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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)

**(1) RESULTS OF THE OPEN OFFER OF 418,274,796 OFFER SHARES
ON THE BASIS OF THREE OFFER SHARES
FOR EVERY ONE CONSOLIDATED SHARE
HELD ON THE RECORD DATE;
AND
(2) ADJUSTMENTS TO THE CONVERTIBLE NOTES**

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled. Accordingly, the Open Offer became unconditional.

At 4:00 p.m. on Monday, 26 November 2012, being the latest time for acceptance of, and payment for the Offer Shares, a total of 5 valid acceptances in respect of 130,527,119 Offer Shares provisionally allotted under the Open Offer were received, representing approximately 31.21% of the total number of the Offer Shares available for subscription under the Open Offer.

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares under the Application Forms will be despatched to those relevant Shareholders' addresses (as shown on the register of members of the Company) by ordinary post on or before Tuesday, 4 December 2012 at their own risks.

* For identification purpose only

ADJUSTMENTS TO THE CONVERSION PRICE AND THE NUMBER OF SHARES TO BE ISSUED UPON EXERCISE OF THE CONVERTIBLE NOTES

As a result of completion of the Open Offer, adjustments will be made to the conversion price and the number of Shares falling to be issued upon the exercise of the Convertible Notes in accordance with their terms. The details of the adjustments are set out in this announcement.

RESULTS OF THE OPEN OFFER

Reference is made to the prospectus of Computech Holdings Limited (the “**Company**”) dated 12 November 2012 (the “**Prospectus**”). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Prospectus.

The Board is pleased to announce that all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated under its terms by the Underwriter.

At 4:00 p.m. on Monday, 26 November 2012, being the latest time for acceptance of, and payment for the Offer Shares, a total of 5 valid acceptances in respect of 130,527,119 Offer Shares provisionally allotted under the Open Offer were received, representing approximately 31.21% of the total number of the Offer Shares available for subscription under the Open Offer, of which 80,535,945 Offer Shares were taken up by Mr. Yang, the executive Director and the Chairman of the Company, pursuant to the Irrevocable Undertaking. The Open Offer became unconditional.

Underwriting arrangements

Based on the above results, the Open Offer was under-subscribed by 287,747,677 Offer Shares. In accordance with the terms of the Underwriting Agreement, the Underwriter has procured subscription of 287,747,677 Offer Shares by subscribers who are Independent Third Parties.

Despatch of share certificates and commencements of dealings in the Offer Shares

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares under the Application Forms will be despatched to those relevant Shareholders’ addresses (as shown on the register of members of the Company) by ordinary post on or before Tuesday, 4 December 2012 at their own risks.

Dealings in the Offer Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 5 December 2012.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge and information, the shareholding structure of the Company immediately before and after completion of the Open Offer is as follows:

Shareholders	Immediately before the completion of the Open Offer		Immediately after the completion of the Open Offer	
	<i>Number of Consolidated Shares</i>	<i>Approximate %</i>	<i>Number of Consolidated Shares</i>	<i>Approximate %</i>
Mr. Yang (<i>Note 1</i>)	26,845,315	19.25	107,381,260	19.25
Mr. Tam Siu Ki (<i>Note 2</i>)	23,631,000	16.95	23,631,000	4.24
Subscribers procured by the Underwriter	—	—	287,747,677	51.60
Other public Shareholders	<u>88,948,617</u>	<u>63.80</u>	<u>138,939,791</u>	<u>24.91</u>
Total	<u>139,424,932</u>	<u>100.00</u>	<u>557,699,728</u>	<u>100.00</u>

Notes:

1. Mr. Yang, the executive Director and the Chairman of the Company, has given an Irrevocable Undertaking in favour of the Company and the Underwriter to subscribe for or procure subscription for 80,535,945 Offer Shares to which Mr. Yang is entitled under the Open Offer.
2. Based on the notice of disclosure of interests published on the website of the Stock Exchange, Mr. Tam Siu Ki held 23,631,000 Consolidated Shares as at the date of this announcement. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Mr. Tam Siu Ki is a third party independent of, not acting in concert (within the meanings of the Takeovers Code) with and not connected with Mr. Yang.

ADJUSTMENTS TO THE CONVERSION PRICE AND THE NUMBER OF SHARES TO BE ISSUED UPON EXERCISE OF THE CONVERTIBLE NOTES

As at the date of this announcement, the Company has Convertible Notes in an aggregate principal amount of HK\$50 million carrying rights to convert into 100,000,000 Consolidated Shares at the conversion price of HK\$0.50 per Consolidated Share (subject to adjustment) starting from 6 March 2013, being the one year anniversary of the issue date of the Convertible Notes.

In accordance with the terms and conditions of the Convertible Notes, as a result of the Open Offer, the conversion price and the number of Shares falling to be issued upon exercise of the Convertible Notes should be adjusted as follows:

Before the completion of the Open Offer		After the completion of the Open Offer	
<i>Conversion price of the Convertible Notes (HK\$)</i>	<i>Number of Consolidated Shares falling to be issued upon exercise of the Convertible Notes</i>	<i>Conversion price of the Convertible Notes (HK\$)</i>	<i>Number of Consolidated Shares falling to be issued upon exercise of the Convertible Notes</i>
0.50	100,000,000	0.19	263,157,895

The adjustment will become effective from the close of business on 3 December 2012.

Save for the above adjustments, all other terms and conditions of the Convertible Notes remain unchanged. The above adjustments have been reviewed and confirmed in writing by the auditors appointed by the Company pursuant to the terms and conditions of the Convertible Notes.

By Order of the Board
Computech Holdings Limited
Yang Yue Zhou
Chairman

Hong Kong, 3 December 2012

As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Yang Yue Zhou, Mr. Mak Kwong Yiu and Mr. Jiang Tan Shan and (ii) three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing.

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 enquiries, 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 <http://www.hkgem.com> for a minimum period of 7 days from the date of its publication and on the website of the Company at <http://www.computech.com.hk>.