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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 25 April, 2012, the Investor, a wholly-owned subsidiary of the Company, entered into an Investment Agreement with the Target Company, pursuant to which the Investor has agreed to invest the Investment Amount in the Target Company in relation to the Fish Farm Business for a term of 20 calendar months from the date of the Investment.

As the relevant Percentage Ratio in respect of the Investment is more than 5% but below 25%, the entering into of the Investment Agreement constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules.

THE INVESTMENT AGREEMENT

- Date:** 25 April, 2012
- Investor:** Successful Treasure Investments Limited, a company incorporated in the British Virgin Islands and is a wholly-owned subsidiary of the Company.
- Target Company:** Enrich Marine Sdn. Bhd., a company incorporated in Malaysia and is an Independent Third Party.
- Investment Amount:** Up to Hong Kong Dollars Fifteen Million and Five Hundred Thousand only (HK\$15,500,000).
- Conditions Precedent:** Completion shall be conditional upon:
- (i) all consents and filings necessitated by the signing and performance of the Investment Agreement having been carried out and all applicable laws and regulations having been fully complied with;

* For identification purpose only

- (ii) the warranties remaining true and accurate in all material respects and not misleading in any respect as of the date of Completion; and
- (iii) satisfactory due diligence review on the Target Company having been completed to the satisfaction of the Investor in its absolute opinion.

Completion: Completion shall take place at the office of the Investor within 7 Business Days after all the Conditions Precedent have been fulfilled or waived.

Period: 20 calendar months from the date of the making of the Investment.

Fish Farm Business: the Investment Amount shall apply to the purchase of fish fry and fish feed for the sole purpose of fish breeding at the Fish Farm.

Profit Sharing: The Investor is entitled to share 40% of the Net Profit out of the proceeds derived from the sale of the fishes at the Fish Farm upon expiration of the Period.

Net Profit: shall mean the proceeds derived from sale of the fishes at the Fish Farm upon expiration of the Period after deduction of the Investment Amount.

Minimum Profit Guarantee: Target Company has guaranteed to the Company that the Net Profit (as defined above) derived from the sale of the fishes upon the end of the Period shall be not less than HK\$1,550,000. In the event that the guaranteed amount is not met, the Target Company has undertaken to pay to the Company the difference between the guaranteed amount and actual Net Profit.

Options to Renew: The Investor has the absolute discretion to renew the Investment Agreement on the same terms and conditions upon expiry of the current Period.

INFORMATION ON THE GROUP

The Group is principally engaged in the provision of IT services including consultancy, technical support, systems integration, development and sales of hardware and software products and the money lending business in Hong Kong.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in Malaysia, which has extensive experience and technology in fish breeding and owned a fish farm in Sabah, Malaysia, specializing in *Epinephelus lanceolatus* and *Epinephelus polyphekadion*, well known as giant grouper and camouflage grouper respectively.

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

REASONS FOR THE INVESTMENT

The Group is principally engaged in provision of IT service and money lending business in Hong Kong. As mentioned in the annual report 2011, the termination of the service agreement between the Group and CL International Holdings Limited keep affecting the performance of the Group's IT business segment. The Board considered that it is not promising in the forthcoming year and intends to diversify its business in order to broaden the revenue base and mitigate the impact from such termination.

The Board consider that there is a significant demand in good quality fishes in Asian markets. In light of the terms of the Investment, the Period, the Profit Sharing ratio and the Minimum Profit Guarantee, given the current business environment, the Board is of the view that the Investment will provide a good diversification opportunity, and an additional stable income stream and reasonable returns to the Group.

The Board is therefore of the opinion that the Investment can enhance the financial performance and broaden the revenue base. On the basis that there is no further capital injection, the size of the Investment is optimal to the Group. In addition, the Company has the right to renew the Investment Agreement on the same terms and conditions as it considers fit, which would provide flexibility to the Group to determine the further investment opportunity.

The Directors consider that the transaction contemplated by the Investment Agreement is on normal commercial terms and the terms of the Investment Agreement are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

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

DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than Saturday and Sunday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Directors”	the directors of the Company
“Fish Farm”	the fish farm owned and operated by the Target Company in Sabah, Malaysia, specializing in <i>Epinephelus lanceolatus</i> and <i>Epinephelus polyphekadion</i>
“GEM”	the Growth Enterprise Market of the Stock Exchange
“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
“Investment”	The investment in fish fry and fish feed at the Fish Farm operated by the Target Company
“Investment Amount”	Up to HK\$15,500,000
“Investment Agreement”	The investment agreement dated 25 April, 2012 entered into between the Investor and the Target Company in relation to operation of the Fish Farm
“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
“Target Company”	Enrich Marine Sdn. Bhd., a company incorporated in Malaysia engaged in fish breeding, including supply of frozen seafood, import and export live culture fish and management of fish farm
“%”	per cent

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

Hong Kong, 25 April, 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 a minimum period of 7 days from the date of its publication and on the website of the Company at <http://www.computech.com.hk>.