding company which operates 6 dental clinics in the PRC, currently the clinic chain is one of the largest of its kind in the PRC. Mr. Chung was previously an executive director of Qualipak International Holdings Limited, a manufacturer of packaging materials, whose shares are listed on the Stock Exchange of Hong Kong Limited. From 1987 to 1996, he was the deputy managing director of Lam Soon (HK) Limited. From 1983 to 1987, Mr. Chung was the Head of China Division of Manufacturers Hanover Trust Company. Mr. Chung is currently an independent non-executive director of Unity Investments Holdings Limited, whose shares are listed on the Stock Exchange of Hong Kong Limited. Mr. Chung holds a Bachelor of Science degree from the Wharton School of Business, University of Pennsylvania, U.S.A.

Mr. Chung has no service contract and no fixed term of service with the Company. He will be subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. The emolument for Mr. Chung is HK\$60,000 per annum, which is determined by the Board with reference to his duties and responsibility. Save as disclosed herein, except for the directors' emoluments, there will be no other benefits provided to Mr. Chung for his directorship in the Company.

Save as disclosed above, Mr. Chung does not hold any other positions in the Company or any of its subsidiaries and had not held any other directorships in any listed public companies in the last three years. Mr. Chung does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chung does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Chung that needs to be disclosed pursuant to the requirements of Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

**IP Wai Hung**

IP Wai Hung, aged 53, is an associate professor in the department of Industrial and Systems Engineering of the Hong Kong Polytechnic University. He has more than 30 years of experience in industry, education and consulting. He received his PhD from Loughborough University in United Kingdom, MBA from Brunel University, M.Sc in Industrial Engineering from Cranfield University, and LLB (Honours) from University of Wolverhampton. He is a member of the Hong Kong Institution of Engineers, a member of the Institute of Electrical and Electronics Engineers Society, a member of the Institution of Engineering and Technology (UK), a member of the Institution of Mechanical Engineers (UK), and a fellow member of the Hong Kong Quality Management Association. He has been acting as consultant for various companies. He is visiting professor of the University of Electronic Science and Technology of China, and Honorary Fellow of Warwick Manufacturing Group, the University of Warwick. He is also the honorary advisor of the China Aircraft Services Limited and the chief editor of the International Journal of Engineering Business Management.

Dr. Ip has entered into a letter of appointment with the Company. His appointment is fixed for a term of one year and he will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. The emolument for Dr. Ip is HK\$60,000 per annum, which is determined by the Board with reference to his duties and responsibility. Save as disclosed herein, except for the directors' emoluments, there will be no other benefits provided to Dr. Ip for his directorship in the Company.

Save as disclosed above, Dr. Ip does not hold any other positions in the Company or any of its subsidiaries and had not held any other directorships in any listed public companies in the last three years. Dr. Ip does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Ip does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Dr. Ip that needs to be disclosed pursuant to the requirements of Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there are no matters that should be brought to the attention of the shareholders of the Company in relation to his appointment.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司\*

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

**(stock code: 8081)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Computech Holdings Limited (the “Company”) will be held at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Thursday, 5 May 2011 at 11:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements and the reports of the directors and the report of the independent auditors of the Company for the year ended 31 December 2010.
2. (a) To re-elect Mr. Chung Kong Fei, Stephen as independent non-executive Director;  
  
(b) To re-elect Dr. Ip Wai Hung as independent non-executive Director;  
  
(c) To authorize the board of directors of the Company to fix the Directors’ remuneration.
3. To re-appoint PKF as auditors of the Company and to authorize the board of directors to fix their remuneration.

**As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:**

4. **“THAT:**
  - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases, and subject to and in accordance with all the applicable laws and regulations;

\* *For identification only*

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. “**THAT:**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and



---

## NOTICE OF ANNUAL GENERAL MEETING

---

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. “**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the general mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

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

Hong Kong, 28 March 2011

*Principal Place of Business:*  
10th Floor, Westlands Centre  
20 Westlands Road  
Quarry Bay  
Hong Kong

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.