Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

(the "Company")

(Incorporated in Bermuda with limited liability)

(Stock Code: 00046)

PROPOSED ADOPTION OF A RENEWED RESTRICTED SHARE AWARD SCHEME

The Board proposes to terminate its existing restricted share award scheme and adopt a renewed one as an incentive to retain and encourage the 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 financed 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.

Shareholders' approval will be sought for adoption of the Renewed Scheme and authorise the Board to implement the Renewed Scheme in accordance with the terms 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, 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.

A circular containing, among other things, details of the Renewed Scheme will be despatched to the Shareholders as soon as possible.

PROPOSED ADOPTION OF A RENEWED RESTRICTED SHARE AWARD SCHEME

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 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 terminated and renewed by the adoption of the Renewed Scheme, pursuant to which existing Shares will be purchased by the Trustee from the market out of cash financed 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.

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.

A summary of the Scheme Rules is set out below at the end of this announcement.

A proposed resolution will be put to the Shareholders for their approvals at the forthcoming annual general meeting of the Company to be held on 31 May 2017 for adoption of the Renewed Scheme and to authorise the Board to implement the Renewed Scheme in accordance with the terms of the Scheme Rules for purchase of Shares by the Trustee up to the limit 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 of the Company and may be issued under the Renewed Scheme must not exceed 30% of the Shares in issue from time to time. The proposal is put to the Shareholders for enhancement of transparency of the management of the Company.

For the avoidance of doubt, no new Share will be granted under the Renewed Scheme.

REASONS FOR THE PROPOSED ADOPTION OF THE RENEWED SCHEME

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' interest 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.

SUMMARY OF THE SCHEME RULES

Purposes and Objectives

The purpose of the Renewed Scheme is to recognise and motivate the contributions 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.

Administration

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

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.

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 price sensitive 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 all applicable laws from time to time.

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 has satisfied 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/her. 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 Renewed Scheme.

Vesting and Lapse

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

- 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;

- 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;

- 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

- 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 Returned Shares and shall be held as Returned Shares for the purposes of the Renewed Scheme.

In the event (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 and shall become Returned Shares for the purposes of the Renewed 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 event 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.

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).

Duration and Termination

The Renewed Scheme shall be effective from the Adoption Date and shall continue in full force and effect for a term of 10 years unless sooner terminated as determined by the Board of Directors 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.

A circular containing, among other things, details of the Renewed Scheme will be despatched to the Shareholders as soon as possible.

Definition

Unless otherwise defined, the following expressions in this announcement have the following meanings:

"Adoption Date"	the date on which the Shareholders approve the 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
"Company"	Computer And Technologies Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
"Duration"	the period during which the Renewed Scheme is effective, unless otherwise determined by the Board, the term of the Renewed Scheme is 10 years
"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)

"Excluded Employee"	any Employee who is resident in a place where the award of the Restricted Shares and/or the award of the Returned Shares and/or the vesting and transfer of Shares pursuant to the terms of the Scheme is not permitted under the laws and regulations of such place or where in the view of the Board or the Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such Employee
"Group"	the Company and its Subsidiaries from time to time
"Group Company"	the Company or any company which is its subsidiary
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"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 Shares"	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
"Shareholders"	holders of Share(s)
"Shares"	shares of HK$0.10 each in the share 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
"Subsidiary(ies)"	Subsidiary(ies) of the Company from time to time within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"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 any 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
"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

On behalf of the Board
Computer And Technologies Holdings Limited
Ng Cheung Shing
Chairman

Hong Kong, 20 April 2017

As at the date of this announcement, the Board comprises Mr. Ng Cheung Shing, Mr. Cheung Wai Lam, Mr. Leung King San, Sunny and Mr. Ng Kwok Keung as executive directors, and Mr. Ha Shu Tong, Professor Lee Kwok On, Matthew, and Mr. Ting Leung Huel, Stephen as independent non-executive directors.