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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

AND

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

Placing Agent



THE GM PLACING

After trading hours on 12 November 2013, the Company and the Placing Agent entered into the GM Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, up to 110,000,000 GM Placing Shares, to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties at a price of HK\$0.128 per GM Placing Share. The GM Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 15 May 2013.

* *For identification purposes only*

The maximum number of 110,000,000 GM Placing Shares represent (i) approximately 19.72% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 16.47% of the existing issued share capital of the Company as enlarged by the GM Placing (assuming only the GM Placing is completed in full); and (iii) approximately 12.83% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full). The aggregate nominal value of the GM Placing Shares under the GM Placing (assuming the GM Placing is completed in full) will be HK\$11,000,000.

Assuming all the GM Placing Shares to be placed under the GM Placing Agreement have been placed, the maximum gross proceeds from the GM Placing will be approximately HK\$14.1 million and the maximum net proceeds will be approximately HK\$13.4 million (after deduction of commission and other expenses of the GM Placing). It is expected that the entire net proceeds from the GM Placing will be applied to the development of and investment in software products including but not limited to financial-related software, online games, mobile games as well as their related service offerings. As disclosed in the Company's quarterly results for the nine months ended 30 September 2013, the Group intends to invest more resources on IT software products rather than on the sale of IT hardware products. As such, the application of such net proceeds is in line with the Group's business plan in the IT business segment.

THE SM PLACING

After trading hours on 12 November 2013, the Company and the Placing Agent also entered into the SM Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, up to 190,000,000 SM Placing Shares, to not less than six Placees who and whose beneficial owners are Independent Third Parties at a price of HK\$0.128 per SM Placing Share. The SM Placing Shares will be allotted and issued pursuant to the Specific Mandate be obtained at the EGM.

The maximum number of 190,000,000 SM Placing Shares represent (i) approximately 34.07% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 25.41% of the existing issued share capital of the Company as enlarged by the SM Placing (assuming only the SM Placing is completed in full); and (iii) approximately 22.15% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full). The aggregate nominal value of the SM Placing Shares under the SM Placing (assuming the SM Placing is completed in full) will be HK\$19,000,000.

Assuming all the SM Placing Shares have been placed under the SM Placing Agreement, the maximum gross proceeds from the SM Placing will be approximately HK\$24.3 million and the maximum net proceeds will be approximately HK\$23.1 million (after deduction of commission and other expenses of the SM Placing). It is expected that the entire net proceeds from the SM Placing will be applied to the development of and investment in software products including but not limited to financial-related software, online games, mobile games as well as their related service offerings. As disclosed in the Company's quarterly results for the nine months ended 30 September 2013, the Group intends to invest more resources on IT software products rather than on the sale of IT hardware products. As such, the application of such net proceeds is in line with the Group's business plan in the IT business segment.

GENERAL

The maximum number of 300,000,000 Placing Shares to be placed under the GM Placing and the SM Placing represent (i) approximately 53.79% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 34.98% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full). The aggregate nominal value of the Placing Shares under the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full) will be HK\$30,000,000.

The Placing Price of HK\$0.128 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent and represents: (i) a discount of approximately 15.79% to the closing price of HK\$0.152 per Share as quoted on the Stock Exchange on the date of the Placing Agreements; and (ii) a premium of approximately 0.16% over the average closing price of HK\$0.1278 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreements.

Since completion of each of the GM Placing and the SM Placing is subject to the fulfilment of the condition(s) as set out in the GM Placing Agreement and the SM Placing Agreement respectively, each of the GM Placing and the SM Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

The GM Placing and the SM Placing are not inter-conditional.

No Shareholders' approval is necessary for the GM Placing while the SM Placing is subject to the Shareholders' approval. The EGM will be convened and held for the purposes of considering and, if thought fit, approving the SM Placing and granting the Specific Mandate to allot and issue the SM Placing Shares proposed to be placed pursuant to the SM Placing Agreement. To the best knowledge of the Directors, no Shareholder is required to abstain from voting at the EGM in respect of the resolution(s) relating to the SM Placing and the Specific Mandate.

A circular containing, among other things, (i) further details of the SM Placing; and (ii) a notice convening the EGM will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

THE PLACING AGREEMENTS

(A) GM PLACING AGREEMENT

Date:

12 November 2013

Issuer:

The Company

Placing Agent:

CNI Securities Group Limited

The Placing Agent has conditionally agreed to place up to 110,000,000 GM Placing Shares, on a best endeavour basis, to the Placees. The Placing Agent will receive a placing commission of 4.0% of the aggregate Placing Price of the GM Placing Shares actually placed by or on behalf of the Placing Agent on behalf of the Company in pursuance of its obligations under the GM Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market condition.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placees:

The GM Placing Shares are to be placed to not less than six Placees, who and whose ultimate beneficial owners, shall be Independent Third Parties. The Placing Agent undertook that none of the Placees would, immediately upon completion of the GM Placing, become a substantial shareholder (within the meaning of the GEM Listing Rules) of the Company. If any of the Placees becomes a new substantial shareholder of the Company after the completion of the GM Placing, further announcement will be made by the Company.

Placing Price:

The Placing Price of HK\$0.128 per GM Placing Share represents:

- (i) a discount of approximately 15.79% to the closing price of HK\$0.152 per Share as quoted on the Stock Exchange on the date of the GM Placing Agreement; and
- (ii) a premium of approximately 0.16% over the average closing price of HK\$0.1278 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the GM Placing Agreement.

The Placing Price was determined after arm's length negotiation between the Company and the Placing Agent with reference to, among other matters, the prevailing market prices of the Shares and the capital requirement for the future development of the Group.

The Directors consider that the terms of the GM Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming all the GM Placing Shares to be placed under the GM Placing Agreement have been placed, the maximum gross proceeds from the GM Placing will be approximately HK\$14.1 million and the maximum net proceeds will be approximately HK\$13.4 million (after deduction of commission and other expenses of the GM Placing). On such basis, the net issue price will be approximately HK\$0.122 per GM Placing Share.

GM Placing Shares:

The maximum number of 110,000,000 GM Placing Shares represent (i) approximately 19.72% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 16.47% of the existing issued share capital of the Company as enlarged by the GM Placing (assuming only the GM Placing is completed in full); and (iii) approximately 12.83% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full). The aggregate nominal value of the GM Placing Shares under the GM Placing (assuming the GM Placing is completed in full) will be HK\$11,000,000.

Ranking:

The GM Placing Shares will rank, upon issue, pari passu in all respects with the Shares in issue as at the date of allotment and issue of the GM Placing Shares.

Conditions of the GM Placing:

Completion of the GM Placing is conditional upon the Listing Division of the Stock Exchange granting the listing of, and permission to deal in, the GM Placing Shares to be placed pursuant to the GM Placing Agreement on or before 11 December 2013 or such later date as the Company and the Placing Agent may agree in writing (“**GM Long Stop Date**”).

If the above condition is not satisfied on or before the GM Long Stop Date, the obligations of the Placing Agent and of the Company under the GM Placing Agreement shall cease and determine and none of the Placing Agent or the Company shall have any claim against the other in relation to the GM Placing Agreement (save in respect of any antecedent breaches of any obligation thereunder).

Completion:

Completion of the GM Placing shall take place on the third Business Day after the fulfilment of the above condition or on such other date as the Company and the Placing Agent may agree in writing.

Mandate to allot and issue the GM Placing Shares:

The GM Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 15 May 2013. Under the General Mandate, the Company is authorised to issue up to 111,539,945 Shares until the revoke, variation or expiration of the General Mandate. The Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate prior to the date of the GM Placing Agreement.

The allotment and issue of the GM Placing Shares is not subject to the Shareholders' approval.

Force majeure:

The Placing Agent reserves its right to terminate the GM Placing Agreement by notice in writing prior to 8:00 a.m. on the date of completion of the GM Placing if, in the reasonable opinion of the Placing Agent, after consultation with the Company:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the GM Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in the GM Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the GM Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the GM Placing or makes it inadvisable or inexpedient for the GM Placing to proceed; or
- (4) any statement contained in all announcements, circulars, interim and annual reports issued by the Company to the Stock Exchange and/or the Shareholders since the publication of the announcement of the Company relating to the annual results of the Company for the year ended 31 December 2012 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the GM Placing.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

(B) SM PLACING AGREEMENT**Date:**

12 November 2013

Issuer:

The Company

Placing Agent:

CNI Securities Group Limited

The Placing Agent has conditionally agreed to place up to 190,000,000 SM Placing Shares, on a best endeavour basis, to the Placees. The Placing Agent will receive a placing commission of 4.0% of the aggregate Placing Price of the SM Placing Shares actually placed by or on behalf of the Placing Agent on behalf of the Company in pursuance of its obligations under the SM Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market condition.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placees:

The SM Placing Shares are to be placed to not less than six Placees, who and whose ultimate beneficial owners, shall be Independent Third Parties. The Placing Agent undertook that none of the Placees would, immediately upon completion of the SM Placing, become a substantial shareholder (within the meaning of the GEM Listing Rules) of the Company. If any of the Placees becomes a new substantial shareholder of the Company after the completion of the SM Placing, further announcement will be made by the Company.

Placing Price:

The Placing Price per SM Placing Share is the same as the Placing Price per GM Placing Share. Please refer to the paragraph headed "(A) GM Placing Agreement – Placing Price" above for an analysis of the placing price.

The Directors consider that the terms of the SM Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming all the SM Placing Shares have been placed, the maximum gross proceeds from the SM Placing will be approximately HK\$24.3 million and the maximum net proceeds will be approximately HK\$23.1 million (after deduction of commission and other expenses of the SM Placing). On such basis, the net issue price will be approximately HK\$0.122 per SM Placing Share.

SM Placing Shares:

The maximum number of 190,000,000 SM Placing Shares represent (i) approximately 34.07% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 25.41% of the existing issued share capital of the Company as enlarged by the SM Placing (assuming only the SM Placing is completed in full); and (iii) approximately 22.15% of the existing issued share capital of the Company as enlarged by the GM Placing and the SM Placing (assuming both the GM Placing and the SM Placing are completed in full). The aggregate nominal value of the SM Placing Shares under the SM Placing (assuming the SM Placing is completed in full) will be HK\$19,000,000.

Ranking:

The SM Placing Shares will rank, upon issue, pari passu in all respects with the Shares in issue as at the date of allotment and issue of the SM Placing Shares.

Conditions of the SM Placing:

Completion of the SM Placing is conditional upon:

- (i) the Listing Division of the Stock Exchange granting the listing of, and permission to deal in, all of the SM Placing Shares to be placed pursuant to the SM Placing Agreement; and
- (ii) the Specific Mandate being obtained at the EGM.

Each of the Company and the Placing Agent shall use their respective best endeavours to procure satisfaction of the above conditions prior to 4:00 p.m. on the date falling on 1 month after the EGM or such other date as the Company and the Placing may agree in writing (“**SM Long Stop Date**”). If the above conditions shall not be satisfied prior to 4.00 p.m. on the SM Long Stop Date, all obligations of the Placing Agent and of the Company under the SM Placing Agreement shall cease and determine and none of the Placing Agent or the Company shall have any claim against the other in relation to the SM Placing Agreement (save in respect of any antecedent breaches of any obligation thereunder).

Completion:

Completion of the SM Placing shall take place on the third Business Day after the fulfilment of all the above conditions or on such other date as the Company and the Placing Agent may agree in writing.

Mandate to issue the SM Placing Shares:

The SM Placing Shares proposed to be issued under the SM Placing Agreement will be issued pursuant to the Specific Mandate to be obtained at the EGM.

Force majeure:

The Placing Agent reserves its right to terminate the SM Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of completion of the SM Placing if, in the reasonable opinion of the Placing Agent, after consultation with the Company:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the SM Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in the SM Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the SM Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the SM Placing or makes it inadvisable or inexpedient for the SM Placing to proceed; or
- (4) any statement contained in all announcements, circulars, interim and annual reports issued by the Company to the Stock Exchange and/or the Shareholders since the publication of the announcement of the Company relating to the annual results of the Company for the year ended 31 December 2012 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the SM Placing.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

Since completion of each the GM Placing and the SM Placing was subject to the fulfilment of the condition(s) as set out in the GM Placing Agreement and the SM Placing Agreement respectively, the GM Placing and/or the SM Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

REASONS FOR THE GM PLACING AND THE SM PLACING AND USE OF PROCEEDS

The Group is principally engaged in (i) provision of IT services, including consultancy, technical support, systems integration, development and sales of relevant hardware and software products in Hong Kong; (ii) money lending business in Hong Kong and (iii) provision of medical diagnostic and health check services.

The Directors are of the view that the GM Placing and the SM Placing can improve the gearing ratio and strengthen the financial position of the Group and provide working capital to the Group to meet any future development and obligations. The GM Placing and the SM Placing also represent good opportunities to broaden the shareholders' base and the capital base of the Company. The Directors consider that each of the GM Placing and the SM Placing is in the interest of the Company and the Shareholders as a whole.

As disclosed above, the maximum net proceeds from the GM Placing are estimated to be approximately HK\$13.4 million and the maximum net proceeds from the SM Placing are estimated to be approximately HK\$23.1 million. It is expected that all such net proceeds will be applied to the development of and investment in software products including but not limited to financial-related software, online games, mobile games as well as their related service offerings. As disclosed in the Company's quarterly results for the nine months ended 30 September 2013, the Group intends to invest more resources on IT software products rather than on the sale of IT hardware products. As such, the application of such net proceeds is in line with the Group's business plan in the IT business segment.

FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

Apart from the fund raising activity mentioned below, the Company had not conducted any other fund raising activities in the past 12 months immediately preceding the date of this announcement.

Date of announcement	Fund raising activity	Intended use of net proceeds	Actual use of net proceeds as at the date of this announcement
22 August 2012	Open Offer on the basis of three offer Shares for every one Share held on the record date	Approximately HK\$30 million was intended to be applied towards general working capital for the money lending business. Approximately HK\$50 million was intended to be applied towards the property development project involving the development of low density luxury villa in Dabu County in the PRC, as set out in the announcement of the Company dated 22 August 2012. Should such property development project did not become materialised, the Board intended to retain the relevant proceeds for other property related activities when suitable opportunities arise.	Approximately HK\$20 million had been used for the money lending business; HK\$40 million was used in the acquisition of 100% equity interest of Funa Assets Limited, the principal assets of which is a property and the details of the acquisition were set out in an announcement of the Company on 22 March 2013. The remaining part of the net proceeds being HK\$20 million was used to fund the acquisition of 100% equity interest of Lucky Key Investment Limited, details of which were set out in an announcement of the Company on 16 April 2013.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company

- (i) upon completion of the GM Placing (assuming all the GM Placing Shares are placed in full and there is no other change in the shareholding structure of the Company before the issue of the GM Placing Shares under the GM Placing);
- (ii) upon completion of the SM Placing (assuming all the SM Placing Shares are placed in full and there is no other change in the shareholding structure of the Company before the issue of the SM Placing Shares under the SM Placing); and
- (iii) upon completion of the GM Placing and the SM Placing (assuming all the Placing Shares are placed in full and there is no other change in the shareholding structure of the Company before the issue of the Placing Shares under both the GM Placing and the SM Placing) are set out as below:

Shareholders (Note 1)	As at the date of this announcement		(i) Upon completion of the GM Placing		(ii) Upon completion of the SM Placing		(iii) Upon completion of the GM Placing and the SM Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
	The Placees of the GM Placing	-	-	110,000,000	16.47	-	-	110,000,000
The Placees of the SM Placing	-	-	-	-	190,000,000	25.41	190,000,000	22.15
Other public shareholders	557,699,728	100.00	557,699,728	83.53	557,699,728	74.59	557,699,728	65.02
Total	557,699,728	100.00	667,699,728	100.00	747,699,728	100.00	857,699,728	100.00

Notes:

- The number of existing Shares held by the Shareholders mentioned in the table above is based on the register of members of the Company and/or information as published on the website of the Stock Exchange as at 12 November 2013.
- It is a term of the GM Placing Agreement and the SM Placing Agreement that none of the Placees shall become a substantial shareholder of the Company upon the respective completion of the GM Placing and the SM Placing.

GENERAL

The GM Placing and the SM Placing are not inter-conditional.

The GM Placing Shares will be issued under the General Mandate and therefore the GM Placing will not be subject to any additional Shareholders' approval.

The SM Placing Shares will be issued under the Specific Mandate to be obtained from the Shareholders and therefore the SM Placing will be subject to the Shareholders' approval. The EGM will be convened and held for the purposes of considering and, if thought fit, approving the SM Placing and granting the Specific Mandate to allot and issue the SM Placing Shares under the SM Placing. To the best knowledge of the Directors, no Shareholder is required to abstain from voting at the EGM in respect of the resolution(s) relating to the SM Placing and the Specific Mandate.

Applications will be made to the Stock Exchange for the Listing of, and permission to deal in, the GM Placing Shares and the SM Placing Shares respectively.

A circular containing, among other things, (i) further details of the SM Placing; and (ii) a notice convening the EGM will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“AGM”	the annual general meeting of the Company held on 15 May 2013 at which, among other things, the General Mandate was granted to the Directors
“associates”	has the meaning ascribed to it in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules

“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve, the SM Placing Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate granted to the Directors at the AGM to allot, issue or otherwise deal with additional Shares
“GM Placing”	the offer by way of private placing of the GM Placing Shares by or on behalf of the Placing Agent to the Placee(s), on a best endeavour basis, on the terms and subject to the conditions set out in the GM Placing Agreement
“GM Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 12 November 2013 in relation to the GM Placing under the General Mandate
“GM Placing Shares”	a maximum of 110,000,000 new Shares to be placed pursuant to the GM Placing Agreement and each a “GM Placing Share”
“Group”	the Company and its subsidiaries
“HK\$”	the Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and any of its connected persons or their respective associates

“Placee(s)”	any individuals, corporate, institutional investors or other investors to be procured by or on behalf of the Placing Agent under the GM Placing or (as the case may be) the SM Placing
“Placing Agent”	CNI Securities Group Limited, a licensed corporation to carry out business in type 1 regulated activity (dealing in securities) and type 2 regulated activity (dealing in futures contracts) under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Placing Agreements”	collectively, the GM Placing Agreement and SM Placing Agreement
“Placing Price”	HK\$0.128 per Placing Share
“Placing Shares”	collectively, the GM Placing Shares and the SM Placing Shares and each a “Placing Share”
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SM Placing”	the proposed offer by way of private placing of the SM Placing Shares by or on behalf of the Placing Agent to the Placee(s), on a best endeavour basis, on the terms and subject to the conditions set out in the SM Placing Agreement
“SM Placing Agreement”	the proposed conditional placing agreement entered into between the Company and the Placing Agent dated 12 November 2013 in relation to the SM Placing under the Specific Mandate
“SM Placing Shares”	a maximum of 190,000,000 new Shares proposed to be placed pursuant to the SM Placing Agreement and each an SM Placing Share

“Specific Mandate”	the special mandate to be granted by the Shareholders to the Board at the EGM for the allotment and issue of up to a maximum number of 190,000,000 SM Placing Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

On behalf of the Board
Computech Holdings Limited
Yang Yue Zhou
Chairman

12 November 2013

As at the date of this announcement, 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.

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