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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)

DISCLOSEABLE TRANSACTION

The Board announces that on 6 January, 2012, the Lender, a wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender has agreed to extend to the Borrower a loan facility in the amount of up to HK\$5,500,000 for a term of up to 2 months. The Loan is to be secured by the security provided pursuant to the Security Documents.

As the relevant Percentage Ratio in respect of the making of the Loan when aggregated with the interest accrued thereon is more than 5% but below 25%, the entering into of the Loan Agreement constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules.

THE LOAN AGREEMENT

Date:	6 January, 2012
Lender:	Checkmate Finance Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
Borrower:	Winning Step Investment Limited, a company incorporated in the British Virgin Islands and an Independent Third Party
Principal Amount:	up to Hong Kong Dollars Five Million and Five Hundred Thousand only (HK\$5,500,000)
Term:	2 months from the drawdown date
Interest:	42% per annum on the principal amount of the Loan

* *For identification purpose only*

Security Documents: a second legal charge/mortgage in respect of the property known as Units Nos. 80, 81, 93 and Coffee Shop and Unit No. 80A on the Basement Floor, Hunghom Commercial Centre, Nos. 37–39 Ma Tau Wai Road, Kowloon and a joint and several guarantee given by Mr. Leung Tze Hang David and Ms. Lai Mei Kuen Michelle

INFORMATION ON THE GROUP

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 and (ii) the money lending business in Hong Kong.

INFORMATION ON THE BORROWER

The Borrower is a company with limited liability incorporated in the British Virgin Islands, which engaged in the business of property investment. Ms. Lai Mei Kuen Michelle holds the entire beneficial interests in the Borrower.

To the best knowledge, information and belief of the Directors having made all reasonable enquiry and as confirmed by the Borrower, the Borrower and its ultimate beneficial owners are Independent Third Parties not connected with the Company and connected persons of the Company.

REASONS FOR PROVISION OF THE LOAN

Provision of loan financing is one of the principal business activities of the Group. Given the current business environment, the Board considered that the provision of the Loan can provide a stable income stream to the Group.

The terms of the Loan including the interest rate were determined with reference to the commercial practice and the terms of doing business of those companies engaging in money lending business in Hong Kong and with reference to the current financial/lending and borrowing market in Hong Kong. The Loan will be funded by internal resources of the Group.

The Directors considered that the transaction contemplated by the Loan Agreement is on normal commercial terms and the terms of the Loan Agreement are fair and reasonable and are in the interests of the Company and its Shareholders as a whole having considered the current market norm in relation to similar transactions and having taken into account the costs of borrowing in providing the Loan to the Borrower.

The Loan was drawn on 6 January, 2012 and will be recorded as loan receivable under current assets of the Group.

IMPLICATIONS UNDER THE LISTING RULES

As the relevant Percentage Ratio in respect of the making of the Loan when aggregated with the interest accrued thereon is more than 5% but below 25%, the entering into of the Loan Agreement constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules.

The Company had initially considered the entering into of the Loan Agreement to be in its ordinary course of business and therefore exempt from reporting requirements. However, after having sought advice, it appears that the “ordinary course of business” exemption in the GEM Listing Rules is not applicable to the Company in connection with the making of the Loan. Accordingly, the Company is making this announcement.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Board”	the board of Directors
“Borrower”	Winning Step Investment Limited, a company incorporated in the British Virgin Islands and an Independent Third Party
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Growth Enterprise Market of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Directors”	the directors of the Company
“GEM Listing Rules”	Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) who, together with his/her ultimate beneficial owner(s) is/are persons independent of the Company and its connected persons
“Lender”	Checkmate Finance Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company, holds a money lenders licence under the Money Lenders Ordinance

“Loan”	a loan facility of up to HK\$5,500,000 granted by the Lender to the Borrower pursuant to the Loan Agreement
“Loan Agreement”	the loan agreement dated 6 January, 2012 entered into between the Lender and the Borrower relating to the granting of the Loan
“Percentage Ratio(s)”	percentage ratio(s) as set out in Rule 19.07 of the GEM Listing Rules to be applied for determining the classification of a transaction
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 30 January, 2012

As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Yang Yue Zhou, Mr. Mak Kwong Yiu and Mr. Jiang Tan Shan 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 at least 7 days from the date of its publication and on the website of the Company at <http://www.computech.com.hk>.