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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)

ANNOUNCEMENT

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 17 FEBRUARY 2012**

The Board is pleased to announce that all ordinary resolutions proposed at the EGM held on 17 February 2012 were duly passed by the Independent Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of Computech Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of extraordinary general meeting (the “**EGM**”) of the Company both dated 2 February 2012. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Notice.

* For identification purpose only

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 17 February 2012, the following ordinary resolutions were duly passed by the Independent Shareholders by way of poll. Hong Kong Registrars Limited, the branch Share Registrar of the Company in Hong Kong, acted as scrutineer for the vote-taking at the EGM.

The poll results in respect of the ordinary resolutions considered at the EGM were as follow:

Ordinary Resolutions proposed at the EGM (Note 1)		Number of votes cast and approximate percentage of total number of votes cast		
		For	Against	Total number of Shares
1.	the placing agreement dated 5 December 2011 entered into between the Company as issuer and Pacific Foundation Securities Limited as placing agent in relation to the placing of zero coupon convertible notes due 2014 in an aggregate principal amount of HK\$50,000,000 (the "Placing Agreement") (a copy of which marked "A" has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder be and are hereby ratified, confirmed and approved;	561,750,000 (99.65%)	2,000,000 (0.35%)	563,750,000
2.	the underwriting of the Placing by Mr. Yang Yue Zhou be and is hereby ratified, confirmed and approved;	561,750,000 (99.65%)	2,000,000 (0.35%)	563,750,000
3.	conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Conversion Shares, the allotment and issue of Conversion Shares pursuant to the exercise of the conversion rights attached to Convertible Notes, be and is hereby approved; and	561,750,000 (99.65%)	2,000,000 (0.35%)	563,750,000
4.	any one director of the Company be and is hereby authorised to exercise all the powers of the Company and take all steps as he might in his absolute opinion be considered desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Placing Agreement as well as in relation to the allotment and issue of Conversion Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.	561,750,000 (99.65%)	2,000,000 (0.35%)	563,750,000
As more than 50% of the votes were cast in favour of these resolutions, the ordinary resolutions were duly passed.				

Note:

1. The full text of the Resolutions are set out in the Notice.

As at the date of the EGM, the total number of issued and fully paid up Shares was 1,214,249,326 Shares.

Mr. Yang Yue Zhou and his associates were interested in 268,453,158 Shares, representing approximately 22.11% of the total number of Shares in issue, and accordingly have abstained from voting of all resolutions as stated in the Circular. Save as disclosed, as at the date of the EGM, the Company does not have a controlling shareholder for the purpose of the GEM Listing Rules and none of the Directors are interested in any Shares and are required to abstain from voting for any of the Resolutions. The total number of Shares entitling Shareholders to vote for or against the Resolutions proposed at the EGM was 945,796,168. There was no Shareholder who was entitled to attend the EGM but was only entitled to vote against the Resolutions at the EGM.

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

Hong Kong, 17 February 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 the 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 at least 7 days from the date of its publication and on the website of the Company at <http://www.computech.com.hk>.