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

(Incorporated in Bermuda with limited liability)

(Stock Code: 00046)

PROPOSED ADOPTION OF SHARE AWARD SCHEME

PROPOSED ADOPTION OF SHARE AWARD SCHEME

The Board announces that, on 29 April 2026, the Board resolved to adopt the Share Award Scheme in accordance with Chapter 17 of the Listing Rules to provide incentive to the Eligible Participants in order to promote the development and success of the business of the Group.

GENERAL

Application will be made to the Stock Exchange for approval of the listing of, and permission to deal in, the Shares which may fall to be issued and allotted or transferred by the Company (including any issue of new Shares and transfer of treasury shares) in respect of the Awards that may be granted pursuant to the Share Award Scheme.

The proposed adoption of the Share Award Scheme is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

A circular containing, among other things, details of the Share Award Scheme (including the principal terms of the Share Award Scheme) and the notice of the AGM, will be disseminated to the Shareholders in accordance with the requirements of the Listing Rules in due course.

As at the date of this announcement, the proposed adoption of the Share Award Scheme is subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

PROPOSED ADOPTION OF SHARE AWARD SCHEME

The Board announces that, on 29 April 2026, the Board resolved to adopt the Share Award Scheme in accordance with Chapter 17 of the Listing Rules to provide incentive to the Eligible Participants in order to promote the development and success of the business of the Group.

The key terms of the Share Award Scheme are set out below.

Purpose

The purpose of the Share Award Scheme is to provide incentive to the Eligible Participants in order to promote the development and success of the business of the Group. The Share Award Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group.

Condition

The adoption of the Share Award Scheme is conditional upon the passing of an ordinary resolution to approve and adopt the Share Award Scheme by the Shareholders in a general meeting of the Company.

Administration

The Share Award Scheme shall be subject to the administration of the Board whose decision on all matters arising in relation to the Share Award Scheme or its interpretation or application or effect shall (save as otherwise provided therein and in the absence of manifest error) be final and binding. The Board shall exercise its administrative power in accordance with the requirements in the Listing Rules.

Eligible Participants

In determining the basis of eligibility of the Eligible Participants, the factors in assessing whether any person is eligible to participate in the Share Award Scheme include: (1) the performance; (2) the skill, knowledge, experience, expertise and other personal qualities; (3) time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard; (4) the length of employment with the Group; and (5) the contribution or potential contribution to the development and growth of the Group.

Duration

Subject to the condition above and the termination provisions, the Share Award Scheme shall be valid and effective for the period commencing on the Adoption Date and expiring on the Termination Date, after which period no further Awards will be granted but the provisions of the Share Award Scheme shall remain in force to the extent necessary to give effect to the vesting of any Awards granted on or prior to the Termination Date or otherwise as may be required in accordance with the provisions of the Share Award Scheme.

Grant of Awards

Subject to and in accordance with the provisions of the Share Award Scheme and the Listing Rules, the Board shall be entitled (but shall not be bound), at any time and from time to time and within a period commencing on the Adoption Date and ending on the Termination Date (both dates inclusive), to make an Offer to such Eligible Participant as it may, in its absolute discretion, select, and subject to such conditions as the Board may think fit, provided that no such Offer shall be made if a prospectus is required to be issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or any applicable laws or if such grant will result in the breach by the Company or any of the Directors of any applicable securities laws and regulations in any jurisdiction.

Any grant of an Award to any of the Directors, chief executive of the Company or substantial shareholder, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is the proposed Grantee of the Award).

Purchase Price

The Purchase Price (if any) shall be such price determined by the Board in its absolute discretion and notified to the Grantee in the offer letter. In determining the Purchase Price, the Board will take into account factors including the practices of comparable companies, the prevailing market price of the Shares, the effectiveness of the Share Award Scheme in attracting, retaining and motivating the Grantee to contribute to the long-term development of the Group, and the incentivisation effect of the Award(s) as a whole. For the avoidance of doubt, the Board may determine the Purchase Price to be nil.

Restrictions on grant of Awards

No Offer shall be made by the Board:

(1) after inside information (having the meaning as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) has come to its knowledge until (and including) the trading day after such inside information has been announced by the Company pursuant to the requirements of the Listing Rules;

(2) during the period commencing from thirty (30) days immediately preceding the earlier of:

(i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for approving the Company's results for any year, half-year or quarterly or any other interim period (whether or not required under the Listing Rules); and

(ii) the deadline for the Company to publish its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement (or during any period of delay in publishing the results announcement); and

(3) at a time when the relevant Eligible Participant would be prohibited from dealing in the Shares by the Listing Rules (including the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules).

Source of Award Shares

The Company may issue new Shares and/or utilise existing Shares and/or treasury shares (if any) to satisfy grant(s) of the Award(s) under the Share Award Scheme.

Performance target and clawback mechanism

The Board may at its discretion determine and provide in the offer letter at the grant of the relevant Award any performance target(s) as the Board may then specify which must be achieved or satisfied by the Grantee before any of the Awards can be vested, as well as the clawback mechanism, if applicable, for the Company to recover or withhold any Awards granted to any Eligible Participants.

In the event that:

(1) a Grantee's employment has been terminated summarily;

(2) a Grantee has been convicted of any criminal offence involving his or her integrity or honesty; or

(3) a Grantee has been involved in any wrongdoing that brings the Group into disrepute or causes damages to the Group (including but not limited to causing a material misstatement in the Company's financial statements),

any outstanding Awards not yet vested shall be immediately forfeited and shall immediately lapse under the Share Award Scheme, unless the Board determines otherwise at its discretion.

Vesting of Award Shares

For the purposes of the vesting of an Award, the Board may, at its discretion, arrange for the Award Shares to be satisfied in the following methods:

(1) arrange for the Award Shares to be transferred to the Grantee (or the Grantee's estate) credited as fully paid; and/or

(2) pay to the Grantee (or the Grantee's estate) by remittance to the bank account designated and provided by the Grantee (or the Grantee's personal representative), the Actual Sale Proceeds from on-market sale of the Award Shares through the facilities of the Stock Exchange at prevailing market prices.

The vesting period in respect of any Award must be not less than the Minimum Period, except for the circumstances set out below:

(1) grants of "make-whole" Awards to new joiners to replace the award shares they forfeited when leaving the previous employers;

(2) grants to an Eligible Participant whose employment is terminated due to death or disability or occurrence of any out of control event;

(3) grants that are made in batches during a year for administrative and compliance reasons (such as to save administrative time and compliance costs, to coincide with the regular or scheduled meetings of the Board and/or the Remuneration Committee, etc.), which include Awards that should have been granted earlier if not for such administrative or compliance reasons but had to wait for subsequent batch;

(4) grants of Awards with a mixed or accelerated vesting schedule such as where the Awards may vest evenly over a period of 12 months; or

(5) grants with performance-based vesting conditions in lieu of time-based vesting criteria.

Scheme mandate limit

Subject to the Listing Rules, the total number of Shares which may be issued (including any transfer of treasury shares of the Company) in respect of all Awards which may be granted at any time under the Share Award Scheme together with options and awards which may be granted under any other share schemes (as defined in the Listing Rules) of the Company shall not exceed 10% of the Shares in issue (excluding treasury shares) as at the Adoption Date.

Transferability

An Award shall be personal to the Grantee and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to any Award or enter into any agreement so to do. Any breach of the foregoing by a Grantee shall entitle the Company to cancel any Award or any part thereof granted to such Grantee to the extent not already vested.

Voting rights

The Trustee holding unvested Award Shares, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such direction is given.

Rights of the Grantee

In respect of any Award Shares that have not yet been granted, any dividend declared and issued on such Award Shares shall belong to the Company, and the Trustee shall remit the same to the Company in accordance with the Company's instructions.

No instructions may be given by a Grantee to the Trustee in respect of the Award or any other property of the Trust and the Trustee shall not follow instructions given by a Grantee to the Trustee in respect of the Award or any other property of the Trust.

In respect of any Award Shares that are granted to a Grantee and that have not yet vested, the Grantee shall not have any right to any cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions from any such Award Shares nor any rights arising on liquidation of the Company.

Termination

The Company by an ordinary resolution in a general meeting of the Company may at any time terminate the operation of the Share Award Scheme. In such event, no further Awards will be offered but in all other respects, the provisions of the Share Award Scheme shall remain in force to the extent necessary to give effect to the vesting of any Awards granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Award Scheme and the Awards granted prior to such termination shall continue to be valid in accordance with the Share Award Scheme.

GENERAL

Application will be made to the Stock Exchange for approval of the listing of, and permission to deal in, the Shares which may fall to be issued and allotted or transferred by the Company (including any issue of new Shares and transfer of treasury shares) in respect of the Awards that may be granted pursuant to the Share Award Scheme.

The proposed adoption of the Share Award Scheme is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

A circular containing, among other things, details of the Share Award Scheme (including the principal terms of the Share Award Scheme) and the notice of the AGM, will be disseminated to the Shareholders in accordance with the requirements of the Listing Rules in due course.

As at the date of this announcement, the proposed adoption of the Share Award Scheme is subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

"Actual Sale Proceeds"	the proceeds from the sale of the Award Shares net of stamp duty, brokerage, Stock Exchange trading fee, SFC transaction levy and any other applicable levies and costs
"Adoption Date"	the date of fulfillment of the condition contained in the Share Award Scheme
"AGM"	the upcoming annual general meeting to be held by the Company for the Shareholders to consider, and if thought fit, approve, amongst others, the proposed adoption of the Share Award Scheme
"associate"	has the meaning as defined in the Listing Rules
"Award"	an award granted under the Share Award Scheme
"Award Shares"	new or existing Shares underlying an Award, including treasury shares of the Company that are transferred out of treasury by the Company
"Board"	the board of Directors for the time being or a duly authorised committee thereof
"Company"	Computer And Technologies Holdings Limited, a company incorporated in Bermuda with limited liability
"Directors"	the directors of the Company
"Eligible Participant(s)"	Employee(s); however, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Share Award Scheme and such individual shall therefore be excluded from the scope of Eligible Participants

"Employee(s)"	the directors and employees (whether full-time, part-time or other employment arrangement) of any member of the Group (including persons who are granted Awards under the Share Award Scheme as inducement to enter into employment contracts with any member of the Group)
"Grantee"	any Eligible Participant who accepts the Offer in accordance with the terms of the Share Award Scheme or ((here the context so permits) his personal representative
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Minimum Period"	with respect to an Award, the period commences on the date on which an Offer is made to an Eligible Participant and ending on the day immediately prior to the expiry of the 12-month period thereof
"Offer"	an offer to an Eligible Participant for the grant of an Award
"Purchase Price"	with respect to a particular Award, the price per Share at which the relevant Grantee is required to pay (which, for the avoidance of doubt, could be nil) to purchase or receive the Shares comprising the Award
"Remuneration Committee"	the remuneration committee of the Board
"SFC"	the Securities and Futures Commission of Hong Kong
"Shares"	ordinary shares in the capital of the Company
"Shareholders"	holders of the Shares
"Share Award Scheme"	the share award scheme proposed to be adopted by the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning as defined in the Listing Rules
"Termination Date"	close of business of the Company on the date which falls on the date immediately prior to the 10th anniversary of the Adoption Date, or such earlier date as the Share Award Scheme is terminated
"treasury shares"	has the meaning as defined in the Listing Rules
"Trust(s)"	the trust(s) established by the Company for the purposes of holding Award Shares upon trust under the Share Award Scheme

"Trustee(s)"	the trustee(s) of the Trust(s) from time to time. The initial Trustee is expected to be a wholly-owned subsidiary of the Company
"%"	per cent.

By Order of the Board
Computer And Technologies Holdings Limited
Ng Cheung Shing
Chairman

Hong Kong, 29 April 2026

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