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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 or 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 (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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 GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;  
(2) PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT UNDER  
THE SHARE OPTION SCHEME;  
(3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Chairman Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Wednesday, 30 April 2014 at 9:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use by the shareholders at the annual general meeting is enclosed herein.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meetings or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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>.

## CHARACTERISTICS OF GEM

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 have the following meanings:*

“10% General Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders
“AGM”	the annual general meeting of the Company to be held at Chairman Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Wednesday, 30 April 2014 at 9:00 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

## DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution as set out in resolution numbered 5 in the notice convening the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 March 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Proposed Refreshment”	the proposed refreshment of the 10% General Limit under the Share Option Scheme at the AGM
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital in issue as at the date of passing the relevant resolution as set out in resolution numbered 4 in the notice convening the AGM
“SFO”	the 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 or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

## DEFINITIONS

“Share Consolidation”	the share consolidation, of every ten (10) then issued and unissued shares of HK\$0.01 of the Company into one (1) consolidated share of HK\$0.10 of the Company, completed on 1 November 2012, details of which are set out in the circular of the Company dated 12 October 2012
“Share Option Scheme”	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution of all the then Shareholders passed on 10 November 2010
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in 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. Zhang Xiongfeng (*Chairman*)  
Mr. Zhang Peiao  
Mr. Mak Kwong Yiu  
Mr. Hung Kenneth

*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 1801  
18/F., Jubilee Centre  
46 Gloucester Road  
Wanchai  
Hong Kong

28 March 2014

*To the Shareholders*

Dear Sir or Madam

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;  
(2) PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT UNDER  
THE SHARE OPTION SCHEME; AND  
(3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the Proposed Refreshment; and (iii) the proposed re-election of Directors.

\* For identification purpose only

## LETTER FROM THE BOARD

### 2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

The general mandates previously granted to the Directors to repurchase and issue Shares by the Shareholders at the annual general meeting of the Company held on 15 May 2013 will expire at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the total nominal amount of the issued share capital of the Company on the date of passing such resolution (i.e. an aggregate nominal amount of Shares up to HK\$11,208,576.20 (equivalent to 112,085,762 Shares) assuming that the total number of Shares in issue remains the same at 1,120,857,620 Shares from the Latest Practicable Date up to the date of passing such resolution);
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the total nominal amount of the share capital of the Company in issue on the date of passing such resolution (i.e. an aggregate nominal amount of Shares up to HK\$22,417,152.40 (equivalent to 224,171,524 Shares) assuming that the total number of Shares in issue remains the same at 1,120,857,620 Shares from the Latest Practicable Date up to the date of passing such resolution); and
- (c) to extend the General Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the General Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages 17 to 22 of this circular. With reference to the Repurchase Mandate and the General Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.



## LETTER FROM THE BOARD

### 3. PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME

Under the rules of the Share Option Scheme:

- (1) the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group is subject to the 10% General Limit; and
- (2) the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the Shares in issue from time to time ("**30% Overall Limit**").

The Company may seek approval from the Shareholders in general meeting for refreshing the 10% General Limit so that the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group shall be re-set at 10% of the Shares in issue as at the date of approval of the limit as "refreshed". In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% General Limit as "refreshed".

The Company adopted the Share Option Scheme on 10 November 2010 and as at the date of adoption of the Share Option Scheme, the total number of shares of HK\$0.01 each of the Company that may fall to be allotted and issued upon exercise of the options to be granted in full under the Share Option Scheme was 91,353,699. The existing 10% General Limit is 91,353,699 shares of HK\$0.01 each of the Company before the Share Consolidation, being 10% of the shares of HK\$0.01 each of the Company in issue as at 10 November 2010 (i.e. the adoption date of the Share Option Scheme). The 10% General Limit has not been previously refreshed since the adoption of the Share Option Scheme. The Company has complied with Rule 23.03(4) of the GEM Listing Rules for the share options granted.

## LETTER FROM THE BOARD

The following table sets out the details of the Company's share options since 10 November 2010:

	<b>Total number of share options</b>
Granted	42,159,479 shares of HK\$0.01 each
Exercised	5,759,479 shares of HK\$0.01 each
Lapsed/cancelled	36,400,000 shares of HK\$0.01 each
Adjustment as a result of the Share Consolidation ( <i>Note</i> )	77,034,798 shares of HK\$0.01 each
May be granted	8,559,422 Shares

*Note:* Upon the completion of the Share Consolidation, the total number of share options that may be granted under the Share Option Scheme has been reduced by 77,034,798 shares of HK\$0.01 each of the Company from 85,594,220 shares of HK\$0.01 each of the Company to 8,559,422 Shares. As shown above, the number of share option which may be granted is 8,559,422 Shares, which represents 0.76% of the existing issued share capital of the Company. As at the Latest Practicable Date, there were no outstanding share options carrying the rights to subscribe for Shares.

The Directors consider that it is in the interests of the Company and the Shareholders as a whole to grant the refreshment of the 10% General Limit so as to provide the Company with greater flexibility in granting share options to eligible participants under the Share Option Scheme, who, in the sole discretion of the Board, have made or may make contribution to the Group as well as to provide incentives to those persons and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct interest in attaining the long term business objectives of the Group. For these reasons, the Directors will propose the passing of an ordinary resolution at the Annual General Meeting for "refreshing" the 10% General Limit.

On the basis of 1,120,857,620 Shares being in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased prior to the AGM, the maximum number of Shares which may be issued upon exercise of all share options that may be granted under the 10% General Limit so refreshed is 112,085,762.

## LETTER FROM THE BOARD

The refreshment of the 10% General Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Proposed Refreshment; and
- (b) the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the Share Option Scheme within the 10% General Limit so refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the AGM, which may fall to be issued pursuant to the exercise of the options to be granted under the Share Option Scheme within the 10% General Limit so refreshed.

#### **4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

Pursuant to Article 86(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company after his appointment and shall be eligible for re-election. Each of Mr. Zhang Peiao and Mr. Hung Kenneth will hold office until the AGM and both of them, being eligible, will offer themselves for re-election at the AGM pursuant to Article 86(3) of the Articles of Association.

In addition, pursuant to Article 87(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, 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 by rotation at least once every three years. As such, Mr. Wong Ching Yip and Mr. Luk Chi Shing shall retire at the AGM and both of them, being eligible, will offer themselves for re-election at the AGM.

Particulars of Mr. Zhang Peiao, Mr. Hung Kenneth, Mr. Wong Ching Yip and Mr. Luk Chi Shing are set out in Appendix II of this circular.

#### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 17 to 22 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the grant of the Repurchase Mandate and the General Mandate, the Extension Mandate, the Proposed Refreshment and the re-election of the retiring Directors.

In compliance with the GEM Listing Rules, all resolutions will be voted on by way of a poll at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of

## LETTER FROM THE BOARD

proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

### 6. 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.

### 7. RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, the Proposed Refreshment, and the re-election of the retiring Directors are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Retiring Directors proposed to be re-elected at the AGM) to this circular.

Yours faithfully  
On behalf of the Board  
**Computech Holdings Limited**  
**Zhang Xiongfeng**  
*Chairman*

The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

**1. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

**2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,120,857,620 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 1,120,857,620 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of the Shares up to HK\$11,208,576.20 (equivalent to 112,085,762 Shares), representing 10% of the aggregate nominal amount of the Shares in issue as at the date of the AGM.

**3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

**4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2013) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date, there was no person who had an interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and recorded in the register required to be kept under section 336 of the SFO.

The Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

**6. GENERAL**

None of the Directors or, to the best of their knowledge after having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the 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 grant of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

**7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange in the last 12 months were as follows:

<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2013</b>		
March	0.740	0.490
April	0.630	0.500
May	0.680	0.475
June	0.580	0.450
July	0.510	0.248
August	0.405	0.184
September	0.250	0.157
October	0.231	0.158
November	0.248	0.110
December	0.218	0.145
<b>2014</b>		
January	0.236	0.155
February	0.214	0.154
March (up to the Latest Practicable Date)	0.214	0.156

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Articles of Association and will be proposed to be re-elected at the same meeting are provided below.

**(1) Mr. Zhang Peiao (“Mr. Zhang”)**

Mr. Zhang, aged 38, is an executive Director. Mr. Zhang was graduated from the Shanghai Institute of Tourism\* (上海旅遊高等專科學校), which together with Shanghai Normal School of Tourism\* (上海師範大學旅遊學院) are treated as one educational institution with two different names, in July 1997. From March 2002 to June 2005, Mr. Zhang was the vice general manager (Shanghai district) for the marketing department of Guangzhou Optisp Co., Ltd.\* (廣州光通通信發展有限公司). From June 2005 to December 2013, Mr. Zhang was the senior vice president of KuBao Information Technology (Shanghai) Co., Ltd.\* (酷寶信息技術(上海)有限公司) and was responsible for the operation and management, media relations, government relations and legal affairs of China Online Game Service Network\* (中國網路遊戲服務網) (www.5173.com). Mr. Zhang has more than 7 years experience in the online game industry in the People’s Republic of China.

Since January 2008, Mr. Zhang has been the standing committee member for Interactive Entertainment Specialty Committee of Shanghai Information Service Industry Association\* (上海市信息服務業行業協會互動娛樂專業委員) (“**Association**”) and has participated in the online game management for the Association, including but not limited to, the formulation and drafting of the Shanghai Online Game Service Joint Enterprise Standard\* (上海市網絡遊戲服務聯合企業標準) Shanghai Online Game Service Joint Enterprise Regulation\* (上海市網絡遊戲服務規範) and the preparation and development of Online Game Anti-Pirating Green Union\* (網絡遊戲反盜號綠色聯盟).

Since September 2013, Mr. Zhang has participated in the management, advisory work and consultancy work for the online and mobile game industry of China Cultural Industry Association\* (中國文化產業協會).

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang has not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor does he has any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company. Save as mentioned above, Mr. Zhang does not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Zhang was not interested in any shares of the Company within the meaning of Part XV of the SFO.

\* English translated name is for identification only



Pursuant to the appointment letter entered into between Mr. Zhang and the Company, Mr. Zhang is appointed for a fixed term commencing on 30 January 2014 and ending on 31 December 2014. Mr. Zhang's appointment shall be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the articles of association of the Company. Mr. Zhang is entitled to a monthly director's fee of HK\$110,000 which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions. Mr. Zhang is also entitled to a discretionary bonus solely determined by the Board with reference to the performance of Mr. Zhang and the performance and financial conditions of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to Mr. Zhang that need to be brought to the attention of the shareholders of the Company.

## **2. Mr. Hung Kenneth ("Mr. Hung")**

Mr. Hung, aged 43, is an executive Director. He is also a director of a number of subsidiaries of the Company. Mr. Hung holds a degree of bachelor of science awarded by Woodbury University in June 1995. Mr. Hung has extensive experience in the entertainment industry. From March 2008 to September 2010, Mr. Hung was the China business development director for Golden Sun Films Distribution Ltd. From October 2010 to June 2012, Mr. Hung was the chief operation officer for Top Action Culture Development Co. Ltd. From July 2012 to October 2013, Mr. Hung was the business development director for Star Alliance Movies (Beijing) Co., Ltd..

As at the Latest Practicable Date, save as disclosed above, Mr. Hung has not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor does he has any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company. Save as mentioned above, Mr. Hung does not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Hung was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the appointment letter entered into between Mr. Hung and the Company, Mr. Hung is appointed for a fixed term commencing on 18 February 2014 and ending on 31 December 2014. Mr. Hung's appointment shall be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the articles of association of the Company. Mr. Hung is entitled to a monthly director's fee of HK\$60,000 which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions. Mr. Hung is also entitled to a discretionary bonus solely determined by the Board with reference to the performance of Mr. Hung and the performance and financial conditions of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to the appointment of Mr. Hung that need to be brought to the attention of the shareholders of the Company.

### 3. Mr. Wong Ching Yip (“Mr. Wong”)

Mr. Wong, aged 41, is an independent non-executive Director. Mr. Wong holds a degree of bachelor of arts in University of Winnipeg in Canada. Mr. Wong has extensive experience in the field of global sales and marketing covering areas including People Republic of China, United States of America and Europe. Mr. Wong had been an independent non-executive director of SMI Publishing Group Limited (“SMI”) (Stock code: 8010, currently known as Sing Pao Media Enterprises Limited), a company whose shares are listed on the GEM of the Stock Exchange, 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. Mr. Wong is the member of the audit committee, nomination committee and remuneration committee of the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Wong has not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor does he has any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company. Save as mentioned above, Mr. Wong does not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Wong was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Mr. Wong was appointed as the independent non-executive Director on 15 December 2011. Mr. Wong has not been appointed for a specific term. Mr. Wong’s appointment shall be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the articles of association of the Company. Mr. Wong is entitled to a monthly director’s fee of HK\$5,000 which is determined with reference to his duties and responsibilities in the Company and the market benchmark.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to the appointment of Mr. Wong that need to be brought to the attention of the shareholders of the Company.

**4. Mr. Luk Chi Shing (“Mr. Luk”)**

Mr. Luk, aged 44, is an independent non-executive Director. Mr. Luk holds a bachelor degree of arts in accountancy from the City University of Hong Kong. Mr. Luk is an associate member of the 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. Mr. Luk is also as the independent non-executive Director of Gamma Logistics Corporation Limited (Stock code: 8310), a company whose shares are listed on the GEM of the Stock Exchange. Mr. Luk is the member of the audit committee, nomination committee and remuneration committee of the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Luk has not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor does he has any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company. Save as mentioned above, Mr. Luk does not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Luk was not interested in any shares of the Company within the meaning of Part XV of the SFO.

Mr. Luk was appointed as the independent non-executive Director on 20 December 2011. Mr. Luk has not been appointed for a specific term. Mr. Luk’s appointment shall be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the articles of association of the Company. Mr. Luk is entitled to a monthly director’s fee of HK\$5,000 which is determined with reference to his duties and responsibilities in the Company and the market benchmark.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to the appointment of Mr. Luk that need to be brought to the attention of the shareholders of the Company.



**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 OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting ("**Meeting**") of Computech Holdings Limited ("**Company**") will be held at 9:00 a.m. on Wednesday, 30 April 2014 at Chairman Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong, for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2013;
2.
  - (a) To re-elect Mr. Zhang Peiao as an executive Director;
  - (b) To re-elect Mr. Hung Kenneth as an executive Director;
  - (c) To re-elect Mr. Wong Ching Yip as an independent non-executive Director;
  - (d) To re-elect Mr. Luk Chi Shing as an independent non-executive Director;  
and
  - (e) To authorize the board of Directors (the "**Board**") to fix the respective Directors' remuneration.
3. To re-appoint PKF, Certified Public Accountants as auditors of the Company and to authorize the Board to fix its remuneration;

\* *For identification purpose only*

## NOTICE OF AGM

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase (or agree to purchase) its shares (“**Share**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total nominal amount of Shares to be purchased or agreed to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 percent of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) 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.”;

## NOTICE OF AGM

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorized and unissued shares (“Shares”) in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements or options, including warrants to subscribe for Shares, 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 and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of any options granted under a share option scheme of the Company;
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of:

- (aa) 20 per cent, of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

## NOTICE OF AGM

(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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) 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;

“**Rights Issue**” means an offer of Shares, or offer on issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”;

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the 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 5 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 or agreed to be purchased by the Company pursuant to the mandate referred to in the resolution set out in item 4 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.”

## NOTICE OF AGM

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of all the then Shareholders passed on 10 November 2010 (the “**Share Option Scheme**”), representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10 per cent. Mandate under the Share Option Scheme (the “**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
- (b) the directors of the Company or a duly authorised committee thereof be and is/are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

On behalf of the Board  
**Computech Holdings Limited**  
**Zhang Xiongfeng**  
*Chairman*

Hong Kong, 28 March 2014



## NOTICE OF AGM

*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 1801  
18/F., Jubilee Centre  
46 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

1. All resolutions at the AGM 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 GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the AGM or any adjournment thereof in cases where the AGM was originally held within 12 months from such date.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person 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 be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.