

## FORMS RELATING TO LISTING

### Form F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name :** Computech Holdings Limited

**Stock code (ordinary shares):** 8081

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15 May 2012.

#### A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 19 June 2000

Name of Sponsor(s) : N/A

Names of director:  
(please distinguish the status of the directors -  
Executive, Non-Executive or Independent  
Non-Executive)

Executive Directors  
Mr. Yang Yue Zhou (*Chairman*)  
Mr. Mak Kwong Yiu  
Mr. Jiang Tan Shan

Independent Non-Executive Directors  
Mr. Wong Siu Keung, Joe  
Mr. Wong Ching Yip  
Mr. Luk Chi Shing

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company :	<u>Name</u>	<u>No. of ordinary shares</u>	<u>Percentage to issued share capital</u>
	Mr. Yang Yue Zhou	268,453,158	19.25%

Name(s) of company(ies) listed on GEM  
or the Main Board of the Stock Exchange  
within the same group as the Company :

N/A

Financial year end date : 31 December

Registered address	:	Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
Head office and principal place of business	:	Unit 1604, 16/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.
Web-site address (if applicable)	:	www.computech.com.hk
Share registrar	:	<u>Principal share registrar and transfer office:</u> Butterfield Fulcrum Group (Cayman) Limited Butterfield House, 68 Fort Street, P.O. Box 705, George Town, Cayman Islands, British West Indies.  <u>Branch share registrar and transfer office:</u> Hong Kong Registrars Limited Room 1712-1716, 17/F., Hopewell Centre, 183 Queens Road East, Hong Kong
Auditors	:	PKF 26/F., Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong.

**B. Business activities**

The Group is principally engaged in the provision of IT services including consultancy, technical support, systems integration, development and sales of relevant hardware and software products in Hong Kong and money lender business.

**C. Ordinary shares**

Number of ordinary shares in issue	:	1,394,249,326
Par value of ordinary shares in issue	:	HK\$0.01 per share
Board lot size (in number of shares)	:	10,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

**D. Warrants**

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A

Conversion ratio	:	N/A
<i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>		
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

**E. Other securities**

Details of any other securities in issue.

- 1.) A total of 36,400,000 share options with exercise price of HK\$0.144 per share (subject to adjustments) have been granted on 17 May 2011. At the date of this sheet, all options remain outstanding.
- 2.) There is outstanding zero coupon convertible notes in the principal amount of HK\$50,000,000 due on 2015 with initial conversion price of HK\$0.05 per share (subject to adjustments) which are convertible into approximately 1,000,000,000 shares of the Company upon full conversion of the convertible notes.

**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

(Sd.)

\_\_\_\_\_  
Yang Yue Zhou

(Sd.)

\_\_\_\_\_  
Mak Kwong Yiu

(Sd.)

\_\_\_\_\_  
Jiang Tan Shan

(Sd.)

\_\_\_\_\_  
Wong Siu Keung, Joe

(Sd.)

\_\_\_\_\_  
Wong Ching Yip

(Sd.)

\_\_\_\_\_  
Luk Chi Shing

### **NOTES**

- 1 This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2 Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3 Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time at the same time as the original is submitted to the Exchange.*