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.

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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
RE-ELECTION OF RETIRING DIRECTORS
AND
ADOPTION OF THE RESTRICTED SHARE AWARD SCHEME

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 Thursday, 22 May 2008 at 10:00 a.m. is set out on pages 21 to 23 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, Tricor 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.

29 April 2008

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

"Adoption Date"	the date on which the Shareholders approve the adoption of the Scheme;
"Announcement"	the announcement of the Company dated 17 April 2008 regarding proposed adoption of the Scheme;
"Annual General Meeting"	the annual general meeting of the Company to be held on Thursday, 22 May 2008 at 10:00 a.m.;
"Board"	the board of Directors of the Company, such committee or sub-committee or person(s) delegated with the power and authority by the board of directors of the Company to administer the Scheme;
"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 (Stock Code: 46);
"Director(s)"	director(s) of the Company;
"Employee"	any employee (whether full-time or part-time) of any member of the Group (including without limitation any executive director, non-executive director and independent non-executive director of any member of the Group);
"Excluded Employee"	any Employee who is resident in a place where the award of the Restricted Shares and/or the award of the Returned Shares and/or the vesting and transfer of Shares pursuant to the terms of the Scheme is not permitted under the laws and regulations of such place or where in the view of the Board or the Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such Employee;
"Group"	the Company and its subsidiaries from time to time;

"Group Company"	the Company or any company which is its subsidiary;
"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"	23 April 2008, 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;
"Restricted Shares"	the Restricted Shares granted under the Scheme and has the meaning ascribed to such term in the Scheme Rules;
"Returned Shares"	such awarded Restricted Shares which are not vested and/or forfeited in accordance with the terms of the Scheme Rules;
"Scheme"	the restricted share award scheme to be adopted by the Company whereby awards of Shares may be made to Employees (such Shares being purchased by the Trustee) pursuant to the Trust Deed and the Scheme Rules;
"Scheme Rules"	the rules governing the operation of the Scheme;
"Selected Employee(s)"	Employee(s) of the Group selected by the Board for participation in the Scheme pursuant to the Scheme Rules;
"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;
"Subsidiary(ies)"	Subsidiary(ies) of the Company from time to time within the meaning of the Companies Ordinance (Cap.32 of the Laws of Hong Kong);
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers;
"Trust"	the trust constituted by the Trust Deed;
"Trust Deed"	the trust deed to be made between the Company as settlor and the Trustee as trustee, which deed establishes the Scheme;
"Trust Period"	the period beginning with the Adoption Date and ending upon the earliest happening of the following: (a) such date, being the 10th anniversary date of the Adoption Date; or (b) the date when an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company); or (c) the date as may be informed by the Company that the Scheme shall be terminated; and
"Trustee"	the trustee, a party who shall be independent and not connected with the Company, to be appointed by the Board for the administration of the Scheme, which will hold Shares for the benefit of the Selected Employees and others subject to the terms and conditions of the Trust Deed.

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

29 April 2008

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE ITS OWN SHARES AND TO ISSUE NEW SHARES RE-ELECTION OF RETIRING DIRECTORS AND ADOPTION OF THE RESTRICTED SHARE AWARD SCHEME

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; (ii) re-election of the retiring directors and (iii) adoption of the restricted share award scheme.

2. BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 25 May 2007, 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, 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. Leung King San, Sunny and Mr. Ting Leung Huel, Stephen 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. PROPOSED ADOPTION OF THE RESTRICTED SHARE AWARD SCHEME

(a) Adoption of the Scheme

Reference is made to the Announcement. The Board resolved to propose to the Shareholders to adopt the Scheme as an incentive to retain and encourage the employees for the continual commitments and contributions to the operation and development of the Group, pursuant to which existing Shares will be purchased by the Trustee from the market out of cash financed by the Group and be held in trust for the relevant Selected Employees until such Shares are vested with the relevant Selected Employees in accordance with the provisions of the Scheme.

If the Scheme is adopted by the Shareholders at the AGM, it would allow the Board to implement the Scheme in accordance with the terms of the Scheme Rules for purchase of Shares by the Trustee up to 10% of the issued share capital of the Company from time to time during the Trust Period.

No Shareholders' approval is required for the adoption of the Scheme. Nevertheless, to enhance the transparency of the management of the Company, the Board proposed to put to the Shareholders for approval a resolution for adoption of the Scheme and allowing the Board to implement the Scheme. A summary of the principal terms of the Scheme Rules is set out in Appendix IV of this circular.

For the avoidence of doubt, no new Share will be granted under the Scheme.

(b) Reasons for Adoption of the Scheme

The Directors strongly believe that the future success of the Company is closely tied to the commitment and efforts of the employees of the Group. The directors propose the Scheme to increase the degree to which the employee's interests are directly tied to the fortunes of the Company and its shareholders. The awards to be made under the Scheme enable the Selected Employees to see their fortunes more directly linked to that of the shareholders through the mechanism under the Scheme. The Restricted Shares to be awarded will be calculated and awarded on the basis of specific pre-defined criteria that directly links to the performance of Employees and/or the Group. The awards under the Scheme, if made, would have the incidental effect of allowing the Trustee to purchase the Shares at the most advantageous pricing within the allowed window.

4. PROPOSED ADOPTION OF THE RESTRICTED SHARE AWARD SCHEME (continued)

(c) Listing Rules Implication

The Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company.

Pursuant to the Scheme, existing Shares will be purchased by the Trustee and be held in trust for the relevant Selected Employees. Employees cover any employee of any member of the Group (inclusive of any Director). Accordingly, if the Board selects a Director as the Selected Employee, the grant of the Restricted Shares to the Director may constitute a connected transaction. However, given the grant of Restricted Shares to a Director will form part of the remuneration of the relevant Director under his service contract. Therefore, such grant of Restricted Shares are exempted from all the reporting, announcement and independent shareholders' approval requirements under rule 14A.31(6) of the Listing Rules.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 23 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, Tricor 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.

6. RECOMMENDATION

The Directors consider that the proposed granting of the Buyback Mandate, the granting/extension of the Issuance Mandate, the re-election of the retiring directors as well as the adoption of the Scheme 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.

7. 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), Appendix III (Details of Directors proposed to be re-elected at the Annual General Meeting) and Appendix IV (Summary of Scheme Rules) 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 261,024,198 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 26,102,419 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 2007, 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$*
2007		
April	0.99	0.83
May	1.46	0.88
June	1.38	1.12
July	1.20	1.05
August	1.18	0.78
September	1.15	0.88
October	1.19	0.91
November	1.19	0.92
December	1.08	0.94
2008		
January	1.02	0.85
February	0.95	0.85
March	0.93	0.80
April (up to the Latest Practicable Date)	1.12	0.85

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 65.10% 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	43.0
Chao Lien Technologies Limited ("Chao Lien")	1	Directly beneficially owned	110,000,000	42.1
C.S. (BVI) Limited	1	Through a controlled corporation	110,000,000	42.1
Puttney Investments Limited ("PIL")	2	Directly beneficially owned	29,148,938	11.2
Hutchison International Limited ("HIL")	2	Through a controlled corporation	29,148,938	11.2
Hutchison Whampoa Limited ("HWL")	2	Through a controlled corporation	29,148,938	11.2
Cheung Kong (Holdings) Limited ("CKH")	2, 3	Through a controlled corporation	29,148,938	11.2
Li Ka-Shing Unity Trustee Company Limited ("TUT1")	2, 3	Through a controlled corporation	29,148,938	11.2

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	11.2
Li Ka-Shing Unity Trustcorp Limited ("TDT2")	2, 3	Through a controlled corporation	29,148,938	11.2
Li Ka-Shing	2, 3	Through a controlled corporation	29,148,938	11.2
Hui Yau Man		Directly beneficially owned	26,782,000	10.3

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 72.34%. 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 42.14% and 43.04% 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 46.82% and 47.69% 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$*
9 October 2007	30,000	0.95	0.95
10 October 2007	42,000	0.97	0.95
16 October 2007	184,000	0.96	0.96
17 October 2007	30,000	0.97	0.96
22 October 2007	412,000	1.00	1.00
25 October 2007	24,000	1.02	1.02
1 November 2007	478,000	1.02	1.00
8 November 2007	30,000	1.00	1.00
12 November 2007	140,000	1.00	1.00
13 November 2007	30,000	1.00	1.00
19 November 2007	30,000	1.00	1.00
20 November 2007	192,000	1.00	0.98
21 November 2007	76,000	0.98	0.98
22 November 2007	2,000	0.98	0.98
23 November 2007	16,000	0.92	0.92
15 January 2008	450,000	0.95	0.92
16 January 2008	480,000	0.92	0.92
18 January 2008	254,000	0.94	0.93
21 January 2008	412,000	0.91	0.90
22 January 2008	660,000	0.90	0.85
23 January 2008	10,000	0.85	0.85
28 January 2008	28,000	0.85	0.85
29 January 2008	14,000	0.85	0.85
1 February 2008	64,000	0.85	0.85

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 23 April 2008 (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. Leung King San, Sunny,** aged 47, executive director of the Company.

Mr. Leung was appointed as a director of the Company on 9 April 1998. Mr. Leung is also a member of the Remuneration Committee of the Company. Mr. Leung has not held directorships in any other listed public companies in the last three years. Mr. Leung is the brother-in-law of Mr. Ng Cheung Shing. Except for the above, Mr. Leung does not have any relationship with any other directors or senior management or any substantial or controlling shareholders of the Company.

Mr. Leung has over 20 years of experience in finance, administration and planning in the IT industry. Before joining the Group, Mr. Leung held senior management positions in IBM and its associated company in Asia Pacific. Mr. Leung graduated from Simon Fraser University in Canada with a bachelor's degree in business administration in 1983.

Mr. Leung has entered into a service contract with the Company since 1 April 1998. The service contract does not have a fixed period but can be terminated by either party on a 3 months' notice. In addition, Mr. Leung 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. Mr. Leung's total remuneration was HK$ 1,115,000 for the year ended 31 December 2007. Effective 1 January 2008, Mr. Leung, due to his personal reasons, has taken holiday for his duty as the Chief Financial Officer of the Group, resulting that his remuneration for an Executive Director of the Company has been revised to HK$300,000 per annum. Upon the resumption of his duty, the emoluments of Mr. Leung would be re-determined by the Board after arm's length negotiation between the Company and Mr. Leung with reference to his experience, duties and responsibilities and by reference to the prevailing market rate of companies of comparable size and similar operations.

As at the Latest Practicable Date, Mr. Leung was interested or deemed to be interested in a total of 1,010,000 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) **Mr. Ting Leung Huel, Stephen,** MH, FCCA, FCPA (Practising), ACA, FTIHK, FHKIoD, aged 54, independent non-executive director of the Company.

Mr. Ting was appointed as an independent non-executive director of the Company on 9 August 2004. Mr. Ting is also a member of the Audit Committee as well as the Remuneration Committee of the Company. Mr. Ting does not have any relationship with any other directors of senior management or any substantial or controlling shareholders of the Company.

Mr. Ting is an accountant in public practice as managing partner of Messrs. Ting Ho Kwan & Chan, Certified Public Accountants since 1987. Mr. Ting is a member of the 9th & 10th Chinese People Political & Consultative Conference, Fujian. He is now a non-executive director of Chow Sang Sang Holdings International Limited (Stock Code: 116) and holds independent non-executive directorship in six other listed companies namely, Dongyue Group Limited (Stock Code: 189), JLF Investment Company Limited (Stock Code: 472), Minmetals Resources Limited (Stock Code: 1208), Texhong Textile Group Limited (Stock Code: 2678), Tong Ren Tang Technologies Company Limited (Stock Code: 8069) and Tongda Group Holdings Limited (Stock Code: 698). Mr. Ting was also a non-executive director of Premium Land Limited (Stock Code: 164) from 29 April 2006 to 28 May 2006 and an independent non-executive director of eForce Holdings Limited (Stock Code: 943) from 6 October 1999 to 3 July 2007. Save as disclosed above, he did not hold any directorship in other listed public companies during the three years preceding the Latest Practicable Date.

Mr. Ting 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. Mr. Ting has received a remuneration of HK$80,000 per annum for the year ended 31 December 2007. The emoluments of Mr. Ting are determined by the Board after arm's length negotiation between the Company and Mr. Ting with reference to his experience, duties and responsibilities and by reference to the prevailing market rate of companies of comparable size and similar operations.

As at the Latest Practicable Date, Mr. Ting 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.

The following is a summary of the Scheme Rules:

(1) PURPOSES AND OBJECTIVES

The purpose of the Scheme is to recognise and motivate the contribution of certain Employees and to provide incentives and help the Group in retaining its existing Employees and recruiting additional Employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Company.

(2) ADMINISTRATION

The Scheme shall be subject to the administration of the Board in accordance with the Scheme Rules.

(3) MAXIMUM LIMIT

The Board shall not make any further award of Restricted Shares which will result in the aggregate number of restricted shares awarded by the Board throughout the duration of the Scheme to be in excess of 10% of the issued share capital of the Company from time to time. Subject to the aforesaid limit, the maximum number of Restricted Shares which may be awarded under the Scheme shall not exceed 2% of the issued share capital of the Company as at the year end date of the preceding financial year of the Company for any 12-month period up to and including the date of the relevant grant. The maximum number of Restricted Shares which may be awarded to a Selected Employee under the Scheme shall not exceed 1% of the issued share capital of the Company as at the year end date of the preceding financial year of the Company.

(4) RESTRICTIONS

No instructions and no payments to purchase Shares shall be given to the Trustee when any director of the Company is in possession of unpublished price sensitive information in relation to the Company or where dealings by directors of the Company are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

(5) OPERATION

Pursuant to the Scheme Rules, the Board shall select the Selected Employee(s) and determine the number of Restricted Shares to be awarded. The Board shall cause to pay the Trustee the purchase price and the related expenses from the Company's resources for the Shares to be purchased by the Trustee. The Trustee shall purchase from the market such number of Shares awarded as specified by the Board and shall hold such Shares until they are vested in accordance with the Scheme Rules.

When the Selected Employee has satisfied all vesting conditions specified by the Board at the time of making the award and become entitled to the Shares forming the subject of the award, the Trustee shall transfer the relevant vested Shares to that employee at no cost. The Selected Employee however is not entitled to receive any income or distribution, such as dividend derived from the Shares allocated to him. The said income or distributions shall be used by the Trustee for payment of the Trustee's fees or expenses or for purchase of further Shares for the Scheme.

(6) VESTING AND LAPSE

Unless otherwise determined by the Board at its discretion, Restricted Shares held by the Trustee upon the Trust and which are referable to a Selected Employee shall not vest in the Selected Employee under the following circumstances:

- in the event of any failure of the Selected Employee to remain as an employee of the Group Company on the date which the Restricted Shares are supposed to be vested to him;

- in the event that the Selected Employee fails to achieve the key performance indicator or such other condition(s) as specified in the letter of grant;

- in the event that the Selected Employee(s) fails to return duly executed transfer documents prescribed by the Trustee for the relevant Restricted Shares within the stipulated period; and

- in the event of the death of Selected Employee.

Unless otherwise determined by the Board at its discretion, an award shall automatically lapse when (i) a Selected Employee fails to satisfy any condition as set out in the letter of grant, or (ii) the Subsidiary employing the Selected Employee ceases to be a Subsidiary, or (iii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company). In any event, the relevant Restricted Shares awarded shall not vest on the relevant vesting date but shall become and held as Returned Shares for the purposes of the Scheme.

In the event (i) a Selected Employee is found to be an Excluded Employee or (ii) a Selected Employee fails to return duly executed transfer documents within the stipulated period, the relevant part of an award made to such Selected Employee shall automatically lapse forthwith and the relevant Shares awarded shall not vest on the relevant vesting date but shall become Returned Shares for the purposes of the Scheme.

If there occurs an event of change in control (as specified in The Codes on Takeovers and Mergers and Share Repurchases from time to time) of the Company, whether by way of offer, merger, scheme of arrangement or otherwise, all the awarded Restricted Shares shall immediately vest on the date when such change in control event becomes or is declared unconditional and such date shall be deemed the vesting date.

Where the awarded Restricted Shares do not vest in accordance with the Scheme Rules, the Trustee shall hold such Restricted Shares for the benefit of the Trust as it determines in its discretion, after having taken into account the recommendations of the Board.

(7) VOTING RIGHTS

The Trustee shall not exercise the voting rights in respect of any Shares held under the Trust (including but not limited to the awarded Restricted Shares, and further Shares acquired out of the income derived therefrom).

(8) DURATION AND TERMINATION

The Scheme shall be effective from the Adoption Date and shall continue in full force and effect for a term of 10 years unless sooner terminated as determined by the Board of Directors and the termination shall not affect any subsisting rights of any Selected Employee hereunder.

Upon termination, all awarded Restricted Shares shall become vested on the Selected Employees so referable on such date of termination, subject to the receipt by the Trustee of the transfer documents duly executed by the Selected Employees within the stipulated period. Net sale proceeds (after making appropriate deductions) of the Returned Shares and such non-cash income together with the residual cash and such other funds remaining in the Trust shall be remitted to the Company forthwith after the sale.

COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 46)

NOTICE IS HEREBY GIVEN that the 2008 Annual General Meeting of the Company will be held at 30th Floor, Prosperity Millennia Plaza, 663 King's Road, North Point, Hong Kong on Thursday, 22 May 2008 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 2007;

2. To declared final dividend.

3. (a) To re-elect Mr. Leung King San, Sunny as director;

   (b) To re-elect Mr. Ting Leung Huel, Stephen 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.".

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

"**THAT** the adoption of the Scheme and the Scheme Rules (as defined in the circular to shareholders of the Company dated 29 April 2008, a copy of the Scheme Rules has been produced to this meeting marked "A" and signed by the Chairman of this meeting for the purpose of identification) by the Company be and is hereby approved and the directors of the Company be and are hereby authorized to execute any documents and instruments as may be necessary or incidental to the Scheme and to do all such acts and things as they consider necessary or expedient or desirable in connection with the implementation of the Scheme including but not limited to appointment of any independent party not connected with the Company as the trustee for administration of the Scheme.".

On Behalf of the Board
Ng Cheung Shing
Chairman

Hong Kong, 29 April 2008

Notes:

1. The Register of Members of the Company will be closed from Monday, 19 May 2008 to Thursday, 22 May 2008 (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, Tricor Tengis Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Friday, 16 May 2008.

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, 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 Meeting.