

**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 licensed securities dealer, registered institution in securities, 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 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, 9 May 2012 at 11:00 a.m., or any adjournment thereof is set out on pages 17 to 20 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 at least 7 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, unless the context otherwise requires, the following expressions shall have the following meanings:*

|                           |  |
|---------------------------|--|
| “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, 9 May 2012 at 11:00 a.m. |
| “Annual Report”           | the annual report of the Company for the year ended 31 December 2011   |
| “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 whose issued shares 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” | 27 March 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular    |
| “PRC”                     | The People’s Republic of China   |
| “SFO”                     | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Share(s)”                | ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company  |
| “Shareholder(s)”          | holder(s) of Share(s) of the Company   |

## 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

*Independent non-executive Directors:*

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

*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:*

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

30 March 2012

*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, 9 May 2012 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 17 to 20 of this circular.

\* For identification purpose only

## LETTER FROM THE BOARD

### GENERAL MANDATE 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 5 May 2011 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 Annual General Meeting 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 17 to 20 of this circular. As at the Latest Practicable Date, there was 1,214,249,326 Shares in issue. Subject to the passing of the proposed resolution, the Directors would be authorized to issue up to 242,849,865 Shares under the Share Issues Mandate. (i.e. an aggregate nominal amount of Shares up to HK\$2,428,498 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 17 to 20 of this circular. As at the Latest Practicable Date, there was 1,214,249,326 Share in issue. Subject to the passing of the proposed resolution, the Directors would be authorized to repurchase up to 121,424,932 Shares (i.e. an aggregate nominal amount of Shares up to HK\$1,214,249 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 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) 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.

Pursuant to the 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. Accordingly, (i) two executive Directors namely Mr. Yang Yue Zhou and Mr. Jiang Tan Shan; and (ii) three

## **LETTER FROM THE BOARD**

independent non-executive Directors namely Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing were appointed by the Board and shall hold office only until the forthcoming AGM and, being eligible, offer themselves for re-election.

Further, according to the Articles of Association 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. Mak Kwong Yiu as the executive Director will retire from office by rotation at the forthcoming AGM and, being eligible, offer himself for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect (i) each of Mr. Yang Yue Zhou, Mr. Mak Kwong Yiu and Mr. Jiang Tan Shan as executive Directors; and (ii) each of Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing 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 each of Mr. Yang Yue Zhou, Mr. Mak Kwong Yiu, Mr. Jiang Tan Shan, Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing are set out in the appendix II to this circular.

### **AGM AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 17 to 20 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 of Association. 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.

### **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.



## LETTER FROM THE BOARD

### RECOMMENDATIONS

The Directors believe 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 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.

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 1,214,249,326 Shares of HK\$0.01 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\$1,214,249 (equivalent to 121,424,932 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 of Association, 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. 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><br>(HK\$) | <b>Lowest</b><br>(HK\$) |
|--|--------------------------|-------------------------|
| March 2011   | 0.230                    | 0.125                   |
| April 2011   | 0.166                    | 0.134                   |
| May 2011   | 0.163                    | 0.124                   |
| June 2011  | 0.219                    | 0.127                   |
| July 2011  | 0.270                    | 0.148                   |
| August 2011  | 0.217                    | 0.173                   |
| September 2011   | 0.239                    | 0.154                   |
| October 2011   | 0.166                    | 0.124                   |
| November 2011  | 0.161                    | 0.084                   |
| December 2011  | 0.150                    | 0.089                   |
| January 2012   | 0.145                    | 0.100                   |
| February 2012  | 0.141                    | 0.111                   |
| March 2012 (up to and including the Latest Practicable Date) | 0.133                    | 0.106                   |

## 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 of Association 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 41, Chairman & executive Director**

*Qualification and experience*

Mr. Yang is the chairman of the Company. Mr. Yang joined the Group on 8 November 2011. Mr. Yang studied in Harbin Institute of Technology (哈爾濱工業大學), was elected as the Secretary General of the Qinghai Real Estate Association (青海省房地產協會) in 2009, the member of the 11th Committee of the Qinghai Youth Federation (青海省十一屆青聯委員) in 2007, and the member of the 10th CPPCC National Committee from Qinghai Province (青海省十屆政協委員) in December 2007. Mr. Yang has over 19 years of experience in property development and corporate management. 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 established in PRC 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 is currently an executive director and deputy chairman of Birmingham International Holdings Limited (Stock code: 2309), 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 268,453,158 ordinary shares, representing approximately 22.11% 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 of Association. 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 2011, 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 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 of Association.

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. MAK Kwong Yiu (“Mr. Mak”), aged 37, executive Director***Qualification and experience*

Mr. Mak joined the Group on 30 July 2008. Mr. Mak holds Bachelor and Master degrees in Business Administration from the Hong Kong University of Science and Technology. He earned the Chartered Financial Analyst designation in 2000. He is a Certified Public Accountant in both the United States and Hong Kong. Mr. Mak currently holds directorships in several companies which are engaged in business of financial services, asset management and asset valuation in Hong Kong. Mr. Mak is also an executive director of Convoy Financial Services Holdings Limited (Stock code: 1019), a company whose shares are listed on the Main Board of the Stock Exchange. Mr. Mak had been an independent non-executive director of AcrossAsia Limited (Stock code: 8061) from March 2008 to May 2010, a company whose shares are listed on the GEM of the Stock Exchange.

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

*Interests in Shares*

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

*Relationships*

Mr. Mak 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. Mak 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 of Association. 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 2011, Mr. Mak had received a director's emolument and other benefits in kind of approximately HK\$1,320,000.

*Others*

Mr. Mak 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 of Association.

There is no other information relating to Mr. Mak 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. JIANG Tan Shan (“Mr. Jiang”), aged 64, executive Director**

*Qualification and experience*

Mr. Jiang joined the Group on 8 November 2011. Mr. Jiang had been the managing director and general manager of Shenzhenshi Qi Peng Group Company Limited (深圳市青鵬集團有限公司) for the years from 2000 to 2005. He had been Committee Secretary (黨委書記) of the Office of Qinghai Province in Shenzhen. Mr. Jiang has extensive experience in hotel management and corporate management.

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

*Interests in Shares*

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

*Relationships*

Mr. Jiang 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. Jiang 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 of Association. 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 2011, Mr. Jiang had not received any director's emolument and other benefits in kind.

*Others*

Mr. Jiang 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 information relating to Mr. Jiang 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. JWong”), aged 47, independent non-executive Director***Qualification and experience*

Mr. JWong joined the Group on 15 December 2011. Mr. JWong holds a Degree of Master of Arts in International Accounting from City University of Hong Kong. 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. JWong has extensive experience in taxation, accounting, financing and audit field and public listed companies for many years.

Save as disclosed above, Mr. JWong 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. JWong did not have any interests in the Shares within the meaning of Part XV of the SFO.

*Relationships*

Mr. JWong 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. JWong 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 of Association. 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 2011, Mr. JWong had received a director’s emolument and other benefits in kind of approximately HK\$5,000.



*Others*

Mr. JWong 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 of Association.

There is no other information relating to Mr. JWong 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 Ching Yip (“Mr. Wong”), aged 39, independent non-executive Director***Qualification and experience*

Mr. Wong joined the Group on 15 December 2011. Mr. Wong holds a Double Degree of Bachelor of Arts in Business Administration and Economics from University of Winnipeg in Canada. He has extensive experience in the field of global sales and marketing covering areas including PRC, the United States of America and Europe. Mr. Wong had been as an independent non-executive director of SMI Publishing Group Limited (the “SMI”) (Stock code: 8010) for the period from September 2008 to May 2010 and had been re-designated as an executive director of SMI in May 2010 till August 2011.

Save as disclosed above, Mr. Wong did not hold any directorship in other listed companies in the past 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 of Association. 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 2011, Mr. Wong had received a director’s emolument and other benefits in kind of approximately HK\$3,000.

*Others*

Mr. Wong 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. 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.

**Mr. LUK Chi Shing (“Mr. Luk”), aged 42, independent non-executive Director***Qualification and experience*

Mr. Luk joined the Group on 20 December 2011. Mr. Luk holds a Bachelors Degree of Business Administration in Accountancy from City University of Hong Kong. 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. Luk has extensive experience in financial management, auditing and public listed companies for over 15 years.

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

*Interests in Shares*

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

*Relationships*

Mr. Luk 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. Luk 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 of Association. 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 2011, Mr. Luk had received a director’s emolument and other benefits in kind of approximately HK\$2,000.

*Others*

Mr. Luk 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 of Association.

There is no other information relating to Mr. Luk 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.

**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 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 9 May 2012 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 2011.
2.
  - (a) To re-elect Mr. Yang Yue Zhou as executive Director;
  - (b) To re-elect Mr. Mak Kwong Yiu as executive Director;
  - (c) To re-elect Mr. Jiang Tan Shan as executive Director;
  - (d) To re-elect Mr. Wong Siu Keung, Joe as independent non-executive Director;
  - (e) To re-elect Mr. Wong Ching Yip as independent non-executive Director;
  - (f) To re-elect Mr. Luk Chi Shing as independent non-executive Director;
  - (g) 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;

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (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.”
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, 30 March 2012

## NOTICE OF ANNUAL GENERAL MEETING

*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.