



# COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8081)

## FORM OF PROXY

I/We <sup>(1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(2)</sup> shares of HK\$0.01 each in the capital of Computech Holdings Limited (the "Company") **HEREBY APPOINT** <sup>(3)</sup> the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 17 February 2012 at 11:00 a.m. and at any adjournment therefore for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting, or at any adjournment thereof, to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	the placing agreement dated 5 December 2011 entered into between the Company as issuer and Pacific Foundation Securities Limited as placing agent in relation to the placing of zero coupon convertible notes due 2014 in an aggregate principal amount of HK\$50,000,000 (the "Placing Agreement") (a copy of which marked "A" has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder be and are hereby ratified, confirmed and approved;		
2.	the underwriting of the Placing by Mr. Yang Yue Zhou be and is hereby ratified, confirmed and approved;		
3.	conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Conversion Shares, the allotment and issue of Conversion Shares pursuant to the exercise of the conversion rights attached to Convertible Notes, be and is hereby approved; and		
4.	any one director of the Company be and is hereby authorised to exercise all the powers of the Company and take all steps as he might in his absolute opinion be considered desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Placing Agreement as well as in relation to the allotment and issue of Conversion Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.		

Date: \_\_\_\_\_

Signature <sup>(5 to 8)</sup>: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) in which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialed by the person who signs it.**
- IMPORTANT:** If you wish to vote for the resolution, tick in the box marked "For". If you wish to vote against the resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- You are requested to lodge this form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereon, to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting, or any adjournment thereof.
- This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he 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 of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.

\* for identification purpose only