Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00046)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the "**Annual General Meeting**") will be held at 18th Floor, Dah Sing Financial Tower, No. 36 Heung Yip Road, Wong Chuk Hang, Hong Kong on Wednesday, 17 June 2026 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 2025;

2. (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. Ting Leung Huel Stephen as an independent non-executive director; and

   (d) To authorise the board to fix the directors' remuneration;

3. To re-appoint Messrs Ernst & Young as auditors and to authorise the board to fix their remuneration;

4. To consider and, if thought fit, pass with or without amendments, the following resolution as Ordinary Resolutions:

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**") (including any sale or transfer of treasury shares) of HK$0.10 each in the capital of the Company and to make, issue or grant offers, agreements, options (including bonds 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 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, and including any sale or transfer of treasury shares), 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 (excluding treasury shares) 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 (excluding treasury shares) on 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;

"**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)."

5. "**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;

(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 (excluding treasury shares) 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."

6. "**THAT** subject to the ordinary resolutions nos. 4 and 5 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 (including any sale or transfer of treasury shares) pursuant to resolution no. 4 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. 5, provided that such amount shall not exceed 10 per cent. of the total number of the issued Shares (excluding treasury shares) on the date of the passing of resolution no. 6."

7. "**THAT**:

   (a) the share award scheme of the Company (the "**Share Award Scheme**"), the rules of which are contained in the document marked "A" produced to the meeting and signed by the Chairman of the meeting for identification purposes or other schemes of the Company, be and is hereby approved and adopted and the directors of the Company be and are hereby authorized to grant awards and to allot, issue and deal with (including any transfer of treasury shares of the Company) the Shares which fall to be issued in respect of any award granted under the Share Award Scheme and to take all such steps as may be necessary or expedient in order to give full effect to the Share Award Scheme including, but not limited to: (a) administering the Share Award Scheme and granting awards under the Share Award Scheme; (b) modifying and/or amending the Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Award Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules; and (c) making application(s) at the appropriate time or times to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may hereafter from time to time be issued and allotted in respect of the awards granted under the Share Award Scheme; and

   (b) the total number of Shares which may be issued and any treasury shares which may be transferred in respect of all awards to be granted under the Share Award Scheme and all awards or options to be granted under any other share schemes (as defined in the Listing Rules) of the Company as may from time to time be adopted by the Company (including but not limited to the Share Option Scheme) shall not exceed such number of Shares as equals 10 per cent. of the Shares in issue (excluding treasury shares) as at the date of passing of this resolution."

8. "**THAT**:

(a) the share option scheme of the Company (the "**Share Option Scheme**"), the rules of which are contained in the document marked "B" produced to the meeting and signed by the Chairman of the meeting for identification purposes or other schemes of the Company, be and is hereby approved and adopted and the directors of the Company be and are hereby authorized to grant options and to allot, issue and deal with (including any transfer of treasury shares of the Company) the Shares which fall to be issued pursuant to the exercise of any option granted under the Share Option Scheme and to take all such steps as may be necessary or expedient in order to give full effect to the Share Option Scheme including, but not limited to: (a) administering the Share Option Scheme and granting options under the Share Option Scheme; (b) modifying and/or amending the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"); and (c) making application(s) at the appropriate time or times to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may hereafter from time to time be issued and allotted pursuant to the exercise of the options granted under the Share Option Scheme; and

(b) the total number of Shares which may be issued and any treasury shares which may be transferred in respect of all options to be granted under the Share Option Scheme and all awards or options to be granted under any other share schemes (as defined in the Listing Rules) of the Company as may from time to time be adopted by the Company (including but not limited to the Share Award Scheme) shall not exceed such number of Shares as equals 10 per cent. of the Shares in issue (excluding treasury shares) as at the date of passing of this resolution."

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution as a special resolution:

9. "**THAT**:

(a) the amendments to the existing bye-laws of the Company (the "Proposed Amendments") as set forth in Appendix III to the circular of the Company dated 29 April 2026 be and are hereby approved;

(b) the amended and restated bye-laws of the Company (incorporating the Proposed Amendments) in the form produced to the meeting and signed by the chairman of the meeting for identification purposes be and is hereby adopted as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect; and

(c) any one Director or officer of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements and necessary filings that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid paragraphs (a) and (b)."

On Behalf of the Board
Ng Cheung Shing
Chairman

Hong Kong, 29 April 2026

Notes:

1. The record date for determining the entitlement of the holders of Shares to attend and vote at the meeting will be Wednesday, 17 June 2026. The Register of Members of the Company will be closed from Friday, 12 June 2026 to Wednesday, 17 June 2026 (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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 11 June 2026.

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 Investor Services 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.

4. BAD WEATHER ARRANGEMENTS

If Typhoon Signal No.8 or above is or is expected to be hoisted or a Black Rainstorm Warning Signal or "extreme conditions" after super typhoons or other adverse weather conditions announced by the HKSAR Government is or is expected to be in force at any time after 12:00 noon on the day of the AGM, then the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice to be posted on the Company's website and the website of the Stock Exchange.

If Typhoon Signal No.8 or above or a Black Rainstorm Warning Signal or "extreme conditions" after super typhoons or other adverse weather conditions announced by the HKSAR Government is cancelled at or before 12:00 noon on the day of the AGM and, where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should carefully consider the risk of physical attendance at the AGM under bad weather conditions having regard to their personal circumstances and if they should choose to do so, they are advised to exercise due care and caution.

As at the date of this notice, 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.