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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)**

### **COMPLETION OF SM PLACING**

The Board is pleased to announce that all conditions set out in the SM Placing Agreement have been fulfilled and completion of the SM Placing took place on 27 January 2014 in accordance with the terms and conditions of the SM Placing Agreement.

An aggregate of 190,000,000 SM Placing Shares, representing approximately 16.95% of the issued share capital of the Company as at the date of this announcement taking into account the issue of such SM Placing Shares, have been successfully placed to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. The Company received net proceeds of approximately HK\$23.1 million from the SM Placing.

Reference is made to the announcement of Computech Holdings Limited (“**Company**”) dated 12 November 2013 (“**Announcement**”) and the circular of the Company dated 27 December 2013 (“**Circular**”) in relation to, amongst other matters, the SM Placing under the Specific Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement and the Circular unless otherwise stated.

\* *For identification purposes only*

The Board is pleased to announce that all conditions set out in the SM Placing Agreement have been fulfilled and the completion of the SM Placing took place on 27 January 2014 in accordance with the terms and conditions of the SM Placing Agreement. An aggregate of 190,000,000 SM Placing Shares, representing approximately 16.95% of the issued share capital of the Company as at the date of this announcement taking into account the issue of such SM Placing Shares, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.128 per SM Placing Share.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees become a substantial shareholder of the Company upon completion of the SM Placing.

The net proceeds from the SM Placing are approximately HK\$23.1 million.

## EFFECTS ON SHAREHOLDING STRUCTURE

The table below set out the changes to the shareholding structure of the Company as a result of completion of the SM Placing:

	<b>Immediately before the SM Placing</b>		<b>Immediately after the SM Placing</b>	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
Placees	1,260	negligible	190,001,260	16.95
Other public Shareholders	<u>930,856,360</u>	<u>100.00</u>	<u>930,856,360</u>	<u>83.05</u>
	<u>930,857,620</u>	<u>100.00</u>	<u>1,120,857,620</u>	<u>100.00</u>

On behalf of the Board  
**Computech Holdings Limited**  
**Zhang Xiongfeng**  
*Chairman*

Hong Kong, 27 January 2014

*As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Zhang Xiongfeng, Mr. Mak Kwong Yiu 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>.*