

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8081)

**ADDENDUM TO MOU;
AND
DISCLOSEABLE TRANSACTION AND DISCLOSURE
UNDER RULE 17.15 – PAYMENT OF DEPOSIT**

Reference is made to the announcement of the Company dated 22 November 2013 in relation to the MOU and the Possible Acquisition contemplated thereunder.

The Board wishes to announce that on 17 January 2014, the Company entered into the Addendum with all other parties to the MOU, the New Potential Vendor, the Target Company and PrimeVision in relation to the Possible Acquisition. The Addendum serves to supplement the MOU.

Pursuant to the Addendum, the parties have agreed to extend the Exclusivity Period to 31 March 2014 (or a later date as agreed by the parties), and the Reorganisation will be carried out for the purpose of the Possible Acquisition. The Consideration for the Possible Acquisition is to be determined with reference to a valuation on the Target Company, its subsidiaries and the Shanghai Group upon completion of the Reorganisation.

Pursuant to the Addendum, the Company has agreed to pay to the New Potential Vendor a sum of HK\$20,000,000 as the Deposit, subject to the terms and conditions under the Addendum. As the relevant percentage ratios under the GEM Listing Rules in respect of the payment of the Deposit are more than 5% but less than 25%, the payment of the Deposit under the Addendum constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

* For identification purposes only

The payment of the Deposit also constitutes an advance to an entity for the Company under the GEM Listing Rules. Given that the amount of the Deposit exceeds 8% of the assets ratio of the Company as defined under Rule 19.07(1) of the GEM Listing Rules, the Company is required to make relevant disclosures under Rule 17.15 of the GEM Listing Rules.

The Board would like to emphasise that, save for the provisions in the MOU and the Addendum, no legally binding agreement in relation to the Possible Acquisition has been entered into by the Company with any party as at the date of this announcement. As the Possible Acquisition may or may not materialise, Shareholders and potential investors are advised to exercise caution when dealing in shares of the Company.

Reference is made to the announcement of Computech Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) dated 22 November 2013 (“**Announcement**”) in relation to the memorandum of understanding (“**MOU**”) entered into by the Company and the possible acquisition contemplated thereunder. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

THE ADDENDUM

The Board wishes to announce that on 17 January 2014, the Company entered into the addendum to the MOU (“**Addendum**”) with all other parties to the MOU, together with Century Grand Holdings Limited (“**New Potential Vendor**”), Mighty Eight Investments Limited (“**Target Company**”) and 帝覺(上海)網絡科技有限公司 (unofficial English name being “PrimeVision Tech Company Limited”) (“**PrimeVision**”) in relation to the possible acquisition of certain equity interest in the Target Company from the New Potential Vendor by the Company (or through its wholly-owned subsidiary) (“**Possible Acquisition**”). The Addendum serves to supplement the MOU.

The parties to the Addendum have agreed that the Target Company shall be Mighty Eight Investments Limited, a company incorporated in Samoa, instead of a company to be incorporated in the British Virgin Islands as set out in the Announcement and the Potential Vendor under the MOU, who is the sole and beneficial owner of the New Potential Vendor, will in turn act as the guarantor of the New Potential Vendor (“**Guarantor**”) to guarantee its obligations under the Addendum.

Extension of the Exclusivity Period

Pursuant to the Addendum, the parties have agreed to extend the Exclusivity Period, being two months from the date of the MOU, to 31 March 2014 (or a later date as agreed by the parties) (“**Extended Exclusivity Period**”).

Reorganisation

The parties to the Addendum have agreed that, for the purpose of the Possible Acquisition, certain reorganisation (“**Reorganisation**”) will be carried out, namely:

- (1) acquisition of the entire issued share capital of the Hong Kong Company by the Target Company, upon completion of which, the Hong Kong Company will become a wholly-owned subsidiary of the Target Company (as at the date of this announcement, such step has been completed);
- (2) acquisition of the entire equity interest of Shanghai Something Big Technology by Shanghai Wanjia, upon completion of which, Shanghai Something Big Technology will become a wholly-owned subsidiary of Shanghai Wanjia; and
- (3) entering into of various contractual arrangements between PrimeVision, the Shanghai Group and/or the Shanghai Shareholders;

so that after the Reorganisation, the Target Company will, through PrimeVision, effectively enjoy all the economic benefits derived from the Shanghai Group.

Consideration

The consideration of the Possible Acquisition (“**Consideration**”) is intended to be settled by the Company in cash and/or by way of issue of convertible notes by the Company and is intended to be determined with reference to a valuation on the Target Company, its subsidiaries and the Shanghai Group.

Deposit

Pursuant to the Addendum, the Company has agreed to pay, on or before 31 January 2014, to the New Potential Vendor a sum of HK\$20,000,000 as deposit for the Possible Acquisition (“**Deposit**”) subject to the following terms and conditions:

- (1) in the event that the parties to the Addendum fail to reach a formal agreement regarding the Possible Acquisition (“**Formal Agreement**”) within the Extended Exclusivity Period, the New Potential Vendor shall refund the Deposit to the Company within three days after the expiry of the Extended Exclusivity Period; and

- (2) in the event that the parties to the Addendum enter into the Formal Agreement within the Extended Exclusivity Period:
- (i) if the Consideration under the Formal Agreement does not contain cash consideration, the New Potential Vendor shall refund the Deposit to the Company within three days after signing of the Formal Agreement;
 - (ii) if the amount of the cash consideration under the Formal Agreement exceeds that of the Deposit, the Deposit shall be used to deduct the cash consideration payable by the Company to the New Potential Vendor; or
 - (iii) if the amount of the Deposit exceeds that of the cash consideration under the Formal Agreement, the New Potential Vendor shall refund the difference between the Deposit and the cash consideration to the Company within three days after signing of the Formal Agreement.

The Guarantor undertakes to fully indemnify the Company in case the New Potential Vendor fails to honour its legally binding obligations under the Addendum and the Guarantor will perform such obligations accordingly.

If any parties to the Addendum fails to honour his/her/its legally binding obligations under the Addendum and cause loss to other parties to the Addendum, he/she/it shall pay damages to such other parties.

The Addendum, save for provisions relating to the Deposit, the Extended Exclusivity Period, the Guarantor's guarantee and the liabilities of the parties, is non-legally binding in nature. Terms which are legally binding in the MOU other than that of the Exclusivity Period remain effective and are binding on the Addendum.

INFORMATION ON THE NEW POTENTIAL VENDOR, THE TARGET COMPANY, THE HONG KONG COMPANY, PRIMEVISION AND THE SHANGHAI GROUP

The New Potential Vendor is a company incorporated in Samoa with limited liability in 2013 whose principal business activity is investment holding. Its entire issued share capital is solely and beneficially owned by the Guarantor.

The Target Company is a company incorporated in Samoa with limited liability in 2013 whose principal business activity is investment holding. It is a wholly-owned subsidiary of the New Potential Vendor.

The Hong Kong Company is a company incorporated in the Hong Kong Special Administrative Region of the PRC ("**Hong Kong**") with limited liability in 2012 and a wholly-owned subsidiary of the Target Company. Its principal business activity is development and operation of mobile-online games. It is also responsible for marketing and distribution of games developed by the Shanghai Group to the international markets including Japan, Korea, United States, Taiwan, Malaysia, Macau and Singapore.

PrimeVision is a limited company established in the People's Republic of China (“**PRC**”) in 2013 whose principal business activity is development of mobile-online games and provision of related technical and consulting services. It is a wholly-owned subsidiary of the Hong Kong Company.

Shanghai Wanjia is a limited company established in the PRC in 2012 whose principal business activity is development, distribution and operation of mobile-online games. It holds certain network cultural operation licence(s) issued by the relevant authority of the PRC Government in relation to the operation of the Shanghai Group.

Shanghai Something Big Technology is a limited liability company established in the PRC in 2011 whose principal business activity is design, development and operation of mobile-online games. It is one of the pioneers in the mobile-online game market and is well known for its original SanGuo-themed games, namely “**手機三國**”, which are popular in the Greater China and South East Asia regions and ranked high on various digital distribution platforms for mobile application software, including Google Play and App Store. Shanghai Something Big Technology will become a wholly-owned subsidiary of Shanghai Wanjia upon completion of the Reorganisation.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the New Potential Vendor, the Guarantor, the Shanghai Shareholders, the Target Company, the Hong Kong Company, PrimeVision, Shanghai Wanjia, Shanghai Something Big Technology and their respective ultimate beneficial owners (where applicable) are third parties independent of the Company and its connected persons and their respective associates (within the meaning of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”)).

INFORMATION ON THE GROUP

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; (iii) provision of medical diagnostic and health check services; and (iv) property and securities investments and trading.

REASONS FOR AND BENEFITS OF THE POSSIBLE ACQUISITION

The Board considers that the entering into of the MOU and the Addendum offers a good opportunity for the Group to invest in the mobile-online games industry. The Board also considers that the Addendum, including the payment of the Deposit, was entered into in the ordinary course of business of the Group and on normal terms after arm's length negotiation between the parties to the Addendum and the terms thereof are fair and reasonable and in the interests of the Company and shareholders of the Company (“**Shareholders**”) as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

Discloseable transaction

As the relevant percentage ratios under the GEM Listing Rules in respect of the payment of the Deposit are more than 5% but less than 25%, the payment of the Deposit under the Addendum constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

Advance to entity

The payment of the Deposit also constitutes an advance to an entity for the Company under the GEM Listing Rules. Given that the amount of the Deposit exceeds 8% of the assets ratio of the Company as defined under Rule 19.07(1) of the GEM Listing Rules, the Company is required to make relevant disclosures under Rule 17.15 of the GEM Listing Rules.

The Possible Acquisition, if proceeds, will constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules. Further announcement will be made by the Company as and when appropriate.

GENERAL

The Board would like to emphasise that, save for the provisions in the MOU and the Addendum, no legally binding agreement in relation to the Possible Acquisition has been entered into by the Company with any party as at the date of this announcement. As the Possible Acquisition may or may not materialise, Shareholders and potential investors are advised to exercise caution when dealing in shares of the Company.

On behalf of the Board
Computech Holdings Limited
Zhang Xiongfeng
Chairman

17 January 2014

As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Zhang Xiongfeng, Mr. Mak Kwong Yiu 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>.