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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)

**VOLUNTARY ANNOUNCEMENT –
MEMORANDUM OF UNDERSTANDING IN RELATION TO
THE PROPOSED ACQUISITION OF THE ENTIRE INTEREST IN
LUCK KEY INVESTMENT LIMITED**

THE MEMORANDUM

On 5 February 2013 (after trading hours), the Company and the Proposed Vendors entered into the Memorandum in relation to the Proposed Acquisition. It is expected that the consideration will be settled by cash by the Group's internal resources. The Proposed Acquisition, if materialised, may constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules. Further announcement(s) in relation to the Proposed Acquisition will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

The Board would like to emphasize that no legally binding agreement in relation to the Proposed Acquisition has been entered into by the Company with any party as at the date of this announcement (save as to the confidentiality, governing law and exclusivity right on the negotiation for the Proposed Acquisition during the Exclusivity Period under the Memorandum). As the Proposed Acquisition may or may not materialize, Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This is a voluntary announcement made by the Company.

* *For identification purpose only*

THE MEMORANDUM OF UNDERSTANDING

Date: 5 February 2013

Parties:

- (a) Proposed Vendors: (i) China Gogreen Assets Investment Limited;
(ii) Town Health (BVI) Limited;
(iii) Dr. Fung Yiu Tong, Bennet; and
- (b) Proposed Purchaser: the Company.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquires, each of the Proposed Vendors and its ultimate beneficial owner(s) is an Independent Third Party as at the date of this announcement.

Assets to be acquired

Pursuant to the Memorandum, it is proposed that the Company, will acquire, and the Vendors, will sell, the entire issued share capital of the Target.

Consideration

The consideration of the Proposed Acquisition shall be determined after further negotiation between the Company and Proposed Vendors. It is expected that the consideration will be settled by cash by the Group's internal resources.

Due diligence review

After the signing of the Memorandum, the Company (and its agents and/or advisers) shall be entitled to assess and review the records and affairs of the Target and its subsidiaries and the Proposed Vendors shall, and shall procure its officers, employees and advisers to, provide reasonable assistance in this respect ("**Due Diligence Review**").

Conditions precedent

Completion of the Proposed Acquisition is conditional upon, among other conditions, the Company being satisfied with the results of the Due Diligence Review and compliance with all applicable legal and regulatory requirements by the parties.

Exclusivity

An exclusivity period (“**Exclusivity Period**”) of three months from the date of the signing of the Memorandum up to (and inclusive of) 4 May 2013 (or such other dates as agreed by the parties in writing) was granted to the Company, during which the Proposed Vendors have agreed that, each of them shall not, among other things, discuss or negotiate or enter into any contract or agreement with or give any undertaking in favour of any third party for the purpose of frustrating or impeding the furtherance of the transaction contemplated under this Memorandum.

The parties to the Memorandum shall negotiate, in good faith, for the definitive agreement in connection with the Proposed Acquisition during the Exclusivity Period.

Termination

The Memorandum will be automatically terminated upon the earlier of the expiry of the Exclusivity Period or the definitive agreement in relation to the Proposed Acquisition has been entered into.

BACKGROUND INFORMATION ON THE TARGET AND THE GROUP

The Target is a company incorporated in the British Virgin Islands with limited liability. The Target and its subsidiaries are principally engaged in the provision of medical diagnostic and health check services. Currently, the Target Group is operating an aggregate of 9 health check centres and 2 laboratories in Hong Kong providing one-stop comprehensive and quality medical diagnostic services with advanced imaging technology and experienced medical and healthcare professionals.

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

In view of the aging population in Hong Kong, it is expected that the Proposed Acquisition, if materialised, will present a good opportunity for the Group to tap into the medical diagnostic and health check services and enable the Group to diversify its investment in a business sector with growth potential.

GENERAL

The Proposed Acquisition, if materialised, may constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules. Further announcement(s) in relation to the Proposed Acquisition will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

The Board would like to emphasize that no legally binding agreement in relation to the Proposed Acquisition has been entered into by the Company as at the date of this announcement (save as to confidentiality, governing law and the exclusivity right on the negotiation for the Proposed Acquisition during the Exclusivity Period under the Memorandum). As the Proposed Acquisition may or may not materialize, Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

TERMS USED IN THIS ANNOUNCEMENT

“Board”	the board of Directors
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	independent third party who is independent of and not connected with the Company and the connected person(s) (as defined in the GEM Listing Rules) of the Company
“Memorandum”	the memorandum of understanding dated 5 February 2013 entered into between the Proposed Vendors and the Company in relation to the Proposed Acquisition
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Acquisition”	the proposed acquisition by the Company of the entire issued share capital of the Target

“Proposed Purchaser”	the Company
“Proposed Vendors”	collectively, (i) China Gogreen Assets Investment Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange; (ii) Town Health (BVI) Limited; and (iii) Dr. Fung Yiu Tong, Bennet
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Luck Key Investment Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly-owned by the Proposed Vendors

By order of the Board
Computech Holdings Limited
Yang Yue Zhou
Chairman

Hong Kong, 5 February 2013

As at the date of this announcement, the Board comprises (i) four executive Directors, namely Mr. Yang Yue Zhou, Mr. Mak Kwong Yiu, Mr. Jiang Tan Shan and Mr. Kwok Shun Tim and (ii) three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in the compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the website of the Company at <http://www.computech.com.hk>.