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COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 46)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of the Company will be held at 30th Floor, Prosperity Millennia Plaza, 663 King's Road, North Point, Hong Kong on Monday, 19 November 2012 at 2:00 p.m. for the following purposes:

1. To consider and, if thought fit, pass, as ordinary resolution:

   "**THAT**:

   (a) conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the shares (the "**Shares**") of the Company which may fall to be issued pursuant to the New Scheme (a copy of which is produced to the meeting marked "A" and signed by the Chairman of this meeting for the purpose of identification) (the "**Share Option Scheme**", the principal terms of it are described in the Appendix I to the circular dated 31 October 2012 of the Company, a copy of which is produced to the meeting marked "B" and signed by the Chairman of this meeting for the purpose of identification), the New Scheme be and is hereby approved and adopted by the Company and the board of directors of the Company be and are hereby authorized to administer the New Scheme, to grant options and to allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder and to take such steps and do such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Scheme;

   (b) the aggregate nominal amount of share capital to be allotted and issued pursuant to (a) above, together with any issue of Shares upon the exercise of any options granted under any other share option schemes as may from time to time be adopted by the Company, shall not exceed 10 per cent of the Shares in issue as at the date of the passing of this resolution."

2. To authorise the board of directors of the Company to fix the directors' remuneration.

On Behalf of the Board
Ng Cheung Shing
Chairman

Hong Kong, 31 October 2012

Notes:

1. The Register of Members of the Company will be closed from Friday, 16 November 2012 to Monday, 19 November 2012 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 15 November 2012.

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

3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM.

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