## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**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.

The Stock Exchange of Hong Kong Limited (the "Stock Exchange") takes no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

computer technologies

# COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 46)**

## GENERAL MANDATES TO REPURCHASE ITS OWN SHARES AND TO ISSUE NEW SHARES AND RE-ELECTION OF RETIRING DIRECTORS

A notice convening the forthcoming Annual General Meeting of the Company to be held at 30th Floor, Prosperity Millennia Plaza, 663 King's Road North Point, Hong Kong on Friday, 25 May 2007 at 10:00 a.m. is set out on pages 15 to 17 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, Tengis Limited, at 26/F Tesbury Centre, 28 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. Completion and return of the form of proxy will not prevent shareholders from attending and voting at the meeting should you so wish.

30 April 2007

# CONTENTS


*Page*

**Definitions** . . . . . 1

**Letter from the Board**

1. Introduction . . . . . 3
2. Buyback and Issuance Mandates . . . . . 3
3. Re-election of Retiring Directors . . . . . 4
4. Annual General Meeting and proxy arrangement . . . . . 4
5. Recommendation . . . . . 5
6. General information . . . . . 5

**Appendix I – Explanatory statement on the Buyback Mandate** . . . . . 6

**Appendix II – Procedure for the shareholders to demand a poll at a general meeting pursuant to the Bye-laws** . . . . . 12

**Appendix III – Details of directors proposed to be re-elected at the Annual General Meeting** . . . . . 13

**Notice of Annual General Meeting** . . . . . 15

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

| | |
|---|---|
| "Annual General Meeting" | the annual general meeting of the Company to be held on Friday, 25 May 2007 at 10:00 a.m.; |
| "Board" | the board of Directors of the Company for the time being; |
| "Buyback Mandate" | as defined in paragraph 2(a) of the Letter from the Board; |
| "Bye-laws" | the bye-laws adopted by the Company on 25 May 2006; |
| "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; |
| "Group" | the Company and its subsidiaries from time to time; |
| "Hong Kong" | The Hong Kong Special Administrative Region of the People's Republic of China; |
| "HK$" | Hong Kong dollars; |
| "Issuance Mandate" | as defined in paragraph 2(b) of the Letter from the Board; |
| "Latest Practicable Date" | 25 April 2007, 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 Annual General Meeting; |
| "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. |

# COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 46)**

*Executive Directors:*
Ng Cheung Shing *(Chairman)*
Leung King San, Sunny
Ma Mok Hoi

*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:*
30th Floor
Prosperity Millennia Plaza
663 King's Road
North Point
Hong Kong

30 April 2007

Dear Sir or Madam,

## GENERAL MANDATES TO REPURCHASE ITS OWN SHARES AND TO ISSUE NEW SHARES AND RE-ELECTION OF RETIRING DIRECTORS

### 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the Ordinary Resolutions to be proposed at the Annual General Meeting for the approval of (i) Issuance and the Buyback Mandates; and (ii) re-election of the retiring directors.

### 2. BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 25 May 2006, the Company granted a general mandate to the Board to exercise the powers of the Company to repurchase shares of the Company. A separate mandate was also granted to the Directors enabling them to issue new shares. Such mandates will lapse at the conclusion of the forthcoming Annual General Meeting of the Company.

Ordinary resolutions will be proposed at the Annual General Meeting to grant new general mandates to the Directors:

(a) to purchase Shares of the Company 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 ("Buyback Mandate");

(b) 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 ("Issuance 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 Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting.

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. Leung King San, Sunny and Mr. Ma Mok Hoi are executive directors of the Company. Mr. Ha Shu Tong, Dr. Lee Kwok On, Matthew and Mr. Ting Leung Huel, Stephen are the independent non-executive directors of the Company.

Pursuant to the Bye-law 87 of the Company's Bye-laws, Mr. Ma Mok Hoi and Dr. Lee Kwok On, Matthew shall retire from the office at the Annual General Meeting and shall be eligible for re-election. Details of the retiring directors proposed to be re-elected at the Annual General Meeting are set out in Appendix III to this circular.

## 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 17 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate and the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate.

A form of proxy for use at the Annual General Meeting 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, Tengis Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

## 5. RECOMMENDATION

The Directors consider that the proposed granting of the Buyback Mandate and the granting/extension of the Issuance Mandate as well as the re-election of the retiring directors 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 Annual General Meeting.

## 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Buyback Mandate), Appendix II (Procedure for the Shareholders to demand a poll at a general meeting pursuant to the Bye-laws) and Appendix III (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

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 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 264,974,198 Shares.

Subject to the passing of the resolution for the grant of the Buyback Mandate (resolution no. 5 as set out in the notice convening the Annual General Meeting contained in this circular), and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Buyback Mandate to repurchase a maximum of 26,497,419 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 laws of Bermuda provide 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 2006, 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 which in the opinion of the Directors are from time to time appropriate for the Company.

## 4. SHARE PRICES

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

| | Highest | Lowest |
|---|---|---|
| | *HK$* | *HK$* |
| **2006** | | |
| April | 1.15 | 0.99 |
| May | 1.05 | 0.85 |
| June | 0.88 | 0.76 |
| July | 0.87 | 0.78 |
| August | 0.87 | 0.79 |
| September | 0.85 | 0.72 |
| October | 0.80 | 0.65 |
| November | 0.77 | 0.65 |
| December | 0.83 | 0.70 |
| **2007** | | |
| January | 0.99 | 0.78 |
| February | 1.06 | 0.87 |
| March | 0.98 | 0.80 |
| April (up to the Latest Practicable Date) | 0.99 | 0.83 |

## 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 prior to the printing of this circular, the Directors and the following substantial shareholders of the Company were beneficially interested in a total of 169,931,938 shares of the Company within the meaning of part XV of the SFO, representing 64.13% 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 | 112,332,000 | 42.4 |
| Chao Lien Technologies Limited ("Chao Lien") | *1* | Directly beneficially owned | 110,000,000 | 41.5 |
| C.S. (BVI) Limited | *1* | Through a controlled corporation | 110,000,000 | 41.5 |
| Puttney Investments Limited ("PIL") | *2* | Directly beneficially owned | 29,148,938 | 11.0 |
| Hutchison International Limited ("HIL") | *2* | Through a controlled corporation | 29,148,938 | 11.0 |
| Hutchison Whampoa Limited ("HWL") | *2* | Through a controlled corporation | 29,148,938 | 11.0 |
| Cheung Kong (Holdings) Limited ("CKH") | *2, 3* | Through a controlled corporation | 29,148,938 | 11.0 |
| Li Ka-Shing Unity Trustee Company Limited ("TUT1") | *2, 3* | Through a controlled corporation | 29,148,938 | 11.0 |

| 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 |
|---|---|---|---|---|
| Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") | *2, 3* | Through a controlled corporation | 29,148,938 | 11.0 |
| Li Ka-Shing Unity Trustcorp Limited ("TDT2") | *2, 3* | Through a controlled corporation | 29,148,938 | 11.0 |
| Li Ka-Shing | *2, 3* | Through a controlled corporation | 29,148,938 | 11.0 |
| Hui Yau Man | | Directly beneficially owned | 26,782,000 | 10.1 |

*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. By virtue of the SFO, HWL and HIL were deemed to be interested in the 29,148,938 Shares held by PIL.

3. Li Ka-Shing Unity Holdings Limited ("TUHL"), of which each of Li Ka-Shing, Li Tzar Kuoi, Victor, and Li Tzar Kai, Richard, is interested in one-third of the entire issued share capital, owns the entire issued share capital of TUT1. TUT1 as trustee of The Li Ka-Shing Unity Trust, together with certain companies which TUT1 as trustee of The Li Ka-Shing Unity Trust is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, hold more than one-third of the issued share capital of CKH. 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.

   In addition, TUHL also owns the entire issued share capital of TDT1 as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and TDT2 as trustee of another discretionary trust ("DT2"). Each of TDT1 and TDT2 holds units in The Li Ka-Shing Unity Trust.

   By virtue of the SFO, each of Li Ka-Shing, being the settlor and may being regarded as a founder of DT1 and DT2 for the purpose of the SFO, TDT1, TDT2, TUT1 and CKH was deemed to be interested in the 29,148,938 Shares held by PIL.

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 71.26%. 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 2,032,000 Shares and 300,000 share options in the Company, each of them holding an aggregate interest of 41.51% and 42.39% 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, the shareholding of the Company held by Chao Lien, and Mr. Ng Cheung Shing will be increased to approximately 46.13%, and 47.10% 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

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

| Date of Repurchase | Number of Shares | Price per Share | |
|---|---|---|---|
| | | Highest | Lowest |
| | | *HK$* | *HK$* |
| 14 Nov 2006 | 50,000 | 0.70 | 0.70 |
| 16 Nov 2006 | 150,000 | 0.70 | 0.69 |
| 24 Nov 2006 | 28,000 | 0.70 | 0.70 |
| 28 Nov 2006 | 800,000 | 0.70 | 0.70 |
| 30 Nov 2006 | 100,000 | 0.70 | 0.70 |
| 1 Dec 2006 | 90,000 | 0.70 | 0.70 |
| 5 Dec 2006 | 198,000 | 0.73 | 0.73 |
| 6 Dec 2006 | 200,000 | 0.73 | 0.73 |
| 7 Dec 2006 | 100,000 | 0.73 | 0.73 |
| 8 Dec 2006 | 252,000 | 0.75 | 0.73 |
| 15 Dec 2006 | 390,000 | 0.77 | 0.77 |
| 18 Dec 2006 | 74,000 | 0.77 | 0.77 |
| 19 Dec 2006 | 180,000 | 0.77 | 0.76 |
| 20 Dec 2006 | 416,000 | 0.78 | 0.76 |
| 21 Dec 2006 | 132,000 | 0.77 | 0.77 |
| 27 Dec 2006 | 122,000 | 0.79 | 0.79 |
| 28 Dec 2006 | 552,000 | 0.80 | 0.78 |
| 29 Dec 2006 | 56,000 | 0.78 | 0.78 |
| 2 Jan 2007 | 50,000 | 0.78 | 0.78 |
| 3 Jan 2007 | 16,000 | 0.78 | 0.78 |
| 4 Jan 2007 | 328,000 | 0.80 | 0.78 |
| 5 Jan 2007 | 90,000 | 0.80 | 0.79 |
| 8 Jan 2007 | 84,000 | 0.80 | 0.79 |
| 9 Jan 2007 | 30,000 | 0.80 | 0.80 |
| 10 Jan 2007 | 40,000 | 0.80 | 0.80 |

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 25 April 2007 (being the latest practicable date prior to the printing of this circular).

The following paragraphs set out the procedure for the Shareholders to demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Bye-laws.

According to Bye-law 66 of the Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

(a) the chairman of such meeting; or

(b) at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or

(c) a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or

(d) a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

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. Ma Mok Hoi, Tony**, aged 50, executive director of the Company

Mr. Ma joined the Group in 1994, is in charge of the Group's distribution business, has over 20 years of experience in distribution and customer service businesses in the IT field. He graduated from the Hong Kong Polytechnic with a higher diploma and an associateship in electronic engineering in 1980 and 1981 respectively. He also obtained a diploma in management studies from the Hong Kong Management Association in 1989.

Mr. Ma entered into a service contract with the Company on 1 April 1998. This service contract will continue until terminated by either party by serving to the other party a written notice of not less than three months notice. Mr. Ma 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. According to the service contract, Mr. Ma's annual fixed remuneration is HK$460,000 and a variable income pay by a commission scheme equivalent to 2% of the monthly gross profit of Maxfair Technology Limited ("Maxfair"). In addition, he is also entitled to a performance related bonus equivalent to 10% of the profit after taxation but before extraordinary items of Maxfair. Mr. Ma's emolument is determined also by reference to remuneration benchmark in the industry and the prevailing market conditions.

Mr. Ma does not have any relationship with any other directors or senior management or any substantial or controlling shareholders of the Company. He did not hold any directorship in other listed public companies during the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Ma Mok Hoi was interested or deemed to be interested in a total of 359,000 shares of the Company 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.

(2) **Professor Lee Kwok On, Matthew**, aged 47, independent non-executive director of the Company

Professor Lee was appointed as an independent non-executive director of the Company on 9 April 1998. Professor Lee is also a member of the Audit Committee as well as the Remuneration Committee of the Company.

Professor Lee is the Acting Dean of the Faculty of Business and a Professor of Information Systems at the City University of Hong Kong (the "University"). Professor Lee is also the founding Director of the DBA Programme at the University. He holds a number of university degrees including BEng (1st Class Honours) in electronic engineering, MSc in

software engineering, Ph.D. in computer science, MBA, LLB, and LLM in Corporate and Commercial Law. He has completed the Internet Law Summer Programe at Harvard Law School. Professor Lee has substantial experience and published widely in law and IT matters and is a professional member of both the Hong Kong Computer Society and the British Computer Society. He is qualified as a Chartered Engineer (UK Engineering Council) and a Barrister-at-Law both in Hong Kong SAR and England & Wales. Professor Lee was a Founding Vice-chairman of the Hong Kong Computer Society e-Business Special Interest Group. He was also a member of the Public Affairs Forum appointed by the Secretary for Home Affairs of HKSAR. He is currently an Assessor for the Innovation and Technology Support Programme of the HKSAR Government's Innovation and Technology Fund.

Professor Lee has not entered into any service contract with the Company and 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. Professor Lee is entitled to a remuneration of HK$80,000 per annum which is determined by reference to his duties and responsibilities with the Company.

Professor Lee does not have any relationship with any other directors or senior management or any substantial or controlling shareholders of the Company. He did not hold any directorship in other listed public companies during the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Professor Lee was interested in 100,000 shares of the Company 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.

# COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 46)**

**NOTICE IS HEREBY GIVEN** that the 2007 Annual General Meeting of the Company will be held at 30th Floor, Prosperity Millennia Plaza, 663 King's Road, North Point, Hong Kong on Friday, 25 May 2007 at 10:00 a.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 2006;

2. To declared final dividend;

3. (a) To re-elect Mr. Ma Mok Hoi as director;

   (b) To re-elect Dr. Lee Kwok On, Matthew as director; and

   (c) To authorise the board to fix the directors' remuneration and to set a maximum number of directors.

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 an Ordinary Resolution:

   "**THAT**

   (a) the exercise by the directors during the Relevant Period of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

   (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution, and the said approval shall be limited accordingly; and

   (c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

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

      (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in a general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda to be held.";

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

"**THAT**

(a) the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and dispose of additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions 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 any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, the total nominal amount of additional shares issued, allotted, disposed of or agreed conditionally or unconditionally to be issued, allotted or disposed of (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

(b) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

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

(ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in a general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda to be held."; and

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

"**THAT** the general mandate granted to the directors of the Company pursuant to Resolution 6 above and for the time being in force to exercise the powers of the Company to issue, allot or dispose of additional shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company since the granting of such general mandate referred to in the above Resolution 5 pursuant to the exercise by the directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.".

On Behalf of the Board
**Ng Cheung Shing**
*Chairman*

Hong Kong, 30 April 2007

*Notes:*

1. The Register of Members of the Company will be closed from Monday, 21 May 2007 to Friday, 25 May 2007 (both days inclusive) during which period no transfer of shares will be registered. In order to attend the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 18 May 2007.

2. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies 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, Tengis Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.