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If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Computer And Technologies Holdings Limited** (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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computer technologies

COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00046)

GENERAL MANDATES TO REPURCHASE ITS OWN SHARES AND TO ISSUE NEW SHARES
RE-ELECTION OF RETIRING DIRECTORS
PROPOSED PAYMENT OF FINAL AND SPECIAL DIVIDENDS
AND
PROPOSED ADOPTION OF RENEWED RESTRICTED SHARE AWARD SCHEME

A notice convening the AGM to be held at Level 10, Cyberport 2, 100 Cyberport Road, Hong Kong on Wednesday, 31 May 2017 at 4:00 p.m. is set out on pages 20 to 24 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or adjournment thereof. Completion and return of the form of proxy will not prevent shareholders from attending and voting at the meeting should you so wish.

26 April 2017

CONTENTS

Page

Definitions 1

Letter from the Board

1. Introduction 4
2. Issuance and Buyback Mandates 4
3. Re-election of Retiring Directors 6
4. Proposed Payment of Final and Special Dividends 6
5. Proposed Renewal of Restricted Share Award Scheme 7
6. Annual General Meeting and proxy arrangement 8
7. Recommendation 9
8. General information 9
9. Responsibility Statement 9

Appendix I – Explanatory statement on the Buyback Mandate 10

Appendix II – Details of Directors proposed to be re-elected at the Annual General Meeting 14

Appendix III – Summary of Scheme Rules 17

Notice of Annual General Meeting 20

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Adoption Date"	the date on which the Shareholders approve the adoption of the Renewed Scheme;
"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be held on Wednesday, 31 May 2017 at 4:00 p.m.;
"Announcement"	the announcement of the Company dated 20 April 2017 regarding the proposed adoption of the Renewed Scheme;
"Board"	the board of Directors of the Company, such committee or sub-committee or person(s) delegated with the power and authority by the board of Directors of the Company for the time being;
"Buyback Mandate"	as defined in paragraph 2(B) of the Letter from the Board;
"Bye-laws"	the bye-laws of the Company as amended from time to time;
"Company"	Computer And Technologies Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
"Director(s)"	director(s) of the Company;
"Employee"	any employee (whether full-time or part-time) of any member of the Group (including without limitation any executive director, non-executive director and independent non-executive director of any member of the Group);
"Group"	the Company and its subsidiaries from time to time;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	The Hong Kong Special Administrative Region of the People's Republic of China;

"Issuance Mandate"	as defined in paragraph 2(A) of the Letter from the Board;
"Latest Practicable Date"	20 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange;
"Ordinary Resolutions"	the proposed ordinary resolutions as referred to in the notice of the AGM;
"Renewed Scheme"	the restricted share award scheme to be renewed by the Company whereby awards of Shares may be made to Selected Employees (such Shares being purchased by the Trustee) pursuant to the Trust Deed and the Scheme Rules;
"Restricted Share(s)"	the restricted shares granted under the Scheme and has the meaning ascribed to it under the Scheme Rules;
"Returned Shares"	such awarded Restricted Shares which are not vested and/or forfeited in accordance with the terms of the Scheme Rules;
"Scheme"	the restricted share award scheme of the Company which was adopted on 22 May 2008;
"Scheme Rules"	the rules governing the operation of the Renewed Scheme;
"Selected Employee(s)"	Employee(s) of the Group selected by the Board for participation in the Scheme or the Renewed Scheme pursuant to the Scheme Rules;
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
"Share(s)"	share(s) of HK$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;

"Shareholder(s)"	holder(s) of Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers;
"Trust"	the trust constituted by the Trust Deed;
"Trust Deed"	the trust deed entered into between the Company as settlor and the Trustee as trustee on 22 May 2008 as amended and supplemented from time to time;
"Trust Period"	the period beginning with the Adoption Date and ending upon the earliest happening of the following: (a) 31 May 2027; or (b) the date when an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company); or (c) the date as may be informed by the Company that the Renewed Scheme shall be terminated; and
"Trustee"	the trustee, a party who shall be independent and not connected with the Company, to be appointed by the Board for the administration of the Scheme or the Renewed Scheme, which will hold Shares for the benefit of the Selected Employees and others subject to the terms and conditions of the Trust Deed.

COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00046)

Executive Directors:
Ng Cheung Shing *(Chairman)*
Cheung Wai Lam *(Chief Executive Officer)*
Leung King San, Sunny
Ng Kwok Keung

Independent Non-executive Directors:
Ha Shu Tong
Lee Kwok On, Matthew
Ting Leung Huel, Stephen

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:
Level 10
Cyberport 2
100 Cyberport Road
Hong Kong

26 April 2017

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE ITS OWN SHARES AND TO ISSUE NEW SHARES RE-ELECTION OF RETIRING DIRECTORS PROPOSED PAYMENT OF FINAL AND SPECIAL DIVIDENDS AND PROPOSED ADOPTION OF RENEWED RESTRICTED SHARE AWARD SCHEME

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the Ordinary Resolutions to be proposed at the AGM for the approval of inter alia, (i) the Issuance and the Buyback Mandates; (ii) re-election of the retiring Directors; (iii) the declaration of final and special dividends; and (iv) renewal of the Scheme.

2. ISSUANCE AND BUYBACK MANDATES

At the annual general meeting of the Company held on 30 May 2016, the Company granted a general mandate to the Board to exercise the powers of the Company to repurchase Shares. A separate mandate was also granted to the Directors enabling them to issue new Shares. Such mandates will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant new general mandates to the Directors:

(a) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution (the "Issuance Mandate");

(b) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution (the "Buyback Mandate"); and

(c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Issuance Mandate and the Buyback Mandate shall be effective until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company; or

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, or any other applicable laws of Bermuda to be held; or

(c) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors.

(A) Issuance Mandate

The Company had issued an aggregate of 244,194,198 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the granting of the Issuance Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 48,838,839 Shares, representing approximately 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the granting of the Issuance Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

(B) Buyback Mandate

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Buyback Mandate. An explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, Mr. Ng Cheung Shing, Mr. Cheung Wai Lam, Mr. Leung King San, Sunny and Mr. Ng Kwok Keung were executive Directors. Mr. Ha Shu Tong, Professor Lee Kwok On, Matthew and Mr. Ting Leung Huel, Stephen were the independent non-executive Directors.

Pursuant to article 87 of the Bye-laws, Mr. Ng Cheung Shing, Mr. Leung King San, Sunny and Professor Lee Kwok On, Matthew shall retire from the office at the AGM and shall be eligible for re-election. Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Pursuant to Appendix 14 to the Listing Rules, serving more than nine years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should include the reasons why the Board believes he is still independent and should be re-elected.

Professor Lee Kwok On, Matthew ("Professor Lee") has been appointed as independent non-executive Director for more than nine years. He does not have any management role in the Group and has no relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

The Company received from Professor Lee a confirmation of independence, pursuant to Rule 3.13 of the Listing Rules. In this regard, the Board is satisfied that Professor Lee is a person of integrity and stature and believes that his re-appointment will allow the Board, as well as the Group, to continuously benefit from the sharing of his invaluable experience, contributions and participations. Therefore, the Board recommended the re-appointment and re-election of Professor Lee as independent non-executive Director in the AGM.

4. PROPOSED PAYMENT OF FINAL AND SPECIAL DIVIDENDS

On 17 March 2017, the Board proposed the payment of a final dividend of HK7 cents per Share and a special dividend of HK3 cents per Share for the year ended 31 December 2016. The payment of the final and special dividends is subject to approval by the Shareholders at the AGM.

5. PROPOSED RENEWAL OF RESTRICTED SHARE AWARD SCHEME

(a) Introduction

The Scheme was adopted at the annual general meeting held on 22 May 2008. Subsequent to the adoption of the Scheme, altogether 9,970,000 restricted Shares have been granted under the Scheme to 40 Selected Employees under the Scheme, while 7,806,000 Restricted Shares were acquired from the market by the independent Trustee for the Scheme since the adoption of the Scheme.

As the Scheme will expire on 22 May 2018, the Board proposes that the Scheme be renewed by adoption of the Renewed Scheme at the forthcoming AGM on Wednesday, 31 May 2017, as an incentive to attract, motivate and retain employees for the continual commitments and contributions to the operation and development of the Group, pursuant to which existing Shares will be purchased by the Trustee from the market out of cash contributed by the Group and be held on trust for the relevant Selected Employees until such Shares are vested with the relevant Selected Employees in accordance with the provisions of the Renewed Scheme. If the renewal of the Scheme is approved by the Shareholders at the AGM, it would allow the Board to implement the Renewed Scheme in accordance with the terms of the rules of the Scheme Rules for purchase of Shares by the Trustee up to 10% of the issued share capital of the Company from time to time or such other percentage as notified to the Trustee by the Board during the Trust Period.

Under the Listing Rules, no Shareholders' approval is required for the adoption of the Renewed Scheme. Nevertheless, to enhance the transparency of the management of the Company, the Board proposed to put to the Shareholders for approval a resolution for termination of the Scheme and adoption of the Renewed Scheme and allowing the Board to implement the Renewed Scheme. A summary of the principal terms of the Scheme Rules is set out in Appendix III of this circular. For the avoidance of doubt, no new Shares will be granted under the Renewed Scheme.

(b) Reasons of Renewal

The Directors strongly believe that the future success of the Company is closely tied to the commitment and efforts of the employees of the Group. The Board proposes to renew the Scheme for providing a means to effectively align the employees' interests with the financial performance of the Company and the fortunes of Shareholders. The awards to be made under the Renewed Scheme would enable the Selected Employees to see their fortunes more directly linked to that of the Shareholders through the mechanism under the Renewed Scheme.

The Restricted Shares to be awarded will continue to be calculated and awarded on the basis of specific pre-defined criteria that directly link to the performance of Employees and/or the Group. The awards under the Renewed Scheme, if adopted, would continue to have the incidental effect of allowing the Trustee to purchase the Shares at the most advantageous pricing within the allowed window.

The Scheme has been operating smoothly since its adoption, and the proposed renewal of the Scheme will be in the interests of the Company to retain staffers with stellar performance and attract new talents.

(c) Listing Rules Implications

The Renewed Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. Pursuant to the Renewed Scheme, existing Shares will be purchased by the Trustee and be held on trust for the relevant Selected Employee. Selected Employees cover any employee of any member of the Group (inclusive of any Director). Accordingly, if the Board selects a Director as a Selected Employee, the grant of the Restricted Shares to such Director may constitute a connected transaction. However, given the grant of Restricted Shares to a Director will form part of the remuneration of the relevant Director under his service agreement with the Company, such grant of Restricted Shares is exempted from all the reporting, announcement and independent Shareholders' approval requirements under rule 14A.95 of the Listing Rules.

No Shareholders are required to abstain from voting at the AGM on the resolution for termination of the Scheme and adoption of the Renewed Scheme.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 20 to 24 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate and the Buyback Mandate and the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate and the re-election of the retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

7. RECOMMENDATION

The Directors consider that the proposed granting of the Buyback Mandate and the granting/extension of the Issuance Mandate, the re-election of the retiring Directors, the declaration of the final and special dividends and the proposed renewal of the Scheme are in the interests of the Company. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Buyback Mandate), Appendix II (Details of Directors proposed to be re-elected at the AGM) and Appendix III (Summary of the Scheme Rules) to this circular.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement contained herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Computer And Technologies Holdings Limited
Ng Cheung Shing
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Buyback Mandate.

1. REASONS FOR THE REPURCHASE

The Directors believe that the Buyback Mandate is in the best interests of the Company and its Shareholders. An exercise of the Buyback Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 244,194,198 Shares.

Subject to the passing of the resolution for the grant of the Buyback Mandate (resolution no. 6 as set out in the notice convening the AGM contained in this circular), and on the basis that no Share is issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Buyback Mandate to repurchase a maximum of 24,419,419 Shares.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules, the laws of Bermuda and other applicable laws.

The Company is empowered by its Bye-laws to repurchase Shares. The Companies Act of 1981 of Bermuda provides that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose.

Taking into account the current working capital position of the Company, the Directors consider that, if the Buyback Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2016, the date to which the last audited accounts of the Company were made up. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2016		
April	2.79	2.57
May	2.70	2.54
June	2.70	2.46
July	2.69	2.51
August	2.89	2.58
September	2.76	2.60
October	2.90	2.66
November	2.76	2.69
December	2.76	2.60
2017		
January	2.70	2.61
February	2.84	2.65
March	3.25	2.77
April (up to the Latest Practicable Date)	3.44	3.09

5. DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make purchases under the Buyback Mandate in accordance with the Listing Rules and the laws of Bermuda.

If as a result of a repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors and the following substantial Shareholders were beneficially interested in a total of 182,874,938 Shares within the meaning of part XV of the SFO, representing 74.9% of the Company's issued share capital:

Name of shareholder of the Company	*Notes*	**Capacity and nature of interest**	**Number of shares interested**	**Percentage of the Company's issued share capital before repurchases**
Ng Cheung Shing	*1*	Directly beneficially owned/Through a controlled corporation	112,634,000	46.1
Chao Lien Technologies Limited ("Chao Lien")	*1*	Directly beneficially owned	110,000,000	45.1
C.S. (BVI) Limited	*1*	Through a controlled corporation	110,000,000	45.1
Puttney Investments Limited ("PIL")	*2*	Directly beneficially owned	29,148,938	11.9
Hutchison International Limited ("HIL")	*2*	Through a controlled corporation	29,148,938	11.9
Hutchison Whampoa Limited ("HWL")	*2*	Through a controlled corporation	29,148,938	11.9
Cheung Kong (Holdings) Limited ("CKH")	*2*	Through a controlled corporation	29,148,938	11.9
CK Hutchison Holdings Limited ("CKHH")	*2*	Through a controlled corporation	29,148,938	11.9
Hui Yau Man		Directly beneficially owned	26,782,000	11.0
Webb David Michael		Directly beneficially owned	3,540,000	1.4
	3	Through a controlled corporation	8,740,000	3.6

Notes:

1. Mr. Ng Cheung Shing was entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of C.S. (BVI) Limited which, in turn, was entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of Chao Lien. Accordingly, Mr. Ng Cheung Shing was deemed, under the SFO, to be interested in all Shares held by Chao Lien.

2. PIL is a wholly-owned subsidiary of HIL, which in turn is a wholly-owned subsidiary of HWL. CKH is a wholly-owned subsidiary of CKHH and subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL. By virtue of the SFO, CKHH, CKH, HWL and HIL were deemed to be interested in the 29,148,938 shares of the Company held by PIL.

3. The 8,740,000 shares were held by Preferable Situation Assets Limited ("PSAL"). PSAL was 100% directly owned by Mr. Webb David Michael and accordingly, Mr. Webb David Michael is deemed to be interested in the said shares held by PSAL.

If the powers of the Company to make purchases under the Buyback Mandate is exercised in full, the aggregate interest of the substantial shareholders (within the meaning of the SFO) and the Directors in the issued capital of the Company will be increased to 83.2%. However, the Directors have no intention to exercise the Buyback Mandate to such extent that less than 25% of the issued share capital of the Company would be in public hands. As at the Latest Practicable Date, the Company was informed that Chao Lien held 110,000,000 Shares whereas Mr. Ng Cheung Shing, who was deemed to be interested in all the Shares held by Chao Lien, also personally held 2,634,000 Shares, each of them holding an aggregate interest of 45.1% and 46.1% in the total issued share capital of the Company. In the event that the Directors exercise in full the Buyback Mandate, and taking no account of any exercise of outstanding options (if any), the shareholding of the Company held by Chao Lien and Mr. Ng Cheung Shing will be increased to approximately 50.1% and 51.3% of the issued share capital of the Company, respectively. Upon full exercise of the Buyback Mandate or any increase by more than 2% of the shareholding of Chao Lien and/or Mr. Ng Cheung Shing may give rise to an obligation to make a mandatory general offer under the Rule 26 of Takeovers Code. The Directors have no present intention to repurchase Shares of the Company to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory general offer. Save as aforesaid, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases to be made under the Buyback Mandate.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) presently intend to sell Shares to the Company under the Buyback Mandate in the event that the Buyback Mandate is approved by Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Buyback Mandate is approved by its Shareholders.

6. SHARES PURCHASES MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors proposed to be re-elected at the Annual General Meeting are provided below.

(1) **Mr. Ng Cheung Shing**, aged 55, Chairman of the Group

Mr. Ng was appointed as a Director on 9 April 1998. Mr. Ng is also the Chairman of the Investment Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Ng has not held directorships in any other listed public companies in the last three years. Mr. Ng is the brother-in-law of Mr. Leung King San, Sunny, an executive Director. Save as disclosed above, Mr. Ng does not have any relationship with any other Directors or senior management or any substantial or controlling Shareholders.

Mr. Ng is responsible for the corporate strategies and business development of the Group. Mr. Ng graduated with a Bachelor of Science degree from the University of Manchester in the United Kingdom in 1984, and has over 30 years of experience in IT industry. Before establishing the Company, Mr. Ng held executive positions in companies such as Hewlett-Packard Asia Pacific Ltd. and Sun Hung Kai (China) Ltd. Mr. Ng is the Honorary Fellow of Vocational Training Council and the Professional Validation Council of Hong Kong Industries and a fellow of Hong Kong Computer Society and Hong Kong Institution of Engineers. He is a Chairman of Information and Technology Sub-Committee of the Chinese General Chamber of Commerce, Chairman of Hong Kong Trade Development Council Information and Communications Technology Services Advisory Committee and Founding Chairman of the Hong Kong Information and Software Industry Association. Mr. Ng is also the awardees of "Young Industrialist Awards of Hong Kong", "Ten Outstanding Young Persons Award of Hong Kong" and "Director of the Year Awards".

Mr. Ng has entered into a service agreement with the Company effective on 1 April 2012. The service agreement continues until terminated by either party by serving to the other party a written notice of not less than three-month notice. According to the service agreement, Mr. Ng's annual fixed remuneration will be approximately HK$2.4 million (inclusive of housing allowance and/or benefit in kind) with discretionary bonus based on the performance of the Group. The remuneration of Mr. Ng was determined with reference to his duties and responsibilities, reviewed and approved by the Remuneration Committee of the Company. Mr. Ng is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws.

As at the Latest Practicable Date, Mr. Ng was beneficially interested or deemed to be interested in 112,634,000 Shares within the meaning of part XV of the Securities and Future Ordinance.

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(2) **Mr. Leung King San, Sunny**, aged 56, executive Director

Mr. Leung was appointed as a Director on 9 April 1998 and is the Chairman of the Risk Management Committee, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Leung has not held directorships in any other listed public companies in the last three years. Mr. Leung is the brother-in-law of Mr. Ng Cheung Shing. Except for the above, Mr. Leung does not have any relationship with any other Directors or senior management or any substantial or controlling Shareholders.

Mr. Leung is responsible for finance and administration strategies of the Group. Mr. Leung has 30 years experience in finance, administration and planning in the IT industry. Before joining the Group, Mr. Leung held senior management positions in IBM and its associated company in Asia Pacific. Mr. Leung graduated from the Simon Fraser University in Canada with a Bachelor's degree in Business Administration in 1983.

Mr. Leung has entered into a service contract with the Company effective on 1 April 1998. The service contract does not have a fixed period but can be terminated by either party on a three-month notice. In addition, Mr. Leung is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Company's Bye-laws. Mr. Leung is entitled to a remuneration of HK$300,000 per annum which is determined by reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Leung was interested or deemed to be interested in 1,010,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(3) **Professor Lee Kwok On, Matthew**, aged 57, independent non-executive Director

Professor Lee was appointed as an independent non-executive Director on 9 April 1998 and is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

Professor Lee is Vice-President (Development & External Relations) and Chair Professor of Information Systems & E-Commerce at the City University of Hong Kong. Professor Lee holds the following degrees: BEng (first-class honours) in electronic engineering & MBA in business studies (University of Sheffield); Msc in computation (University of Oxford); PhD in computer science (University of Manchester); LLB and LLM in commercial & corporate law (University of London). He has been a chartered engineer of the UK Engineering Council since October 1995 and was admitted as a barrister of the High Court of Hong Kong in 2001. Professor Lee is the Chairman of Hong Kong Committee for Pacific Economic Cooperation.

Professor Lee is an independent non-executive director of China Goldjoy Group Limited (Stock Code: 1282). Save as disclosed above, Professor Lee has not held directorships in any other listed public companies in the last three years. He does not have any relationship with any other Directors or senior management or any substantial or controlling Shareholders.

Professor Lee has entered into a service contract with specific terms for three years commencing from 1 April 2015 with the Company but is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Professor Lee is entitled to a remuneration of HK$150,000 per annum which is determined by reference to his experience, duties and responsibilities and by reference to the prevailing market rate of companies of comparable size and similar operations.

As at the Latest Practicable Date, Professor Lee had no interest or deemed to be interested in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The following is a summary of the Scheme Rules:

(1) PURPOSES AND OBJECTIVES

The purpose of the Scheme is to recognise and motivate the contribution of certain Employees and to provide incentives and help the Group in retaining its existing Employees and recruiting additional Employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Company.

(2) ADMINISTRATION

The Scheme shall be subject to the administration of the Board in accordance with the Scheme Rules.

(3) MAXIMUM LIMIT

The Board shall not make any further award of Restricted Shares which will result in the aggregate number of restricted shares awarded by the Board throughout the duration of the Renewed Scheme to be in excess of 10% of the issued share capital of the Company from time to time or such other percentage as notified to the Trustee by the Board (provided that the overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under any other incentive or share option schemes and may be issued under the Renewed Scheme must not exceed 30% of the Shares in issue from time to time). Subject to the aforesaid limit, the maximum number of Restricted Shares which may be awarded under the Renewed Scheme shall not exceed 2% of the issued share capital of the Company as at the year end date of the preceding financial year of the Company for any 12-month period up to and including the date of the relevant grant. The maximum number of Restricted Shares which may be awarded to a Selected Employee under the Renewed Scheme shall not exceed 1% of the issued share capital of the Company as at the year end date of the preceding financial year of the Company.

(4) RESTRICTIONS

No instructions and no payments to purchase Shares shall be given to the Trustee when any director of the Company is in possession of unpublished inside information in relation to the Company or where dealings by directors of the Company are prohibited under any code or requirement of the Listing Rules and any applicable laws from time to time.

(5) OPERATION

Pursuant to the Scheme Rules, the Board shall select the Selected Employee(s) and determine the number of Restricted Shares to be awarded. The Board shall cause to pay the Trustee the purchase price and the related expenses from the Company's resources for the Shares to be purchased by the Trustee. The Trustee shall purchase from the market such number of Shares awarded as specified by the Board and shall hold such Shares until they are vested in accordance with the Scheme Rules.

When the Selected Employee satisfy all vesting conditions specified by the Board at the time of making the award and become entitled to the Shares forming the subject of the award, the Trustee shall transfer the relevant vested Shares to that employee at no cost. The Selected Employee however is not entitled to receive any income or distribution, such as dividend derived from the unvested Shares granted to him. The said income or distributions shall be used by the Trustee for payment of the Trustee's fees or expenses or for purchase of further Shares for the Scheme.

(6) VESTING AND LAPSE

Unless otherwise determined by the Board at its discretion, Restricted Shares held by the Trustee upon the Trust and which can be referred to a Selected Employee shall not vest in the Selected Employee under the following circumstances:

(i) in the event of any failure of the Selected Employee to remain as an employee of the Group Company on the date which the Restricted Shares are supposed to be vested to him;

(ii) in the event that the Selected Employee fails to achieve the key performance indicator or such other condition(s) as specified in the letter of grant;

(iii) in the event that the Selected Employee(s) fails to return duly executed transfer documents prescribed by the Trustee for the relevant Restricted Shares within the stipulated period; and

(iv) in the event of the death of Selected Employee.

Unless otherwise determined by the Board at its discretion, an award shall automatically lapse when:

(i) a Selected Employee fails to satisfy any condition as set out in the letter of grant, or

(ii) the Subsidiary employing the Selected Employee ceases to be a Subsidiary, or

(iii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company).

In any event, the relevant Restricted Shares awarded shall not vest on the relevant vesting date but shall become and held as Returned Shares for the purposes of the Scheme. In the events that

(i) a Selected Employee is found to be an Excluded Employee; or

(ii) a Selected Employee fails to return duly executed transfer documents within the stipulated period,

the relevant part of an award made to such Selected Employee shall automatically lapse forthwith and the relevant Shares awarded shall not vest on the relevant vesting date but shall become Returned Shares for the purposes of the Scheme.

If there occurs an event of change in control (as specified in the Codes on Takeovers and Mergers and Share Repurchases from time to time) of the Company, whether by way of offer, merger, scheme of arrangement or otherwise, all the awarded Restricted Shares shall immediately vest on the date when such change in control becomes or is declared unconditional and such date shall be deemed the vesting date.

Where the awarded Restricted Shares do not vest in accordance with the Scheme Rules, the Trustee shall hold such Restricted Shares for the benefit of the Trust as it determines in its discretion, after having taken into account the recommendations of the Board.

(7) VOTING RIGHTS

The Trustee shall not exercise the voting rights in respect of any Shares held under the Trust (including but not limited to the awarded Restricted Shares, and further Shares acquired out of the income derived therefrom). Notwithstanding that the independent trustee is the legal holder of the said Shares held upon trust pursuant to the trust deed, the independent trustee shall not exercise the voting rights attached to such Shares.

(8) DURATION AND TERMINATION

The Renewed Scheme shall be effective from the date of the forthcoming AGM and shall continue in full force and effect for a term of 10 years unless sooner terminated as determined by the Board and the termination shall not affect any subsisting rights of any Selected Employee hereunder.

Upon termination, all awarded Restricted Shares shall become vested on the Selected Employees so referable on such date of termination, subject to the receipt by the Trustee of the transfer documents duly executed by the Selected Employees within the stipulated period. Net sale proceeds (after making appropriate deductions) of the Returned Shares and such non-cash income together with the residual cash and such other funds remaining in the Trust shall be remitted to the Company forthwith after the sale.

The Directors consider that the renewal of the Renewed Scheme is in the best interests of the Company and the Shareholders as a whole because it enables the Company to reward and motivate its employees, which is in line with the long-term development blueprint of the Company.

COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00046)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Level 10, Cyberport 2, 100 Cyberport Road, Hong Kong on Wednesday, 31 May 2017 at 4:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December 2016;

2. declare final and special dividends;

3. (a) To re-elect Mr. Ng Cheung Shing as executive director;

   (b) To re-elect Mr. Leung King San, Sunny as executive director;

   (c) To re-elect Professor Lee Kwok On, Matthew as independent non-executive director; and

   (d) To authorise the board to fix the directors' remuneration;

4. To re-appoint Messrs Ernst & Young as auditors and to authorise the board to fix their remuneration;

5. To consider and, if thought fit, pass with or without amendments, the following resolution as Ordinary Resolutions:

ORDINARY RESOLUTIONS

"**THAT**:

(a) subject to paragraph (c) below, pursuant and subject to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and deal with unissued shares (each a "Share") of HK$0.10 each in the capital of the Company and to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to options, conversion or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangement of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

(bb) (provided that resolution no. 6 is passed) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act of 1981 of Bermuda or any other applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

6. "**THAT**:

(a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "SFC") and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase the Shares at a price determined by the Directors;

(c) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act of 1981 of Bermuda or any other applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

7. "**THAT** subject to the ordinary resolutions nos. 5 and 6 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue, grant, distribute and deal with unissued Shares pursuant to resolution no. 5 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 7."

8. "**THAT** the Scheme (as defined in the circular to shareholders of the Company dated 26 April 2017 ("Circular"), a copy of the Scheme Rules has been produced to this meeting marked "A" and signed by the Chairman of this meeting for the purpose of identification) be and is hereby terminated and the adoption of the Renewed Scheme and the Scheme Rules (as defined in the Circular) by the Company for a term of 10 years from the date of passing this resolution be and is hereby approved and the directors of the Company be and are hereby authorized to execute any documents and instruments as may be necessary or incidental to the Renewed Scheme, to grant restricted shares under the Renewed Scheme up to the limit of 10% of the shares of the Company in issue as at the date of passing this resolution (provided that the overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under any other incentive or share option schemes of the Company and may be issued under the Renewed Scheme must not exceed 30% of the shares in issue from time to time), and to do all such acts and things as they consider necessary or

expedient or desirable in connection with the implementation of the Renewed Scheme including but not limited to appointment of any independent party not connected with the Company as the trustee for administration of the Renewed Scheme.".

On Behalf of the Board
Ng Cheung Shing
Chairman

Hong Kong, 26 April 2017

Notes:

1. The Register of Members of the Company will be closed from Thursday, 25 May 2017 to Wednesday, 31 May 2017 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 May, 2017. In addition, the Register of Members of the Company will be closed from Tuesday, 6 June 2017 to Wednesday, 7 June 2017 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to the proposed final and special dividends. In order to qualify for the proposed final and special dividends, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Tricor Tengis Limited, for registration not later than 4:30 p.m. on Monday, 5 June 2017. During such periods, no share transfer will be effected.

2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if such member is the holder of two or more shares of the Company) to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM.