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If you have sold or transferred all your shares in Computech Holdings Limited (the “**Company**”), you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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) 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 (the “**AGM**”) of the Company to be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 15 May 2013 at 11:00 a.m., or any adjournment thereof is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the AGM should you so wish.

This circular will remain on the “Latest Company Announcements” page of the website of GEM at <http://www.hkgem.com> for a minimum period of seven days from the date of its posting and the website of the Company at <http://www.computech.com.hk>.

* For identification purpose only

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE
STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a higher 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 15 May 2013 at 11:00 a.m.
“Annual Report”	the annual report of the Company for the year ended 31 December 2012
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed thereto 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 of which are listed on GEM
“Company Law”	the Company Law, Cap. 22 of the Cayman Islands
“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
“Latest Practicable Date”	5 March 2013, being the latest practicable date for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)

DEFINITIONS

“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of AGM
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to enable them to repurchase Shares of an aggregate nominal amount not exceeding 10% of the issued share capital of the Company at the date of AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“%”	per cent



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 Directors:

Mr. Yang Yue Zhou
Mr. Mak Kwong Yiu
Mr. Jiang Tan Shan
Mr. Kwok Shun Tim

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr. Wong Siu Keung, Joe
Mr. Wong Ching Yip
Mr. Luk Chi Shing

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

Unit 1604, 16/F.
West Tower, Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

8 March 2013

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 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 15 May 2013 at 11:00 a.m. relating to, among other things, (i) granting of Share Issue Mandate and Share Repurchase Mandate; and (ii) re-election of retiring Directors. The notice of the AGM containing the proposed resolutions and other information is set out on pages 14 to 17 of this circular.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

The existing general mandates to allot, issue and deal with Shares, which were granted to the Directors on 9 May 2012 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve:

- (a) 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 4 of the notice of the AGM as set out on pages 14 to 17 of this circular. As at the Latest Practicable Date, there was 557,699,728 Shares in issue. Subject to the passing of the proposed resolution, the Directors would be authorized to issue up to 111,539,945 Shares under the Share Issues Mandate. (i.e. an aggregate nominal amount of Shares up to HK\$11,153,994 on the basis that the total issued share capital of the Company remains unchanged on the date of the AGM);
- (b) 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 the proposed ordinary resolution contained in item 5 of the notice of the AGM as set out on pages 14 to 17 of this circular. As at the Latest Practicable Date, there was 557,699,728 Share in issue. Subject to the passing of the proposed resolution, the Directors would be authorized to repurchase up to 55,769,972 Shares (i.e. an aggregate nominal amount of Shares up to HK\$5,576,997 on the basis that the total issued share capital of the Company remains unchanged on the date of the AGM); and
- (c) the extension of the Share Issue Mandate by adding to the aggregate nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

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

An explanatory statement required by the GEM 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.

RE-ELECTION OF RETIRING DIRECTORS

At the Latest Practicable Date, the Board comprises (i) four executive Directors namely Mr. Yang Yue Zhou, Mr. Mak Kwong Yiu, Mr. Jiang Tan Shan and Mr. Kwok Shun Tim and (ii) three independent non-executive Directors namely, Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing.

LETTER FROM THE BOARD

Pursuant to the Articles 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. Accordingly, Mr. Kwok Shun Tim as executive Director was appointed by the Board and will retire at the AGM and, being eligible, offer himself for re-election.

Further, according to the Articles 87(1), at each annual general meeting one-third of Directors for the time being (or, if the 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. Accordingly, Mr. Yang Yue Zhou as executive Director and Mr. Wong Siu Keung, Joe as independent non-executive Director will retire from office by rotation at the AGM and, being eligible, offer themselves for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect (i) each of Mr. Yang Yue Zhou and Mr. Kwok Shun Tim as executive Directors; and (ii) Mr. Wong Siu Keung, Joe as independent non-executive Director.

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 each of Mr. Yang Yue Zhou, Mr. Kwok Shun Tim and Mr. Wong Siu Keung, Joe are set out in the appendix II to this circular.

AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 14 to 17 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 AGM pursuant to Article 66 of the Articles. An announcement on the poll vote results will be published by the Company after the AGM.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website and the website of Company. 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 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.

RECOMMENDATIONS

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

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

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 Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued capital of the Company comprised 557,699,728 Shares of HK\$0.10 each.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM 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 AGM, 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\$5,576,997 (equivalent to 55,769,972 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the AGM.

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 as a whole.

3. FUNDING OF REPURCHASE

In repurchasing securities of the Company, the Company may only apply funds legally available for such purchase in accordance with its Articles, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. Under the 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. SHARE PRICES

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:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
March 2012	0.483*	0.415*
April 2012	0.438*	0.378*
May 2012	0.515*	0.380*
June 2012	0.510*	0.383*
July 2012	0.438*	0.375*
August 2012	0.448*	0.260*
September 2012	0.288*	0.238*
October 2012	0.263*	0.240*
November 2012	0.395	0.222
December 2012	0.650	0.240
January 2013	0.600	0.260
February 2013	0.800	0.520
March 2013 (up to and including the Latest Practicable Date)	0.740	0.650

* The price has been adjusted for the Shares consolidation and open offer of the Company completed in November 2012 and December 2012 respectively.

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 GEM 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 and the applicable laws and regulations of the Cayman Islands in which the Company is incorporated.

7. TAKEOVERS 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 Takeovers Code. As a result, a shareholder, or a group of shareholders acting in concert (as defined under the Takeovers Code), could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers 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 immediately prior to and including the Latest Practicable Date.

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

Mr. YANG Yue Zhou (“Mr. Yang”), aged 42, Chairman & executive Director

Qualification and experience

Mr. Yang joined the Group on 8 November 2011. Mr. Yang studied in Harbin Institute of Technology, was elected as the vice Secretary General of the Qinghai Real Estate Association in 2009, the member of the 8th Committee of the Qinghai Youth Federation in 2007, and the member of the 10th CPPCC National Committee from Qinghai Province in December 2007. Mr. Yang has over 19 years of experience in property development and corporate management including land acquisition, engineering, construction, cost control, sales and financial matter in real estate development. Mr. Yang had been the chairmen of the board of directors of two state-owned enterprises from 1992 to 1999 and had been the chairman of the board of directors of a property enterprise from 1999 to 2002. Currently, he is the chairman of the board of directors of a property development corporation in Qinghai Province, PRC. Mr. Yang was an executive director and deputy chairman of Birmingham International Holdings Limited (Stock code: 2309) from 30 August 2011 to 4 June 2012, which is listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Yang did not hold any directorship in other listed companies in the past three years.

Interests in Shares

Mr. Yang is interested in a total of 107,381,260 ordinary shares, representing approximately 19.25% of the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, save as disclosed. Mr. Yang did not have any interests in the Shares within the meaning of Part XV of the SFO.

Relationships

Mr. Yang has no relationship with any directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Director’s emoluments

Mr. Yang has not entered into any service contract with the Company nor has he been appointed for a specified length of service period but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles. He will be entitled to a director’s fee to be determined by the Remuneration Committee of the Company

(“**Remuneration Committee**”) with reference to his duties and responsibilities in the Company and the market benchmark. In the financial year ended 31 December 2012, Mr. Yang had not received any director’s emolument and other benefits in kind.

Others

Mr. Yang has not been appointed for a specific term. He will be subject to retirement by rotation and eligible for re-election in the forthcoming AGM in accordance with the Articles.

There is no other information relating to Mr. Yang that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there are no other matters that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Kwok Shun Tim (“Mr. Kwok”), aged 38, executive Director

Qualification and experience

Mr. Kwok joined the Group on 18 January 2013. Mr. Kwok holds a master of science in China Business Studies from The Hong Kong Polytechnic University and a master of laws (International Economic Law) from the City University of Hong Kong and a Bachelor Degree of Business Administration in Accounting from The Hong Kong University of Science and Technology. He is an associate member of Hong Kong Society of Accountants (currently known as Hong Kong Institute of Certified Public Accountants), an ordinary member of Hong Kong Securities Institute in October 2003, a full member of IT Accountants Association and a fellow of the Association of Chartered Certified Accountants. Mr. Kwok is currently a member of Guangdong Province Zhaoqing City Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議廣東省肇慶市委員會), a director of Yan Oi Tong for the year 2012/2013, the deputy chief supervisor of Hong Kong Road Safety Patrol and a school manager of C.C.C. Kwei Wah Shan College. Mr. Kwok is currently an executive director of China Leason Investment Group Co. Limited (Stock code: 8270, currently known as China Leason CBM & Shall Gas Group Company Limited), a company whose shares are listed on the GEM of the Stock Exchange, of which he was a non-executive director from May 2006 to December 2010. He is also an independent non-executive director both of Modern Education Group Limited (Stock code: 1082), a company whose shares are listed on the Main Board of the Stock Exchange, and Longlife Group Limited (Stock code: 8037), a company whose shares are listed on the GEM of the Stock Exchange, and the company secretary of Tianjin Jinran Public Utilities Company Limited (Stock code: 1265, formerly known as Tianjin Tianlian Public Utilities Company Limited), a company whose shares are listed on the Main Board of the Stock Exchange. Mr. Kwok is a licensed person for Type 4, Type 6 and Type 9 regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Save as disclosed above, Mr. Kwok did not hold any directorship in other public listed companies or other major appointment in the last three years.

Interests in Shares

As at the Latest Practicable Date, Mr. Kwok did not have any interests in the Shares within the meaning of Part XV of the SFO.

Relationships

Mr. Kwok has no relationship with any directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Mr. Kwok has not entered into any service contract with the Company nor has he been appointed for a specified length of service period but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles. He will be entitled to a director's fee to be determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark. In the financial year ended 31 December 2012, Mr. Kwok had not received any director's emolument and other benefits in kind.

Others

Mr. Kwok has not been appointed for a specific term. He will hold the office until the forthcoming AGM and will retire at the AGM, but will be eligible for re-election in accordance with the Articles.

There is no other information relating to Mr. Kwok that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there are no other matters that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. WONG Siu Keung, Joe ("Mr. Wong"), aged 48, independent non-executive Director

Qualification and experience

Mr. Wong joined the Group on 15 December 2011. Mr. Wong holds a Degree of Master of Arts in International Accounting from City University of Hong Kong and a Master of Corporate Governance from The Hong Kong Polytechnic University. He is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Wong has extensive experience in taxation, accounting, financing and audit field and public listed companies

for many years. Mr. Wong is also as the independent non-executive director of China Water Industry Group Limited (Stock code: 1129), a company whose shares are listed on the Main Board of the Stock Exchange..

Save as disclosed above, Mr. Wong did not hold any directorship in other public listed companies or other major appointment in the last three years.

Interests in Shares

As at the Latest Practicable Date, Mr. Wong did not have any interests in the Shares within the meaning of Part XV of the SFO.

Relationships

Mr. Wong has no relationship with any directors, senior management or substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Mr. Wong has not entered into any service contract with the Company nor has he been appointed for a specified length of service period but will be subject to retirement by rotation, and eligible for re-election pursuant to the Articles. He will be entitled to a director's fee to be determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and the market benchmark. In the financial year ended 31 December 2012, Mr. Wong had received a director's emolument and other benefits in kind of approximately HK\$120,000.

Others

Mr. Wong has not been appointed for a specific term. He will be subject to retirement by rotation and eligible for re-election in the forthcoming AGM in accordance with the Articles.

There is no other information relating to Mr. Wong that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there are no other matters that needs to be brought to the attention of the Shareholders and the Stock Exchange.



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 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 15 May 2013 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2012.
2.
 - (a) To re-elect Mr. Yang Yue Zhou as executive Director;
 - (b) To re-elect Mr. Kwok Shun Tim as executive Director;
 - (c) To re-elect Mr. Wong Siu Keung, Joe as independent non-executive Director;
 - (d) To authorize the board of directors of the Company (“**Board**”) to fix the Directors’ remuneration.
3. To re-appoint PKF, Certified Public Accountants as auditors of the Company and to authorize the Board 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 (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 (“**Directors**”) 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;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (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

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“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;
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

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 4 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 5 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
Yang Yue Zhou
Chairman

Hong Kong, 8 March 2013

Principal Place of Business:
Unit 1604, 16/F., West Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

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 GEM 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 in person 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 Rooms 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.