

Computer And Technologies Holdings Limited (the “Company”)
(Stock Code: 46)

Procedures for Shareholders to propose a person for election as a Director
Adopted by the board of the Company (the Board”) on 22 Mar, 2012

- 1.1 Bye-law 88 of the bye-laws of the Company (the “Bye-Laws”) provides as follows:
"No person other than a director of the Company (the “Director”) retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a member of the Company (the “Shareholder”) (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and also a notice in writing signed by such person of his willingness to be elected shall have been lodged at the Company's principal place of business in Hong Kong. The minimum length of the period during which such notices are given shall be at least seven (7) days and that the period for lodgement of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting."
- 1.2 Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at such general meeting, notice in writing of his intention to propose such person for election as a Director and the notice in writing executed by the nominee of his willingness to be elected must be validly served at the principal place of business in Hong Kong of the Company. The minimum length of the period during which such notices are given shall be at least seven (7) days and the period for lodgement of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.
- 1.3 Pursuant to Rule 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.
- 1.4 To enable shareholders to make an informed decision on their election at a general meeting, the names of all candidates submitted for election or re-election as a Director together with his/her biographical details as set out in Rule 13.51(2) of the Listing Rules (including other directorships held in listed public companies in the past three years and other major appointments) are to be set out in a circular or supplementary circular to be sent to shareholders prior to the meeting in accordance with the Listing Rules.