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## **COMPUTER AND TECHNOLOGIES HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00046)**

### **SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2022**

Reference is made to the annual report for the year ended 31 December 2022 (the “**Annual Report**”) of Computer And Technologies Holdings Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”). Unless otherwise defined here, definitions and terms used herein shall bear the same meanings as defined in the Annual Report.

In addition to the information contained in the Annual Report, the Board would like to provide the following supplementary information to the Shareholders and potential investors of the Company.

### **SUPPLEMENTAL INFORMATION RELATING TO THE RESTRICTED SHARE AWARD SCHEME**

#### **Term**

The Award Scheme shall be effective from the adoption date (i.e. 31 May 2017) and shall continue in full force and effect for a term of 10 years unless sooner terminated as determined by the Board of Directors. The Award Scheme is to expire on 31 May 2027.

## Movements and position

The following table illustrates the number of and movements of the Awarded Shares under the Award Scheme for the year ended 31 December 2022:

Name of category of participant	Number of Unvested Awarded Shares						Award date	Vesting period of Award Shares	Fair value of awards at the date of grant (HK\$)	Closing price of the shares immediately before the date on which the awards were granted (HK\$)
	At 1 January 2022	Award during the year	Vested during the year	Cancelled during the year	Lapsed during the year	At 31 December 2022				
<b>Directors</b>										
Ir. Ng Cheung Shing	100,000	-	(50,000)	-	-	50,000	14 May 2018	30 April 2019 to 30 April 2023	2.43	2.93
Ir. Ng Cheung Shing	-	150,000	-	-	-	150,000	6 June 2022	30 June 2023 to 30 June 2025	2.24	2.60
Mr. Cheung Wai Lam	100,000	-	(50,000)	-	-	50,000	14 May 2018	30 April 2019 to 30 April 2023	2.43	2.93
Mr. Ng Kwok Keung	100,000	-	(50,000)	-	-	50,000	14 May 2018	30 April 2019 to 30 April 2023	2.43	2.93
Mr. Ng Kwok Keung	-	150,000	-	-	-	150,000	6 June 2022	30 June 2023 to 30 June 2025	2.24	2.60
Sub-total										
	300,000	300,000	(150,000)	-	-	450,000				
<b>Three top-paid individuals (excluding Directors)</b>										
In aggregate	80,000	-	(40,000)	-	-	40,000	14 May 2018	30 April 2019 to 30 April 2023	2.43	2.93
In aggregate	180,000	-	(60,000)	-	(80,000)	40,000	4 July 2019	30 June 2020 to 30 June 2024	3.11	3.77
In aggregate	-	120,000	-	-	-	120,000	6 June 2022	30 June 2023 to 30 June 2025	2.24	2.60
Sub-total										
	260,000	120,000	(100,000)	-	(80,000)	200,000				

Name of category of participant	Number of Unvested Awarded Shares						Award date	Vesting period of Award Shares	Fair value of awards at the date of grant (HK\$)	Closing price of the shares immediately before the date on which the awards were granted (HK\$)
	At 1 January 2022	Award during the year	Vested during the year	Cancelled during the year	Lapsed during the year	At 31 December 2022				
<b>Other employees</b>										
In aggregate	450,000	-	(200,000)	-	(110,000)	140,000	14 May 2018	30 April 2019 to 30 April 2023	2.43	2.93
In aggregate	72,000	-	(24,000)	-	-	48,000	4 July 2019	30 June 2020 to 30 June 2024	3.11	3.77
In aggregate	-	750,000	-	-	-	750,000	6 June 2022	30 June 2023 to 30 June 2025	2.24	2.60
Sub-total	522,000	750,000	(224,000)	-	(110,000)	938,000				
Total	1,082,000	1,170,000	(474,000)	-	(190,000)	1,588,000				

The weighted average closing price of the Company's ordinary shares immediately before the dates on which the awards were vested during the year ended 31 December 2022 was HK\$2.65 (31 December 2021: HK\$2.74).

\* No purchase price is payable by the Employees for the Awarded Shares.

\* There are no performance targets attached to the Awarded Shares

## Review by Remuneration Committee

The remuneration committee of the Board is tasked within its term of reference to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

During the year, the Remuneration Committee considered and approved the grant of restricted award shares to the Executive Directors, senior executives and certain staff members for the purpose of providing incentives and rewards to the employees who contribute to the success of the Group's operations as well as to retain them for the continual development of the Group.

Amendments to the Listing Rules relating to share scheme of listed issuers became effective on 1 January 2023. As provided under the transitional arrangements, the Company can continue to make grants to participants eligible under the amended Chapter 17 of the Listing Rules under the existing Award Scheme until refreshment or expiry of the existing scheme mandate.

Pursuant to the rules of the Award Scheme adopted in 2017, there was no restriction or stipulations as to the duration of vesting period nor the implementation of performance targets or clawback mechanisms in respect of Awarded Shares granted under the Award Scheme.

The outstanding Awarded Shares granted under the Award Scheme are subject to a vesting period of approximately 12 months. For the sake of simplicity and administrative consistency, the Company has conventionally adopted the end of the month immediately before or after the anniversary of the date of grant of the Award Shares as the first vesting date.

The Company considers that such arrangement is in spirit consistent with the requirement set out in Rule 17.03F of the Listing Rules, as the vesting period would only fall short of 12 months by a short period of time. In addition, the Awarded Shares will be vested annually and evenly in several batches over a timespan of three to five years, which shows the Company's intention to retain the grantees for the continual development of the Group and contribution to the and long-term success of the operation of the Group. At the same time, the Company could retain more flexibility to account for and formulate its share award schedule in accordance with its current practice. The Company considers that the current vesting period for the Awarded Shares is appropriate and in line with the purpose of the Award Scheme.

It is one of the purposes of the Award Scheme that equity-based remuneration may serve as an alternative source of remuneration for the Company to provide rewards to the employees who contribute to the success of the Group's operation. Share awards have been part of the remuneration structure of the Company for rewarding historical contributions of employees. The Company considers that the grants of the Awarded Shares were primarily based on time-based vesting criteria instead of performance-based vesting condition, which would effectively satisfy the objective to remunerate and reward past performances while at the same time provide sufficient incentive for the grantees to remain at the Company. The Directors consider that it is beneficial to the Company and consistent with the purpose of the Award Scheme if the Company is able to offer a variety of emolument packages taking different forms based on its needs and the actual circumstance, which would give the Company maximum flexibility in order to attract or retain talents.

Save as disclosed above, all other information contained in the Annual Report shall remain unchanged. This supplemental announcement is supplemental to, and should be read in conjunction with, the Annual Report and, in that connection, the existing Chinese and English versions of the Annual Report in the form as they are now will continue to remain valid.

By Order of the Board  
**Computer And Technologies Holdings Limited**  
**Ng Kwok Keung**  
*Company Secretary*

Hong Kong, 5 September 2023

*As at the date of this announcement, 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.*