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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)

**INSIDE INFORMATION –
MOU IN RELATION TO POSSIBLE
ACQUISITION OF THE TARGET COMPANY**

This announcement is made by the Company pursuant to the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 17.10 of the GEM Listing Rules.

The Board is pleased to announce that after trading hours on 22 November 2013, the Company entered into the MOU with the Shanghai Group, the Hong Kong Company, the Shanghai Shareholders and the Potential Vendor in relation to the Possible Acquisition by the Company (by itself or through its wholly-owned subsidiary) of certain equity interest in the Target Company.

The Shanghai Group and the Hong Kong Company are limited liability companies principally engaged in the development and operation of mobile-online games.

* *for identification purpose only*

Pursuant to the MOU, completion of the Possible Acquisition will be subject to the reorganisation to be undergone by the Potential Vendor and the Shanghai Group, including but not limited to, the formation of the Target Company, the acquisition of the Hong Kong Company by the Target Company and the entering into of various contractual arrangements between subsidiaries of the Target Company, the Shanghai Group and the Shanghai Shareholders, so that after such reorganisation, the Target Company will effectively control the Shanghai Group and the Hong Kong Company and enjoy all the economic benefits derived therefrom.

The MOU, save for provisions relating to confidentiality, exclusivity and certain miscellaneous provisions, is non-legally binding in nature. **As such, the Possible Acquisition may or may not proceed.**

The Possible Acquisition as contemplated under the MOU, if materialised, may constitute a notifiable transaction of the Company under the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate and comply with all other applicable requirements under the GEM Listing Rules in this regard.

The Board considers that the entering into of the MOU offers a good opportunity for the Group to invest in the mobile-online games industry.

This announcement is made by Computech Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 17.10 of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited.

THE MOU

The board (“**Board**”) of directors (“**Directors**”) of the Company is pleased to announce that after trading hours on 22 November 2013, the Company entered into a memorandum of understanding (“**MOU**”) with a potential shareholder (“**Potential Vendor**”) of a company to be incorporated in the British Virgin Island (“**Target Company**”), 上海顛視數碼科技有限公司 (unofficial English name being, “Shanghai Something Big Technology Co., Ltd.”) (“**Shanghai Something Big Technology**”), 上海頑迦網絡科技有限公司 (unofficial English name being “Shanghai Wanjia Network Technology Co., Ltd.” (“**Shanghai Wanjia**”, together with Shanghai Something Big Technology, the “**Shanghai Group**”), the common shareholders of the Shanghai Group (“**Shanghai Shareholders**”) and Something Big Technology Company Limited (“**Hong Kong Company**”) in relation to a possible acquisition (“**Possible Acquisition**”) by the Company (or through its wholly-owned subsidiary) of certain equity interest in the Target Company.

Pursuant to the MOU, the Shanghai Group will, among themselves, undergo certain reorganisation and completion of the Possible Acquisition will be subject to the reorganisation to be undergone by the Potential Vendor and the Shanghai Group, including but not limited to, the formation of the Target Company, the acquisition of the Hong Kong Company (which is held as to 100% by the Possible Vendor as at the date of this announcement) by the Target Company and the entering into of various contractual arrangements between the subsidiaries of the Target Company, the Shanghai Group and the Shanghai Shareholders, so that after such reorganisation, the Target Company will effectively control the Shanghai Group and the Hong Kong Company and enjoy all the economic benefits derived therefrom.

The parties to the MOU have agreed that the completion of the Possible Acquisition will be subject to the fulfilment of other conditions precedent which are to be specified in a formal agreement detailing the Possible Acquisition to be entered later on.

The consideration of the Possible Acquisition is intended to be settled by the Company partially in cash and partially by way of issue of convertible notes by the Company and is intended to be determined with reference to a valuation on the Target Company, its subsidiaries and the Shanghai Group.

The parties to the MOU have agreed upon an exclusivity period (“**Exclusivity Period**”) of two months from the date of the signing of the MOU (or such longer period as the parties may agree), during which (i) the Target Company, the Shanghai Group, the Hong Kong Company, the Shanghai Shareholders and the Possible Vendor 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 Possible Acquisition contemplated under the MOU; and (ii) the parties to the MOU shall, in good faith, negotiate for a formal agreement for the Possible Acquisition contemplated under the MOU.

The MOU, save for provisions relating to confidentiality, exclusivity and certain miscellaneous provisions, is non-legally binding in nature. **As such, the Possible Acquisition may or may not proceed.**

The Possible Acquisition as contemplated under the MOU, if materialised, may constitute a notifiable transaction of the Company under the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate and comply with all other applicable requirements under the GEM Listing Rules in this regard.

INFORMATION ON THE SHANGHAI GROUP, THE HONG KONG COMPANY AND THE GROUP

Shanghai Something Big Technology is a limited liability company established in the People's Republic of China ("**PRC**") in 2010 whose principal business activity is the design, development and operation of mobile-online games. It is one of the pioneers in the mobile-online game market and 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 regions and ranked high on various digital distribution platforms for mobile application software, including Google Play and App Store.

Shanghai Wanjia is a limited company established in the PRC in 2012 whose principal business activity is the development, distribution and operation of mobile-online games. It holds certain network cultural operation licence(s) issued by the relevant authority of the PRC Government in relation to the operation of the Shanghai Group.

The Hong Kong Company is a company incorporated with limited liability in Hong Kong Special Administrative Region of the PRC ("**Hong Kong**") in 2012 whose principal business activity is the development and operation of mobile-online games. It is also responsible for the marketing and distribution of games developed by the Shanghai Group to the international markets including Japan, Korea, United States, Taiwan, Malaysia, Macau and Singapore.

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.

The Board considers that the MOU was entered into in the ordinary course of business of the Group and on normal terms after arm's length negotiation between the parties and the terms thereof are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

The Board considers that the entering into of the MOU offers a good opportunity for the Group to invest in the mobile-online games industry.

The Board would like to emphasise that no legally binding agreement in relation to the Possible Acquisition has been entered into by the Company with any party as at the date of this announcement (save as to the exclusivity right on the negotiation for the Possible Acquisition during the Exclusivity Period under the MOU and other miscellaneous matters). As the Possible Acquisition may or may not be materialised, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 22 November 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>.