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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)

**CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 9:00 a.m. on Monday, 26 May 2014 at Chairman Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use by the shareholders at the extraordinary 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 meeting 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:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Computech Holdings Limited” to “China Mobile Games and Cultural Investment Limited” and the adoption of “中國手遊文化投資有限公司” as the dual foreign name in Chinese of the Company to replace “駿科網絡訊息有限公司” which has been used for identification purposes only
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held at 9:00 a.m. on Monday, 26 May 2014 at Chairman Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong for the Shareholders to consider, and if thought fit, approve the resolution contained in the notice of EGM which is set out on pages EGM-1 to EGM-2 of this circular, or any adjournment thereof
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	28 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“PRC”	The People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.1 each in the capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



COMPUTECH HOLDINGS LIMITED

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(Stock code: 8081)

Executive Directors:

Mr. Zhang Xiongfeng (*Chairman*)

Mr. Zhang Peiao

Mr. Hung Kenneth

Independent non-executive Directors:

Mr. Wong Siu Keung, Joe

Mr. Wong Ching Yip

Mr. Luk Chi Shing

Registered office:

Cricket Square,

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

2 May 2014

To the Shareholders

Dear Sir or Madam

CHANGE OF COMPANY NAME

INTRODUCTION

At the forthcoming EGM, a special resolution will be proposed to seek the Shareholders' approval for the Change of Company Name. The purpose of this circular is to provide you with information in respect of the special resolution to be proposed at the EGM regarding the Change of Company Name and to give you notice of the EGM.

CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "Computech Holdings Limited" to "China Mobile Games and Cultural Investment Limited" and to adopt "中國手遊文化投資有限公司" as the dual foreign name in Chinese of the Company to replace "駿科網絡訊息有限公司" which has been used for identification purposes only.

* *For identification purposes only*

LETTER FROM THE BOARD

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (2) the approval of the Registrar of Companies of the Cayman Islands of the Change of Company Name by the issuance of a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the new English name and dual foreign name in Chinese of the Company will be entered into the Register of Companies maintained by the Registrar of Companies of the Cayman Islands in place of the former English name of the Company. The Change of Company Name will take effect from the date on which the Registrar of Companies of the Cayman Islands issuing a certificate of incorporation on change of name to the Company. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Upon the Change of Company Name becoming effective, the Board will propose and resolve the adoption of a new Company logo to reflect the Change of Company Name.

REASONS FOR THE CHANGE OF COMPANY NAME

As disclosed in the annual report of the Company, the Group aims to develop as one of the leading players in mobile-online gaming industry and has entered into a number of transactions in pursuit of such aim.

Reference is made to the announcements of the Company dated 29 January 2014 in relation to the conditional acquisition of 5% issued share capital of Mighty Eight Investments Limited (“**Mighty Eight**”) and the Company’s announcement dated 2 April 2014 in relation to the conditional acquisition of additional 13% of the issued share capital of Mighty Eight. Mighty Eight, together with its subsidiaries and companies controlled by it (“**Mighty Eight Group**”), are principally engaged in the development, operation, marketing and distribution of mobile-online games. One of the members of the Mighty Eight Group recently launched a new mobile game Voyage-Mobile (手機大航海) in various digital distribution platforms for mobile application software, including Google Play. Another member of the Mighty Eight Group is well known by its original SanGuo-themed games, namely “**手機三國**”, which are popular in the Greater China and South East Asia and ranked high on various digital distribution platforms for mobile application software, including Google Play and App Store.

LETTER FROM THE BOARD

On 12 March 2014, the Group announced that it intended to form a wholly foreign owned enterprise (“WFOE”) in Shanghai, the PRC which would be engaging in design, research and development of mobile-online games and identifying and securing intellectual property rights for onward sale or licensing. In addition, the Group entered into the cooperation agreement with Something Big Technology Company Limited (“HK SBT”) in relation to the appointment of HK SBT as the preference cooperation partner of the Group in relation to the operation, publication and distribution of the mobile-online games to be developed by the Group from time to time. Details of the WFOE and the cooperation agreement were set out in the Company’s announcement dated 12 March 2014.

On 14 March 2014, the Group entered into an exclusive license agreement with Jade Dynasty Publications Limited (“Jade Dynasty”) pursuant to which Jade Dynasty shall grant the exclusive licence to the Group to, through itself and/or the operator appointed by the Group, to develop smart mobile devices games and its derived products in any languages based on the contents of the comic named Solor Load (小魔神) or any of the comics composed by Mr. Wong Chun Loong (alias Mr. Wong Yuk Long) as agreed by the parties to the license agreement (including but not limited to the character images, storylines, display screen, circumstances and various items (weapons and costumes) of various comics series) during the licence period. Details of the exclusive licence agreement were set out in the Company’s announcement dated 14 March 2014.

In view of the above, the Board considers that the Change of Company Name will better reflect and emphasise the business focus of the Group in the mobile-online games business. The Board considers that the proposed new company name will provide the Company a better identification and strengthen the Company’s corporate image.

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the holders of securities of the Company. The existing certificates of securities in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Change of Company Name becoming effective, new certificates of securities will be issued only in the new name and dual foreign name of the Company.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the shares of the Company on the Stock Exchange.

LETTER FROM THE BOARD

EGM

The EGM will be held at 9:00 a.m. on Monday, 26 May 2014 at Chairman Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong, the notice of which is set out on pages EGM-1 to EGM-2 of this circular, for the Shareholders to consider and, if thought fit, approve the Change of Company Name.

In compliance with the GEM Listing Rules, all resolutions will be voted on by way of a poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolution regarding the Change of Company Name at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

RECOMMENDATION

The Directors believe that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

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

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Computech Holdings Limited (“**Company**”) will be held at 9:00 a.m. on Monday, 26 May 2014 at Chairman Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to the entry of “China Mobile Games and Cultural Investment Limited” as the new English name and the entry of “中國手遊文化投資有限公司” as the dual foreign name in Chinese in the register of companies maintained by the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Computech Holdings Limited” to “China Mobile Games and Cultural Investment Limited” and a new dual foreign name in Chinese “中國手遊文化投資有限公司” be adopted to replace “駿科網絡訊息有限公司” which has been used for identification purposes only with effect from the date on which a certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands and any one director of the Company be and is hereby authorised generally to do such acts and things and execute all documents or make such arrangements as he may consider necessary or expedient to effect the aforesaid change of name of the Company.”

On behalf of the Board
Computech Holdings Limited
Zhang Xiongfeng
Chairman

Hong Kong, 2 May 2014

Registered office:
Cricket Square,
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

* *For identification purposes only*

NOTICE OF EGM

Notes:

1. The resolution at the EGM 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 EGM 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 EGM. 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM 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 EGM or any adjournment thereof in cases where the EGM 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 EGM, 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 EGM, 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 EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

As at the date of this notice, the Board comprises (i) three executive Directors, namely Mr. Zhang Xiongfeng, Mr. Zhang Peiao and Mr. Hung Kenneth, and (ii) three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing.