
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Computech Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is addressed to the shareholders of the Company in connection with an extraordinary general meeting of the Company to be held on Thursday, 1 June 2006. This circular is not and does not constitute an offer of, nor is it intended to invite offers for, shares in or other securities of the Company.



PROPOSED SHARE CONSOLIDATION CHANGE IN BOARD LOT SIZE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A notice convening the EGM of the Company to be held at 10th Floor, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong, at 10:00 a.m. on Thursday, 1 June 2006 is set out on pages 12 to 16 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

If you are not able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at 10th Floor, Westlands Centre, 20 Westlands Road, Quarry Bay, 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 meeting should you wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

8 May, 2006

* for identification purpose only

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“Announcement”	the announcement of the Company dated 19 April 2006 relating to the proposed Share Consolidation, change in board lots size and the amendments to the Articles of Association
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Business Day”	means a day (other than a Saturday or a day on which the storm warning is hoisted in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.) on which banks in Hong Kong are generally open for business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Consolidated Share(s)”	ordinary consolidated share(s) of par value HK\$0.05 each in the share capital of the Company after the Share Consolidation becomes effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Thursday, 1 June 2006 at which relevant resolutions will be proposed to consider and, if thought fit, approve the Share Consolidation and the amendments to the Articles of Association
“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
“HKSCC”	the Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 May 2006, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Registrar”	the Company’s share registrar and transfer office in Hong Kong, being Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“Share Consolidation”	the consolidation of every five Shares into one Consolidated Share
“Shareholder(s)”	holder(s) of Share(s) or Consolidated Share(s) (as the case may be)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%” or “per cent.”	percentage or per centum

EXPECTED TIMETABLE

2006

Latest time for return of proxy form of EGM (not less than 48 hours prior to EGM)	10:00 a.m., Tuesday, 30 May
EGM	10:00 a.m., Thursday, 1 June
Effective date for the Share Consolidation	after 4:00 p.m., Thursday, 1 June
Commencement of dealings in Consolidated Shares	Friday, 2 June
Original counter for trading in Shares (in board lots of 30,000 Shares) closes	9:30 a.m., Friday, 2 June
Temporary counter for trading in Consolidated Shares in board lots of 6,000 Consolidated Shares (in form of existing share certificates) opens	9:30 a.m., Friday, 2 June
Free exchange of existing share certificates for new share certificates commences	Friday, 2 June
Original counter for trading in Consolidated Shares (in board lots of 10,000 Consolidated Shares) re-opens	9:30 a.m., Friday, 16 June
Parallel trading in Consolidated Shares (in form of new and existing certificates) begins	9:30 a.m., Friday, 16 June
Designated broker starts to stand in the market to provide matching services	Friday, 16 June
Temporary counter for trading in Consolidated Shares in board lots of 6,000 Consolidated Shares (in form of existing share certificates) closes	4:00 p.m., Friday, 7 July
Parallel trading in Consolidated Shares (in form of new and existing certificates) ends	4:00 p.m., Friday, 7 July
Designated broker ceases to stand in the market to provide matching services	4:00 p.m., Friday, 7 July
Free exchange of existing share certificates for new share certificates ends	Wednesday, 12 July

Note: All times and dates refer to Hong Kong local times and dates in this circular.


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. Fung Pak Chuen, Alphonso (*Chairman*)

Mr. Lo, Richard

Independent Non-Executive Directors:

Mr. Lee Sai Yeung

Mr. Chung Kong Fei, Stephen

Mr. Ng Chik Sum, Jackson

Registered office:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681GT

George Town

Grand Cayman

British West Indies

*Head office and principal place
of business in Hong Kong:*

10th Floor, Westlands Centre

20 Westlands Road

Quarry Bay

Hong Kong

8 May 2006

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION
CHANGE IN BOARD LOT SIZE
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

INTRODUCTION

On 19 April 2006, the Company announced the proposed Share Consolidation and amendments to the Articles of Association, which are subject to, among others, the approval of the Shareholders at the EGM. In addition, the board lot size of the Company will be changed upon the Share Consolidation becoming effective.

* *for identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further details of the proposed Share Consolidation, change in board lot size and the amendments to the Articles of Association and to give you notice of the EGM at which relevant resolutions will be proposed to consider and, if thought fit, approve the Share Consolidation and amendments to the Articles of Association.

SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation whereby every five Shares of par value HK\$0.01 each will be consolidated into one Consolidated Share of par value HK\$0.05 each. Fractional Consolidated Shares will not be issued to the Shareholders but will be aggregated and, if possible, sold for the benefit of the Company.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$10,000,000 comprising 1,000,000,000 Shares of par value of HK\$0.01 each, of which 524,010,000 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation taking effect and on the basis that the Company does not allot and issue any new Shares prior thereto, the authorised share capital of the Company shall be HK\$10,000,000 comprising 200,000,000 Consolidated Shares, of which 104,802,000 Consolidated Shares will be in issue.

The Consolidated Shares will rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the Articles of Association.

As at the Latest Practicable Date, there are no outstanding warrants, options or securities convertible into Shares.

Reasons and effects of the Share Consolidation

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. As the recent closing prices of Shares quoted on the Stock Exchange in the period from 3 January 2006 to the date of the Announcement have been within a range from the highest of HK\$0.11 per Share to the lowest of HK\$0.04, which is close to the extremity of HK\$0.01 per Share, the Company therefore proposes the Share Consolidation in compliance with the GEM Listing Rules.

Other than the relevant expenses of approximately HK\$150,000 to be incurred under the Share Consolidation and the amendments to the Articles of Association, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders as a whole.

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares to be in issue after the Share Consolidation has become effective.

LETTER FROM THE BOARD

Upon the Share Consolidation becoming effective, all existing share certificates for the Shares will be replaced by new certificates for the Consolidated Shares for the purposes of trading on the Stock Exchange.

Conditions of the Share Consolidation

- (i) the passing by the Shareholders of the ordinary resolution at the EGM to approve the Share Consolidation; and
- (ii) the GEM Listing Committee of the Stock Exchange approving the listing of, and granting permission to deal in, the Consolidated Shares.

Expected effective date of the Share Consolidation

Subject to the above conditions being fulfilled, the Share Consolidation is expected to become effective after 4:00 p.m. on Thursday, 1 June 2006.

Odd lots matching service

In order to alleviate Shareholders' difficulty in dealing in odd lots that may arise as a result of the Share Consolidation, the Company has appointed Sun Hung Kai Investment Services Limited to act as the agent to match, on a "best effort" basis, the sale and purchase of odd lots of Consolidated Shares arising from the Share Consolidation or change in board lot size during the period from Friday, 16 June 2006 to Friday, 7 July 2006 (both dates inclusive). Such arrangement is to facilitate Shareholders who wish to dispose of or top up their odd lots of Consolidated Shares. Shareholders who wish to take advantage of this matching facility may contact Ms. Connie Cheung of Sun Hung Kai Investment Services Limited at Level 12, One Pacific Place, 88 Queensway Bay, Hong Kong at telephone number (852) 2822-5432 during the aforementioned period.

Shareholders should note that the matching service is on a "best efforts" basis only and successful matching of the sale and purchase of odd lots of Consolidated Shares is not guaranteed and will depend on there being adequate amounts of odd lots of Consolidated Shares available for such matching.

Shareholders are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser if they are not sure about the matching service described above.

Free exchange of Consolidated Share certificates

The new share certificates for the Consolidated Shares will be green in colour in order to distinguish them from the existing share certificates which are orange in colour. Upon the Share Consolidation becoming effective which is expected to be after 4:00 p.m. on Thursday, 1 June 2006, Shareholders may on or after Friday, 2 June 2006 until Wednesday, 12 July 2006 (both dates inclusive) submit their share certificates for the existing Shares to the Registrar for exchange, at the expense of the Company, for

LETTER FROM THE BOARD

certificates for Consolidated Shares. Thereafter, certificates for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) for each new certificate issued for the Consolidated Shares. Nevertheless, certificates for the existing Shares will continue to be good evidence of legal title and may be exchanged for certificates for the Consolidated Shares at any time.

It is expected that the new share certificates for the Consolidated Shares will be available for collection within a period of 10 Business Days after the submission of the existing share certificates to the Registrar for exchange.

Trading arrangements for Consolidated Shares

Subject to the Share Consolidation becoming effective, the arrangements for trading in Consolidated Shares will be as follows:

- (a) from 9:30 a.m. on Friday, 2 June 2006, the original counter for trading in Shares in board lots of 30,000 Shares will be temporarily closed;
- (b) with effect from 9:30 a.m. on Friday, 2 June 2006, a temporary counter for trading in Consolidated Shares in board lots of 6,000 Consolidated Shares, in the form of existing share certificates for the Shares, will be opened, and for the purposes of the settlement and delivery for trading at this temporary counter, every five Shares will be deemed to represent one Consolidated Share. Only existing share certificates for existing Shares (orange in colour) can be traded in this temporary counter;
- (c) with effect from 9:30 a.m. on Friday, 16 June 2006, the original counter will be re-opened for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares. Only share certificates for Consolidated Shares (green in colour) can be traded at this counter;
- (d) during the period from 9:30 a.m. on Friday, 16 June 2006 to 4:00 p.m. on Friday, 7 July 2006 (both days inclusive), parallel trading will be permitted at the above two counters;
- (e) the temporary counter for trading in the existing share certificates in board lots of 6,000 Consolidated Shares will be removed after the close of trading at 4:00 p.m. on Friday, 7 July 2006; and
- (f) with effect from 9:30 a.m. on Monday, 10 July 2006, trading will be carried out only in Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates that are green in colour). Existing share certificates (orange in colour) will only be valid for delivery and settlement in respect of dealings for the period up to and including 4:00 p.m. on Friday, 7 July 2006 and thereafter will not be acceptable for trading and settlement purposes. However, existing certificates for existing Shares (orange in colour) will continue to be good and valid evidence of legal title to Consolidated Shares on the basis of 6,000 Shares for one Consolidated Share and may be exchanged for share certificates for Consolidated Shares (green in colour) at the Registrar at any time on or after Thursday, 13 July 2006 on payment of a prescribed fee.

LETTER FROM THE BOARD

Listing and dealings

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of and permission to deal in the Consolidated Shares in issue after the Share Consolidation becoming effective. It is expected that dealings in the Consolidated Shares will commence on Friday, 2 June 2006.

No part of the share capital of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on GEM as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Share Consolidation becoming effective or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

CHANGE IN BOARD LOT SIZE

Based on the closing price of Shares as at the Latest Practicable Date of HK\$0.075 per Share and if the existing board lot of 30,000 Shares remain unchanged, the value per board lot before and after the Share Consolidation is HK\$2,250 and HK\$11,250 respectively. The Directors are of the view that the value per board lot after the Share Consolidation is relatively high. The Board therefore proposes the change in board lot size for trading in the Shares on the Stock Exchange from the existing 30,000 Shares per board lot to 10,000 Consolidated Shares per board lot so as to make it more affordable to Shareholders and investors of the Company to trade in the Consolidated Shares.

The Directors are of the view that the change in board lot size is beneficial to the Company and Shareholders as a whole in terms of transaction cost per dollar value of each board lot. The change in board lot size of Consolidated Shares will not result in any change in the relative rights of the Shareholders.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The GEM Listing Rules have been amended relating to the corporate governance practices which took effect on 1 January 2005.

In order to bring the Articles of Association in line with certain code provisions set out in the Code on Corporate Governance Practices (“**CG Code**”) under Appendix 15 of the GEM Listing Rules, a special resolution to amend certain articles of the Articles of Association will be proposed at the EGM. Details in respect of the proposed major amendments are set out as follows:

- (i) demanding voting by way of a poll by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent. (5%) or more of the total voting rights at any general meeting if required by the GEM Listing Rules and disclosing the voting figures on a poll if such disclosure is required by the GEM Listing Rules;

LETTER FROM THE BOARD

- (ii) requiring that any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company after such Director's appointment and shall be subject to re-election by Shareholders;
- (iii) specifying that every Director shall be subject to retirement by rotation at least once every three (3) years; and
- (iv) providing that a matter should not be dealt with by way of circulation of Board resolutions but a Board meeting should be held instead where a substantial shareholder or a Director has a conflict of interest in the matter under consideration and which the Board has determined to be material.

In addition to the above amendments to the CG Code, certain minor amendments to the Articles of Association in relation to the composition of the Board and the determination of the remuneration of Directors so that such amended articles shall be in line with certain code provisions as set out in the CG Code shall also be proposed at the EGM.

In order to comply with the amended GEM Listing Rules, the Directors wish to seek the approval of Shareholders at the EGM on the proposed amendments to the existing Articles of Association. The full text of the proposed amendments to the Articles of Association are set out in the notice of the EGM set out on pages 12 to 16 of this circular.

THE EGM

It was originally stated in the Announcement that the EGM will be held at 9:00 a.m. on Thursday, 1 June 2006. The Board wishes to inform that the time of the meeting has been rescheduled to 10:00 a.m. on Thursday, 1 June 2006 as referred to the notice of the EGM for more details.

A notice convening the EGM to be held at 10th Floor, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong, at 10:00 a.m. on Thursday, 1 June 2006 is set out on pages 12 to 16 of this circular at which the relevant resolutions will be proposed to consider and, if thought fit, to approve the Share Consolidation and the amendments to the Articles of Association.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. If you are not able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at 10th Floor, Westlands Centre, 20 Westlands Road, Quarry Bay, 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 meeting should you wish.

PROCEDURES FOR DEMANDING A POLL

Under the Articles of Association, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the Shares conferring that right.

In addition, under the GEM Listing Rules, if the chairman of the meeting and/or the Directors individually or collectively hold(s) proxies in respect of Shares holding 5% or more of the total voting rights of the Company at a particular meeting, and if the votes casted on a show of hands are in the opposite manner to that instructed in those proxies, then the chairman shall demand a poll. However, if it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands, then the chairman shall not be required to demand a poll.

RECOMMENDATION

The Directors believe that the Share Consolidation and the amendments to the Articles of Association are fair and reasonable and are in the interests of the Company and Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Share Consolidation and the amendments to the Articles of Association.

LETTER FROM THE BOARD

DIRECTORS' 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:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

Yours faithfully,
For and on behalf of
Computech Holdings Limited
Fung Pak Chuen, Alphonso
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 IS HEREBY GIVEN that an extraordinary general meeting of the shareholders (“**EGM**”) of Computech Holdings Limited (the “**Company**”) will be held at 10th Floor, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on 1 June 2006 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions.

(1) SHARE CONSOLIDATION

ORDINARY RESOLUTION

“RESOLVED that, conditional on the Listing Committee of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, the Consolidated Shares (as defined hereinafter), with effect from 4:00 p.m. on the business day in Hong Kong (other than a Saturday) on which this resolution is passed, (i) every five (5) ordinary shares of par value HK\$0.01 each in the 524,010,000 issued and 475,990,000 authorised but unissued shares of the Company be consolidated into one (1) ordinary share (“**Consolidated Share**”) of par value HK\$0.05 each in the share capital of the Company (“**Share Consolidation**”) to create 104,802,000 issued and 95,198,000 authorised but unissued Consolidated Shares of the Company; and (ii) the directors of the Company be and are hereby authorised generally to settle as it considers expedient any matter which arises in relation to the Share Consolidation including aggregating any fractions of issued Consolidated Shares that arise on the Share Consolidation and selling them for the benefit of the Company.”

(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

SPECIAL RESOLUTION

“RESOLVED that, the amendments to the articles of association of the Company be and are hereby approved in the following manner:

(a) Article 66

- (i) by inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” after the words “A resolution put to the vote of a meeting shall be decided on a show of hands unless” in the first paragraph of the existing Article 66

* for identification purpose only

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- (ii) by deleting the full stop at the end of Article 66(d) and replacing it with a “; or” and adding the following new Article 66(e) immediately after the existing Article 66(d):

“(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”

- (b) Article 68

by deleting the second sentence of the existing Article 68 and substituting therefor the following sentence:

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

- (c) Article 86(1)

by deleting the first sentence of the existing Article 86(1) and substituting therefor the following sentence:

“Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2), subject to the rules and/or codes of the Designated Stock Exchange from time to time as to the number and term of Directors and the composition of the Board.”

- (d) Article 86(3)

by deleting the second sentence of the existing Article 86(3) and substituting therefor the following sentence:

“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.”

- (e) Article 87(1)

by deleting the existing Article 87(1) in its entirety and substituting therefor the following new Article 87(1):

“87(1) Notwithstanding any other provisions in the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term or holding office as chairman of the Board and/or the managing Director of

NOTICE OF EGM

the Company) shall be subject to retirement by rotation at least once every three (3) years or within such other period as the Designated Stock Exchange may from time to time prescribe or within such other period as the laws of such jurisdiction applicable to the Company.”

(f) Article 87(2)

- (i) by deleting the first sentence of the existing Article 87(2) and substituting therefor the following sentence:

“A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.”

- (ii) by deleting the following sentence at the end of the existing Article 87(2):

“Any Director appointed pursuant to Article 86(2) or Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.”

(g) Article 91

by inserting the words “and subject to the rules and/or codes of the Designated Stock Exchange” immediately after the words “as the Board may from time to time determine” in the second last line of the existing Article 91

(h) Article 96

by inserting the words “and subject to the rules and/or codes of the Designated Stock Exchange” immediately after the words “general meeting” in the second line of the existing Article 96

(i) Article 98

by inserting the words “and subject to the rules and/or codes of the Designated Stock Exchange” immediately after the words “as the Board may determine” in the fourth line of the existing Article 98

NOTICE OF EGM

(j) Article 103

by inserting the following new Article 103(5) immediately after the existing Article 103(4):

“(5) Where a substantial shareholder (as defined in the rules of the Designated Stock Exchange) or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter should not be dealt with by way of circulation of Board resolutions pursuant to these Articles or by a committee (except an appropriate board committee set up for that purpose pursuant to a resolution passed in a Board meeting) but a Board meeting should be held with the presence of the independent non-executive Directors who, and whose associates, have no material interest in the transaction.””

By order of the Board
Computech Holdings Limited
Fung Pak Chuen, Alphonso
Chairman

Hong Kong, 8 May 2006

Registered office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
British West Indies

Head office and principal place of business in Hong Kong:

10th Floor
Westlands Centre
20 Westlands Road
Quarry Bay
Hong Kong

NOTICE OF EGM

Notes:

1. 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 appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of such member. A proxy need not be a member of the Company.
3. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the principal place of business of the Company at 10/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or at any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, 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 are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote, in respect thereof.