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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 stockbroker or other registered dealer 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 together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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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)

**(I) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE;
(II) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(III) RE-ELECTION OF DIRECTOR;
AND
(IV) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Placing Agent



A notice convening an extraordinary general meeting of the Company to be held at Jasmine Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Tuesday, 14 January 2014 at 9:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting if 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:

“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
“Business Day”	any day (not being a Saturday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“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 convened to be held at Jasmine Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Tuesday, 14 January 2014 at 9:00 a.m. for the Shareholders to consider and, if thought fit, approve (i) the SM Placing Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate; (ii) the proposed Increase in Authorised Share Capital; and (iii) the re-election of Director, or any adjournment thereof, the notice of which is set out in pages EGM-1 to EGM-3 of this circular
“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

DEFINITIONS

“GM Placing”	the private placing of the GM Placing Shares by or on behalf of the Placing Agent to the Placees on the terms and conditions set out in the GM Placing Agreement, completion of which took place on 28 November 2013, details of which are set out in the announcement of the Company dated 28 November 2013
“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”	110,000,000 new Shares 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”	the Hong Kong Special Administrative Region of the PRC
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$100,000,000 (divided into 1,000,000,000 Shares) to HK\$200,000,000 (divided into 2,000,000,000 Shares) by the creation of an additional 1,000,000,000 Shares
“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
“Latest Practicable Date”	20 December 2013, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein
“Placee(s)”	any individuals, corporate, institutional investors or other investors procured (as regards the GM Placing) or to be procured (as regards the SM Placing) by or on behalf of the Placing Agent

DEFINITIONS

“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)
“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 private placing of the SM Placing Shares by or on behalf of the Placing Agent to the Placees, 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 Price”	HK\$0.128 per SM Placing Share
“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.



COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8081)

Executive Directors:

Mr. Yang Yue Zhou (*Chairman*)
Mr. Mak Kwong Yiu (*Compliance Officer and
Authorised Representative*)
Mr. Kwok Shun Tim
Mr. Zhang Xiongfeng

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

27 December 2013

To the Shareholders

Dear Sir/Madam

**(I) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE;
(II) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
AND
(III) RE-ELECTION OF DIRECTOR**

(I) INTRODUCTION

Reference is made to the announcement of the Company dated 12 November 2013. After trading hours on 12 November 2013, the Company entered into the GM Placing Agreement and the SM Placing Agreement with the Placing Agent, pursuant to which the Company has conditionally agreed to place, through the Placing Agent, a maximum of 110,000,000 GM Placing Shares and a maximum of 190,000,000 SM Placing Shares respectively. On 28 November 2013, the GM Placing in respect of 110,000,000 GM Placing Shares completed.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular, among other matters, is to provide you with the relevant information regarding resolutions to be proposed at the EGM relating to:

- (a) the allotment and issue up to 190,000,000 SM Placing Shares;
- (b) increase in authorised share capital of the Company to HK\$200,000,000; and
- (c) re-election of Director, and

to give you notice of the EGM.

(II) SM PLACING

The principal terms of the SM Placing Agreement are set out below:

1. 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 SM 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 and the usual rate charged by the Placing Agent.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, the Placing Agent and its ultimate beneficial owners were 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

LETTER FROM THE BOARD

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 Places becomes a new substantial shareholder of the Company after the completion of the SM Placing, further announcement will be made by the Company.

SM Placing Price:

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

- (i) a discount of approximately 17.42% to the closing price of HK\$0.155 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) 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 SM Placing Agreement; and
- (iii) 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 SM Placing Agreement.

The SM 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 SM Placing Agreement (including the SM 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 represents (i) approximately 20.41% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 16.95% of the existing issued share capital of the Company as enlarged by the SM Placing. 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.

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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.

None of the conditions above can be waived. 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 Agent 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).

As at the Latest Practicable Date, none of the conditions above have been fulfilled.

Completion:

Completion of the SM Placing shall take place on the third Business Day after the fulfillment 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.

LETTER FROM THE BOARD

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 Latest Practicable Date.

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

Application for listing

An application will be made by the Company to the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the SM Placing Shares.

LETTER FROM THE BOARD

2. Reasons for 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.

As at 30 November 2013, the unaudited consolidated cash and bank balances of the Group was approximately HK\$40 million, among which (i) the net proceeds from the GM Placing in the amount of approximately HK\$13.4 million are intended to be applied towards 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 (“**Development Plan**”); (ii) approximately HK\$20 million is allocated for the Group’s health check business (among which approximately HK\$7.5 million is allocated for the annual expenditure on the regular inspections of the advanced imaging facilities as disclosed in the circular of the Company dated 24 August 2013 and approximately HK\$12.5 million will be used as the general working capital of the Group for the running and operating of the health check business); and (iii) approximately HK\$6.6 million will be used as the general working capital of the Group and other business segments.

IT Business

As disclosed in the Company’s quarterly results for the nine months ended 30 September 2013, the Group intends to improve the profit margin of the Group by investing more resources on IT software products rather than on the sale of IT hardware products and will explore the feasibility in implementing the Development Plan. The major focus of the Group in the foreseeable future will remain on the implementation of the Development Plan.

In this regard, the Group has entered into various joint venture agreements (in respect of the joint venture which will be principally engaging in research, development, operation and management of web-based platform for deal sourcing and matching services and providing information regarding project investment and fund investment and such other businesses as may be agreed, details of which are disclosed in the announcement of the Company dated 2 October 2013, the “**ChinaQFii JV**” and in respect of the joint venture which will be principally engaging in the development and sale of computer and mobile phone games, details of which are disclosed in the announcement of the Company dated 5 December 2013, the “**Ample JV**”) and a memorandum of understanding in respect of the acquisition (“**Possible Acquisition**”) of a group of companies (“**Target Group**”) principally engaging in the development and operation of mobile-online games, details of which are disclosed in the announcement (“**Possible Acquisition Announcement**”) of the Company dated 22 November 2013.

LETTER FROM THE BOARD

In respect of the ChinaQFii JV, the Group has contributed to the sum of HK\$7,000 for the initial contribution of the issued capital of the ChinaQFii JV and is committed to provide an initial shareholder's loan to the ChinaQFii JV of a maximum amount of HK\$13,993,000 in accordance with the working capital requirement of the ChinaQFii JV. In respect of the Ample JV (the establishment of which is conditional upon the completion of the Possible Acquisition), the maximum investment by the Group shall be HK\$20 million. With regard to the Possible Acquisition, the Group is currently conducting the due diligence review on the Target Group and the negotiation is still in its preliminary stage. Therefore, the management is not able to provide an accurate estimate on the fund required for funding the acquisition cost and its future operations of the Target Group. Taking into account of the cash position of the Group, should the Possible Acquisition become materialised and without the proceeds from the SM Placing, substantially all of the cash consideration of the Possible Acquisition would have to be financed by bank financing and/or debt financing. In this regard, the Company intends to apply the entire net proceeds from the SM Placing towards the Possible Acquisition and the SM Placing is expected to enable the Group to improve the gearing ratio of the Group as it will enlarge the base of the Company's shareholders' fund. In the event the Possible Acquisition does not become materialised, the Board intends to retain the proceeds from the SM Placing towards the Development Plan or for other uses when other suitable opportunities arise. As at the Latest Practicable Date, there was no specific timeline for any of the above-mentioned capital injection and/or capital commitment to be made by the Group.

As such, the Directors are of the view that the application of net proceeds from the SM Placing towards the Possible Acquisition and the Development Plan are in line with the Group's business plan in the IT business segment. In view of the above, the Directors are of the view that 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 SM Placing also represents a good opportunity to broaden the shareholders' base and the capital base of the Company. The Directors consider that the SM Placing is in the interest of the Company and the Shareholders as a whole.

Depending on the funds required by the Group for the implementation of the Development Plan, the Company may carry out further fund raising exercise by way of equity issue and/or debt financing and/or third party loan. As disclosed in the Possible Acquisition Announcement, the consideration for the Possible Acquisition may comprise cash and convertible notes. As at the Latest Practicable Date, the Company had no concrete plan as to the scale and terms of any convertible notes that may be issued should the Possible Acquisition be materialised.

LETTER FROM THE BOARD

Other business segments of the Group

Apart from the Group's IT business, the Group aims to maintain and continue the momentum of stability in respect of the development of its other business segments, and there is no current plan to proactively change the existing business model of the other business segments of the Group. As disclosed in the Company's quarterly results for the nine months ended 30 September 2013, the Group has the following plans in relation to its other business segments:

- (i) in respect of the money lending business, the Group will focus on the secondary mortgage and personal loan for customers with good credit in Hong Kong and continue to expand its loan portfolio for generating a healthy cash flow and steady returns;
- (ii) regarding the newly acquired health check business of the Group, this segment continues to operate stably as a self-sustaining business since the completion of the acquisition by the Group on 30 September 2013 and there was no special capital needs from the Group as at the Latest Practicable Date. The Directors are in the process of reviewing the operations of the health check centres and the entire healthcare industry for formulating a long term development plan; and
- (iii) with respect to the investment property which the Group has currently leased to an Independent Third Party, the Group intends to continue the lease in order to receive stable rental income for the Group.

LETTER FROM THE BOARD

(III) FUND RAISING ACTIVITIES OF THE COMPANY IN THE 12 MONTHS IMMEDIATELY PRECEDING THE LATEST PRACTICABLE DATE

Apart from the fund raising activity mentioned below, the Company had not raised any other fund in the past 12 months immediately preceding the Latest Practicable Date:

Date of announcement	Fund raising activity	Intended use of net proceeds	Actual use of net proceeds as at the Latest Practicable Date
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 the 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.
12 November 2013	Placing of 110,000,000 new Shares at HK\$0.128 per Share pursuant to the General Mandate	Approximately HK\$13.4 million was intended to 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 set out in the announcement of the Company dated 12 November 2013.	the entire net proceeds has not been utilized.

LETTER FROM THE BOARD

(IV) 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 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 from the Latest Practicable Date until the issue of the SM Placing Shares) are set out as below:

Shareholders <i>(Note 1)</i>	As at the		Upon completion of the	
	Latest Practicable Date		SM Placing	
	<i>Number of</i>	<i>Approximate</i>	<i>Number of</i>	<i>Approximate</i>
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Placees of the SM Placing	–	–	190,000,000	16.95
Other public shareholders	930,857,620	100.00	930,857,620	83.05
Total	930,857,620	100.00	1,120,857,620	100.00

Notes:

1. 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 the Latest Practicable Date.
2. 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.

(V) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Company had an authorised share capital of HK\$100,000,000 divided into 1,000,000,000 Shares of which 930,857,620 Shares were in issue as at the Latest Practicable Date.

In order to cater for the issue of the SM Placing Shares, the Board proposes to increase the authorised share capital of the Company to HK\$200,000,000 divided into 2,000,000,000 Shares by the creation of an additional 1,000,000,000 new Shares. Such new Shares, upon issued and fully paid, shall rank pari passu in all respects with the Shares then in issue.

LETTER FROM THE BOARD

Other than the issue of SM Placing Shares (subject to the approval of the Shareholders at the EGM), as at the Latest Practicable Date, the Board has no present intention to issue any part of the increased authorised share capital of the Company. Further announcement(s) will be made by the Company if it proposes to issue any new Shares in the future.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM. The Board is of the view that the Increase in Authorised Share Capital will provide flexibility to the Company in determining its future business plan, and is therefore in the interest of the Company and the Shareholders taken as a whole.

(VI) RE-ELECTION OF DIRECTOR

Mr. Zhang Xiongfeng (“**Mr. Zhang**”) was appointed as an executive Director with effect from 9 December 2013. Pursuant to Article 86(3) of the articles of association of the Company, the Board 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.

As such, Mr. Zhang shall only hold office until the EGM and, being eligible, Mr. Zhang will offer himself for re-election as an executive Director at the EGM.

Biographical details of Mr. Zhang are set out below:

Mr. Zhang, aged 45, holds a bachelor’s of arts degree in German Language awarded by Shanghai International Studies University (上海外國語大學) in July 1990. Mr. Zhang has extensive experience in the investment banking industry specialising in the area of corporate finance. From December 2004 to September 2010, Mr. Zhang was employed at Daiwa Capital Markets Hong Kong Limited. From October 2010 to May 2012, Mr. Zhang was the Joint Head of Corporate Finance of Oriental Patron Asia Limited.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang had not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor did he have 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 did 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 (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

LETTER FROM THE BOARD

Pursuant to the appointment letter entered into between Mr. Zhang and the Company, Mr. Zhang is appointed for a fixed term 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\$20,000 which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

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. Zhang that need to be brought to the attention of the Shareholders.

(VII) EGM

The EGM will be held at Jasmine Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Tuesday, 14 January 2014 at 9:00 a.m. for the purposes of considering and, if thought fit, approving the SM Placing Agreement and all the transactions contemplated thereunder (including the grant of the Specific Mandate), the Increase in Authorised Share Capital and the re-election of Mr. Zhang as an executive Director. To the best knowledge of the Directors, no Shareholder is required to abstain from voting at the EGM in respect of any of the resolutions.

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 the same to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

(VIII) 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 Group. 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 document misleading.

LETTER FROM THE BOARD

(IX) RECOMMENDATION

The Directors are of the opinion that the SM Placing, the terms of the SM Placing Agreement and the Increase in Authorised Share Capital are fair and reasonable; and the proposed re-election of Mr. Zhang as an executive Director, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

By order of the Board
Computech Holdings Limited
Kwok Shun Tim
Executive Director



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 the shareholders of Computech Holdings Limited (“Company”) will be held at Jasmine Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Tuesday, 14 January 2014 at 9:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the SM Placing Agreement (as defined in, the principal terms of which are summarised in, the circular (“Circular”) to the shareholders of the Company dated 27 December 2013, a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and all the transactions contemplated thereunder (including the allotment and issue of the SM Placing Shares (as defined in the Circular) pursuant thereto) be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider necessary, desirable or expedient to give effect to the SM Placing Agreement and all the transactions contemplated thereunder (including the allotment and issue of the SM Placing Shares pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company.”

* *For identification purpose only*

NOTICE OF EGM

2. **“THAT**
 - (a) the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 1,000,000,000 ordinary shares of HK\$0.10 each (**“Shares”**) to HK\$200,000,000 divided into 2,000,000,000 Shares by the creation of an additional 1,000,000,000 Shares (**“Increase in Authorised Share Capital”**); and
 - (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”
3. **“THAT** Mr. Zhang Xiongfeng be re-elected as an executive director of the Company.”

By order of the Board
Computech Holdings Limited
Kwok Shun Tim
Executive Director

Hong Kong, 27 December 2013

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 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/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her 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 appointer or of his/her 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.

NOTICE OF EGM

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 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 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 of the Company 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.