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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 AND TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00046)

**DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO REPURCHASE ITS OWN SHARES
AND
TO ISSUE NEW SHARES**

A notice convening the annual general meeting to be held at Level 10, Cyberport 2, 100 Cyberport Road, Hong Kong on Monday, 3 June 2024 at 2:30 p.m. is set out on pages 16 to 20 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 branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

22 April 2024

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Level 10, Cyberport 2, 100 Cyberport Road, Hong Kong on Monday, 3 June 2024 at 2:30 p.m. to consider and, if thought fit, to approve the Ordinary Resolutions;
“Board”	the board of Directors, such committee or sub-committee or person(s) delegated with the power and authority by the board of Directors for the time being;
“Buyback Mandate”	as defined in paragraph 4 of the Letter from the Board;
“Bye-laws”	the bye-laws of the Company as amended from time to time;
“CG Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules;
“Company”	Computer and Technologies Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
“Chief Executive”	the chief executive officer of the Company;
“Director(s)”	director(s) of the Company;
“Extension Mandate”	as defined in paragraph 4 of the Letter from the Board;
“Final Dividend”	the proposed final dividend of 5.5 HK cents per Share in respect of the year ended 31 December 2023;
“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 4 of the Letter from the Board;

DEFINITIONS

“Latest Practicable Date”	11 April 2024, 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;
“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; and
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers.

LETTER FROM THE BOARD



COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00046)

Executive Directors:

Ng Cheung Shing (*Chairman*)
Cheung Wai Lam
Leung King San Sunny
Ng Kwok Keung

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Independent Non-executive Directors:

Chan Yuen Shan Clara
Poon Siu Hoi Casey
Ting Leung Huel Stephen

Principal Place of Business

in Hong Kong:
Level 10
Cyberport 2
100 Cyberport Road
Hong Kong

22 April 2024

Dear Sir or Madam,

**DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO REPURCHASE ITS OWN SHARES
AND
TO ISSUE NEW SHARES**

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 declaration of Final Dividend; (ii) re-election of the retiring Directors; and (iii) the grant of each of the Issuance Mandate, the Buyback Mandates and the Extension Mandate.

LETTER FROM THE BOARD

2. DECLARATION OF FINAL DIVIDEND

On 18 March 2024, the Board proposed the payment of a Final Dividend of 5.5 HK cents per Share for the year ended 31 December 2023. The payment of the Final Dividend is subject to approval by the Shareholders at the AGM and will be distributed on or about Monday, 24 June 2024 to Shareholders whose names appear on the Register of Members of the Company on Tuesday, 11 June 2024. The Register of Members of the Company will be closed from Friday, 7 June 2024 to Tuesday, 11 June 2024 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to the proposed Final Dividend. In order to qualify for the proposed Final Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, for registration not later than 4:30 p.m. on Thursday, 6 June 2024.

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. Ms. Chan Yuen Shan Clara, Mr. Poon Siu Hoi Casey and Mr. Ting Leung Huel Stephen were the independent non-executive Directors.

Pursuant to Bye-law 84 of the Bye-laws, Mr. Cheung Wai Lam, Mr. Ng Kwok Keung and Ms. Chan Yuen Shan Clara 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 I to this circular.

The Nomination Committee has reviewed the structure and composition of the Board, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and the Company's policy for the nomination of Directors, the Company's corporate strategy, and the independence of all the retiring independent non-executive Directors. The Nomination Committee has recommended to the Board the proposal for re-election of all the retiring Directors at the AGM. In particular, the Company has reviewed the annual confirmations of independence from Ms. Chan Yuen Shan Clara. Recommendations to the Board for the proposed re-election of Ms. Chan Yuen Shan Clara as independent non-executive Director were made by the Nomination Committee, after having reviewed her suitability with reference to the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Nomination Committee has taken into account her past contributions to the Company, her individual attributes (details as set out in Appendix I to this circular) enhancing the Board's diversity as set out in the Board Diversity Policy adopted by the Company and her past record of involvement and participation in the affairs of the Company.

LETTER FROM THE BOARD

4. GRANT OF ISSUANCE MANDATE, BUYBACK MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 5 June 2023, 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 total number of up to 20% of the total number of the Shares of the Company in issue on the date of passing such resolution (the “**Issuance Mandate**”);
- (b) to purchase Shares on the Stock Exchange of total number of up to 10% of the total number of the Shares 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 total number of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate (the “**Extension Mandate**”).

The Issuance Mandate, the Buyback Mandate and the Extension 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 including 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 245,626,384 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 49,125,276 Shares, representing approximately 20% of the total number 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.

LETTER FROM THE BOARD

(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 II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the declaration of Final Dividend, the re-election of the retiring Directors and the granting of the Issuance Mandate, the Buyback Mandate and the Extension Mandate.

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 branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

6. RECOMMENDATION

The Directors consider that the declaration of the Final Dividend, the re-election of the retiring Directors, the proposed granting of the Issuance Mandate and the Buyback Mandate and the Extension Mandate 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.

7. GENERAL INFORMATION

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

LETTER FROM THE BOARD

8. 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

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. Cheung Wai Lam (“Mr. Cheung”), aged 60, executive Director

Mr. Cheung was appointed as an executive Director on 17 December 2013. Mr. Cheung has not held directorships in any other listed public companies in the last three years and does not have any relationship with any other Directors or senior management or any substantial or controlling Shareholders.

Mr. Cheung is responsible for the Group’s overseas business development. Mr. Cheung has over 30 years of experience in IT and consulting business ranging from software development to enterprise solutions implementation and is one of the founders of Y&A Professional Services Limited (the “Y&A”). Mr. Cheung joined the Group in 2006 when Y&A became a subsidiary of the Group. Before Y&A, he held various consulting positions in IBM in Hong Kong and Australia. Mr. Cheung is a member of the Risk Management Committee of the Company and a director of certain subsidiaries of the Company. Save as disclosed above, Mr. Cheung does not hold any other position with the Company or its subsidiaries.

Mr. Cheung has entered into a service contract with the Company effective January 2020. The service contract continues until terminated by either party with written notice of not less than three-month in advance. Mr. Cheung is entitled to a remuneration of HK\$360,000 per annum which is determined with reference to his duties and responsibilities, his experience and qualifications and prevailing market rates taking into account the remuneration policy of the Company, reviewed and approved by the Remuneration Committee of the Company. Mr. Cheung 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. Cheung was beneficially interested or deemed to be interested in 1,000,000 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 Rule 13.51(2)(h) to (v) of the Listing Rules.

(2) Mr. Ng Kwok Keung (“Mr. Ng”), aged 50, executive Director

Mr. Ng was appointed as an executive Director and chief financial officer of the Group on 1 April 2016. Mr. Ng has not held directorships in any other listed public companies in the last three years and does not have any relationship with any other Directors or senior management or any substantial or controlling Shareholders.

Mr. Ng is also the secretary of the Company, a member of the Risk Management Committee of the Company and a director and/or the secretary of certain subsidiaries of the Company. He joined the Group in 2007 and has over 20 years of experience in accounting, auditing, finance and business advisory. Before joining the Group, he was a financial controller of a Hong Kong listed company and has worked as a manager of assurance and advisory business services department of an international accounting firm. Save as disclosed above, Mr. Ng does not hold any other position with the Company or its subsidiaries.

Mr. Ng has entered into a service agreement with the Company effective April 2016. The service agreement continues until terminated by either party with written notice of not less than three-month in advance. According to the service agreement, Mr. Ng’s annual fixed remuneration will be HK\$1.98 million plus discretionary bonus based on the achievement of various management targets and business performance of the Group. The remuneration of Mr. Ng was determined with reference to his duties and responsibilities, his experience and qualifications and prevailing market rates taking into account the remuneration policy of the Company, 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 300,000 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 Rule 13.51(2)(h) to (v) of the Listing Rules.

(3) Ms. Chan Yuen Shan Clara (“Ms. Chan”), aged 52, independent non-executive Director

Ms. Chan was appointed as an independent non-executive Director on 28 January 2022. She is a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Management Committee of the Company. Save as disclosed above, Ms. Chan does not hold any other position with the Company or its subsidiaries.

Ms. Chan is the Vice-Chairman, the Chief Executive Officer and an executive director of Lee Kee Holdings Limited (Stock Code: 637). She is also a member of the Hong Kong Housing Authority and its Subsidised Housing Committee, the Operations Review Committee of Independent Commission Against Corruption, the Steering Committee on the Child Development Fund of Hong Kong Labour and Welfare Bureau, the Business Facilitation Advisory Committee, the Green Technology and Finance Development Committee of Financial Services and the Treasury Bureau, the Regional Comprehensive Economic Partnership Task Force on Trade and Investment under the HKTDC Belt and Road & Greater Bay Area Committee, as well as the Council Member of Hong Kong Productivity Council. Besides, she is a director of Nano and Advanced Materials Institute Limited and serves as an Executive Deputy Chairman of Federation of Hong Kong Industries. Save as disclosed above, Ms. Chan has not held directorships in any other listed public companies in the last three years. Ms. Chan does not have any relationship with any other Directors or senior management or any substantial or controlling Shareholders.

Ms. Chan has entered into a service contract with specific terms for three years commencing from January 2022 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. Ms. Chan is entitled to a remuneration of HK\$240,000 per annum which is determined at the recommendation of the Remuneration Committee by reference to her experience, duties and responsibilities and by reference to the prevailing market rate of companies of comparable size and similar operations taking into account the remuneration policy of the Company.

As at the Latest Practicable Date, Ms. Chan 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 Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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. The Company confirms that neither this explanatory statement nor the proposed share repurchase under the Buyback Mandate has any unusual features.

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 245,626,384 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 24,562,638 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 2023, 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
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	2.40	2.26
May	2.37	2.05
June	2.35	2.20
July	2.40	2.25
August	2.30	2.03
September	2.40	2.10
October	2.51	2.10
November	2.62	2.40
December	2.59	2.51
2024		
January	2.60	2.30
February	2.46	2.25
March	2.40	2.16
April (up to the Latest Practicable Date)	2.28	2.25

5. DISCLOSURE OF INTERESTS

The Directors will exercise the powers of the Company to make purchases under the Buyback Mandate in accordance with the Listing Rules and the applicable 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.

Rule 1.01 of the Listing Rules defines core connected persons to include directors, chief executives, substantial shareholders or any of its subsidiaries or a close associate (as defined in the Listing Rules) of a listed company and Rule 8.24 of the Listing Rules provides that core connected persons are not members of "the public". Therefore, the Shares interested in by the Directors and substantial Shareholders are not included in the public float.

APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

As at the Latest Practicable Date, the Directors, the Chief Executive and the following substantial Shareholders were beneficially interested in a total of 179,838,938 Shares within the meaning of the Listing Rules, representing 73.2% 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	121,338,000	49.4
Chao Lien Technologies Limited (" Chao Lien ")	1	Directly beneficially owned	114,614,000	46.7
C.S. (BVI) Limited	1	Through a controlled corporation	114,614,000	46.7
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	10.9

Notes:

- 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.
- 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.

APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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 81.4%. 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 114,614,000 Shares whereas Mr. Ng Cheung Shing, who was deemed to be interested in all the Shares held by Chao Lien, also personally held 6,724,000 Shares, representing 46.7% and 49.4% 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 51.0% and 54.0% 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 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 close 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 core 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

In the six months preceding the date of this circular, the Company had repurchased the Shares in the Stock Exchange as follows:

Date of purchase	Number of Shares purchased*	Price per Share	
		Highest price paid HK\$	Lowest price paid HK\$
12 October 2023	60,000	2.32	2.30
16 October 2023	80,000	2.32	2.30
17 October 2023	46,000	2.34	2.32
18 October 2023	44,000	2.38	2.34
19 October 2023	18,000	2.40	2.38
20 October 2023	2,000	2.37	2.37
24 October 2023	46,000	2.43	2.38
25 October 2023	10,000	2.44	2.44
27 October 2023	20,000	2.45	2.45
30 October 2023	20,000	2.44	2.44

APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

Date of purchase	Number of Shares purchased*	Price per Share	
		Highest price paid HK\$	Lowest price paid HK\$
31 October 2023	128,000	2.49	2.49
3 November 2023	50,000	2.53	2.53
6 November 2023	4,000	2.55	2.50
7 November 2023	44,000	2.52	2.52
8 November 2023	84,000	2.57	2.56
10 November 2023	50,000	2.57	2.55
13 November 2023	20,000	2.58	2.58
14 November 2023	168,000	2.60	2.60
20 November 2023	6,000	2.52	2.52
27 November 2023	220,000	2.60	2.59
30 November 2023	50,000	2.57	2.57
1 December 2023	100,000	2.58	2.57
4 December 2023	94,000	2.55	2.55
5 December 2023	100,000	2.55	2.55
6 December 2023	50,000	2.55	2.55
7 December 2023	50,000	2.55	2.55
8 December 2023	100,000	2.55	2.55
11 December 2023	100,000	2.55	2.55
12 December 2023	80,000	2.55	2.55
13 December 2023	50,000	2.55	2.55
18 December 2023	200,000	2.53	2.53
27 December 2023	76,000	2.53	2.53
29 December 2023	194,000	2.54	2.54
2 January 2024	2,000	2.50	2.50
3 January 2024	54,000	2.50	2.45
4 January 2024	50,000	2.53	2.50
5 January 2024	216,000	2.55	2.50
9 January 2024	292,000	2.51	2.50
19 March 2024	150,000	2.19	2.16
20 March 2024	10,000	2.16	2.16
21 March 2024	48,000	2.20	2.20
22 March 2024	150,000	2.22	2.20
25 March 2024	54,000	2.25	2.22
26 March 2024	50,000	2.25	2.25
27 March 2024	150,000	2.25	2.21
5 April 2024	50,000	2.27	2.27
8 April 2024	36,000	2.27	2.27
11 April 2024	80,000	2.28	2.28

* These Shares have been cancelled / will be subsequently cancelled after the Latest Practicable Date.

Save as disclosed above, 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.

NOTICE OF ANNUAL GENERAL MEETING



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 (the “**Annual General Meeting**”) will be held at Level 10, Cyberport 2, 100 Cyberport Road, Hong Kong on Monday, 3 June 2024 at 2:30 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 2023;
2. To declare final dividend of 5.5 HK cents per share of the Company, for the year ended 31 December 2023, the dividend be satisfied in cash;
3.
 - (a) To re-elect Mr. Cheung Wai Lam as an executive director;
 - (b) To re-elect Mr. Ng Kwok Keung as an executive director;
 - (c) To re-elect Mr. Chan Yuen Shan Clara as an 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:

NOTICE OF ANNUAL GENERAL MEETING

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 total number of the Shares 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 bye-laws 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 total number of the Shares 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 total number of the Shares 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

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of the 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 total number of the Shares 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 total number of the Shares 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 total number of the issued Shares on the date of the passing of resolution no. 7.”

On Behalf of the Board
Ng Cheung Shing
Chairman

Hong Kong, 22 April 2024

Notes:

1. The Register of Members of the Company will be closed from Wednesday, 29 May 2024 to Monday, 3 June 2024 (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 branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 28 May 2024. In addition, the Register of Members of the Company will be closed from Friday, 7 June 2024 to Tuesday, 11 June 2024 (both days inclusive) for the purpose of ascertaining shareholders’ entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, for registration not later than 4:30 p.m. on Thursday, 6 June 2024. During such periods, no share transfer will be effected.

NOTICE OF ANNUAL GENERAL MEETING

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 branch share registrar in Hong Kong, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM.