
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, 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 of Twintek Investment Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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Twintek Investment Holdings Limited

乙德投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6182)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening an annual general meeting of the Company (the “AGM”) to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Tuesday, 20 August 2024 at 3:00 p.m. is set out on pages 28 to 33 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.kwantaieng.com.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same at 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. 3:00 p.m. (Hong Kong time) on Sunday, 18 August 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Hong Kong, 19 July 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Tuesday, 20 August 2024 at 3:00 p.m.
“Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time
“Board”	the board of Directors of the Company
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	Twintek Investment Holdings Limited 乙德投資控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the same meaning ascribed to it under the Listing Rules, and in the context of the Company, means Helios Enterprise Holding Limited, Mr. Lo Wing Cheung and Ms. Fung Pik Mei
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing second amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 24 August 2022
“General Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the total number of issued Shares as at the date of granting of the General Mandate as set out in the proposed ordinary resolution as referred to in the ordinary resolution no. 4 of the notice the AGM
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“New Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association proposed to be adopted at the AGM, which contains the proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of granting the Repurchase Mandate as set out in the proposed ordinary resolution as referred to in the ordinary resolution no. 5 of the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong), as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.



Twintek Investment Holdings Limited

乙德投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6182)

Executive Directors:

Mr. Lo Wing Cheung

(Chairman and Chief Executive Officer)

Ms. Fung Pik Mei

Non-executive Director:

Mr. Li Pui Ho

Independent non-executive Directors:

Mr. Shu Wa Tung Laurence

Mr. Tam Wai Tak Victor

Mr. Tam Wing Lok

Registered office:

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 806, 8/F

Eastern Centre

1065 King's Road

Quarry Bay, Hong Kong

19 July 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

At the AGM to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Tuesday, 20 August 2024 at 3:00 p.m., resolutions will be proposed, among other matters:

- (a) to grant the General Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;
- (c) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate;
- (d) to re-elect the retiring Directors; and
- (e) to amend the Existing Memorandum and Articles of Association.

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate and the extension of the General Mandate, the re-election of the retiring Directors and the proposed amendments to the Existing Memorandum and Articles of Association, and to give you the notice of the AGM to seek your approval of the relevant resolutions relating to these matters at the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

General Mandate

At the AGM, an ordinary resolution would be proposed to give a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The General Mandate will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing the General Mandate.

As at the Latest Practicable Date, the Company had in issue an aggregate of 800,000,000 Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed under the General Mandate to allot, issue and deal with, up to a maximum of 160,000,000 Shares, representing 20% of the total number of issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

LETTER FROM THE BOARD

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

Repurchase Mandate

At the AGM, an ordinary resolution would be proposed to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of total number of issued shares of the Company at the time of the passing of the resolution approving the Repurchase Mandate.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares.

An ordinary resolution will also be proposed at the AGM in relation to the extension of the general mandate to be granted to the Directors to allot, issue, and otherwise deal with additional Shares under the General Mandate by adding to it the number of shares which the Company repurchased under the Repurchase Mandate, if any. The Directors have no present intention to fully exercise the Repurchase Mandate for repurchasing the Shares.

The full text of these resolutions are set out as ordinary resolutions numbers 4 to 6 in the notice of AGM on pages 28 to 33 of this circular.

RE-ELECTION OF THE RETIRING DIRECTORS

According to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Any Director so appointed as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

According to Article 16.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation and shall then be eligible for re-election.

Accordingly, Mr. Li Pui Ho (“**Mr. Li**”), Mr. Shu Wa Tung Laurence (“**Mr. Shu**”) and Mr. Tam Wai Tak Victor (“**Mr. Tam**”) shall retire from their offices as Directors. Being eligible, Mr. Li would offer himself for re-election as a non-executive Director and Mr. Shu and Mr. Tam would offer themselves for re-election as an independent non-executive Director. Accordingly, at the AGM, ordinary resolutions will be proposed to re-elect Mr. Li as a non-executive Director and Mr. Shu and Mr. Tam as independent non-executive Directors.

Biographical details of each of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Pursuant to the Company’s Nomination Policy, the Nomination Committee utilises various methods for identifying director candidates, including recommendations from Board members, management, and professional search firms and may review the resume and job history of the candidate, conduct personal interviews and verification of professional and personal references or perform the background checks, etc. On evaluation of the director candidates including incumbents and candidates nominated by the Shareholders according to the requirements set out in the Articles of Association, the Board and the Nomination Committee will take into account whether a candidate has the qualifications, skills and experience, gender diversity, etc. that can add to and complement the range of skills, experience and background of existing Directors by reference to the diversity policy of the Company and may consider the qualifications as set out in the Company’s Nomination Policy to be required of a director candidate in recommending to the Board a potential new Director, or the continued service of an existing Director.

The re-election of aforesaid Directors has been reviewed in accordance with the criteria as set out in the Company’s Nomination Policy and the Company’s Board Diversity Policy by the Nomination Committee which recommended to the Board that the re-election be proposed for the Shareholders’ approval at the AGM.

Mr. Li has over 10 years of experience in accounting, auditing and corporate finance. As a member of the Board, Mr. Li has provided practical comments and opinions to the Board since his appointment.

Mr. Shu has over 25 years of experience in auditing, corporate finance and financial management. As the chairman of Audit Committee and a member of the Remuneration Committee and Nomination Committee, Mr. Shu has provided constructive comments to the Board since his appointment.

Mr. Tam has over 20 years of experience in auditing, accounting and financial management. As a member of the Audit Committee, Remuneration Committee and Nomination Committee, Mr. Tam has provided constructive comments to the Board since his appointment.

LETTER FROM THE BOARD

The Board and the Nomination Committee are also satisfied that Mr. Li, our non-executive Director, and Mr. Shu and Mr. Tam, our independent non-executive Directors, have the required character, integrity and experience to continuously fulfill their role as non-executive Director and independent non-executive Directors effectively and will continue to contribute to the diversity of the Board.

The Board concurs with the view of the Nomination Committee and believes that the re-election of Mr. Li, Mr. Shu and Mr. Tam as Directors would be in best interests of the Company and the Shareholders as a whole.

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 25 June 2024, the Board proposes to amend and restate the Existing Memorandum and Articles of Association in order to, amongst others, (i) update and bring the Existing Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuer (effective from 31 December 2023); and (ii) incorporate certain housekeeping amendments (the “**Proposed Amendments**”).

The Company will seek approval from the Shareholders at the AGM for the adoption of the New Memorandum and Articles of Association incorporating the Proposed Amendments. The adoption of the New Memorandum and Articles of Association is subject to, and will be effective upon, the approval of the Shareholders by way of a special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the Existing Memorandum and Articles of Association shall remain valid.

A summary of the Proposed Amendments is set out in Appendix III to this circular. The Shareholders are advised that the New Memorandum and Articles of Association are available only in English and the Chinese translation of the New Memorandum and Articles of Association in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the New Memorandum and Articles of Association comply with the applicable requirements of the Listing Rules, and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the New Memorandum and Articles of Association from the perspective of a Cayman Islands company listed on the Stock Exchange.

LETTER FROM THE BOARD

AGM

A notice convening the AGM is set out on pages 28 to 33 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.kwantaieng.com. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same at 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. 3:00 p.m. (Hong Kong Time) on Sunday, 18 August 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof in person if you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the proposed resolutions mentioned in this circular including the proposals of the grant of the General Mandate and the Repurchase Mandate, the extension of the General Mandate, the proposed re-election of the retiring Directors and the proposed amendments to the Existing Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully
For and on behalf of the Board
Twintek Investment Holdings Limited
Lo Wing Cheung
Chairman and executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 fully-paid Shares.

Subject to the passing of the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 fully-paid Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the Articles of Association for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 March 2024, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing levels of the Company.

5. SHARE PRICES

The monthly highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve complete months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July	0.169	0.133
August	0.165	0.146
September	0.168	0.112
October	0.154	0.120
November	0.160	0.092
December	0.135	0.112
2024		
January	0.145	0.135
February	0.145	0.145
March	0.155	0.145
April	0.158	0.133
May	0.158	0.140
June	0.151	0.150
July (up to Latest Practicable Date)	0.150	0.150

6. INTENTION OF DIRECTORS TO SELL SHARES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

8. SHARE REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has repurchased any of the Company's listed securities during the six months immediately prior to the Latest Practicable Date.

The Company confirms that neither the explanatory statement nor the proposed share repurchase has any unusual features.

9. EFFECT OF TAKEOVERS CODE

If, as a result of a repurchase of securities pursuant to the Repurchase Mandate, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company or become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interest in Shares and short positions kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by the Directors, the following persons were interested in 5% or more of the then issued share capital of the Company:

Name	Capacity/ Nature of interest	Number of Shares held	Approximate percentage of shareholding as at Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Helios Enterprise Holding Limited (" Helios ")	Beneficial owner	588,000,000	73.5%	81.7%
Mr. Lo Wing Cheung (" Mr. Lo ")	Interest in a controlled corporation (<i>Note</i>)	588,000,000	73.5%	81.7%
Ms. Fung Pik Mei (" Ms. Fung ")	Interest in a controlled corporation (<i>Note</i>)	588,000,000	73.5%	81.7%

Note: These 588,000,000 Shares are held by Helios, a company incorporated in the British Virgin Islands and owned as to 70% by Mr. Lo and 30% by Ms. Fung. Therefore, Mr. Lo and Ms. Fung are deemed to be interested in all the Shares held by Helios for the purposes of the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of the controlling shareholders in the Company would be increased to approximately 81.7%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the number of Shares held by the public to less than 25%. The Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchases made under the Repurchase Mandate.

As the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total number of issued Shares.

The details of the Directors proposed to be re-elected at the AGM in accordance with the Articles of Association are set out below:

NON-EXECUTIVE DIRECTOR

Mr. Li Pui Ho (李沛豪) (“**Mr. Li**”), aged 33, has been a non-executive Director since September 2023. He is the spouse of Ms. Lo Pui Ying Janice, the chief operating officer of the Group, and the son-in-law of Mr. Lo Wing Cheung and Ms. Fung Pik Mei, the executive Directors and controlling shareholders of the Company. He is a member of the Audit Committee of the Board.

Mr. Li has over ten years of experience in accounting, auditing, and corporate finance. Mr. Li is currently the vice president, regulatory compliance at China Everbright Securities International Company Limited, the international business platform of Everbright Securities Company Limited, a joint stock company incorporated in the People’s Republic of China with limited liability and whose H shares and A shares are listed on the main board of the Stock Exchange (stock code: 6178) and the Shanghai Stock Exchange (stock code: 601788), respectively. He worked at KPMG in Hong Kong from December 2014 to September 2017 and from October 2018 to January 2023 with his last position as senior manager in the capital markets advisory group, assisting a number of companies with their initial public offerings, bond offerings, mergers and acquisitions, and other capital market transactions. He also worked at Ernst and Young in Hong Kong from October 2017 to September 2018 with his last position as senior accountant.

Mr. Li obtained a Bachelor of Science in Economics and a Master of Science in Economics and International Financial Economics both from the University of Warwick in 2012 and 2013, respectively. He has been a member of the Hong Kong Institute of Certified Public Accountant since May 2022.

According to a letter of appointment entered into between Mr. Li and the Company, Mr. Li’s term of appointment shall be for a fixed term of two (2) years commencing from 1 September 2023, which shall be subject to retirement and re-election in the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. The annual director’s fee of Mr. Li is HK\$200,000. The remuneration of Mr. Li was determined by the Board with reference to the recommendation of the Remuneration Committee.

As at the Latest Practicable Date, Mr. Li is deemed to be interested in 6,000,000 Shares, representing 0.75% of the issued share capital of the Company, which are beneficially owned by his spouse, Ms. Lo Pui Ying Janice, under Part XV of the SFO.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Li (i) did not hold other positions with the Company and other members of the Group; (ii) did not hold other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) did not hold any other major appointments and

professional qualifications; (iv) does not have any relationship with other Directors, senior management, substantial and/or controlling shareholders of the Company and (v) did not have any interests in shares of the company within the meaning of Part XV of the SFO. Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 13.51(2) of Listing Rules and there are no other matters relating to the re-election of Mr. Li that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shu Wa Tung Laurence (舒華東) (“**Mr. Shu**”), aged 52, was appointed as an independent non-executive Director since December 2017. He is the chairman of the Audit Committee and also a member of the Remuneration Committee and Nomination Committee of the Board.

Mr. Shu graduated from Deakin University, Australia in 1994 with a Bachelor degree in Business majoring in Accounting. He is a member of Hong Kong Institute of Certified Public Accountants since 1997. He has completed a CFO Programme at China Europe International Business School in 2009, and he is a life member of the Hong Kong Independent Non-Executive Director Association since May 2019. Mr. Shu has over 25 years of experience in audit, corporate finance, and financial management. From July 2010 to July 2018, Mr. Shu served as the chief financial officer of Petro-king Oilfield Services Limited (Stock Code: 2178), a company listed on the Main Board of the Stock Exchange and Mr. Shu served as the chief financial officer of Brainhole Technology Limited (Stock Code: 2203), a company listed on the Main Board of the Stock Exchange from August 2018 to November 2019. Since September 2020 and since December 2022, Mr. Shu has been serving as the chief financial officer and director respectively of ContiOcean Environmental Tech Co. Ltd, a company listed on Beijing Stock Exchange (Stock Code: 874207) since February 2024.

Mr. Shu is serving as an independent non-executive director of Riverine China Holdings Limited (Stock Code: 1417) since November 2017, Goldstream Investment Limited (Stock Code: 1328) since December 2019, Termbray Industries International (Holdings) Limited (Stock Code: 0093) since April 2022 and Texhong International Group Limited (Stock code: 2678) since May 2023, and served as an independent non-executive director of Chengdu Expressway Co., Ltd (Stock Code: 1785) from November 2016 to September 2022.

According to a letter of appointment entered into between Mr. Shu and the Company, Mr. Shu’s term of appointment shall be for a fixed term of two (2) years commencing from 17 January 2023, which shall be subject to retirement and re-election in the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. The annual director’s fee of Mr. Shu is HK\$200,000. The remuneration of Mr. Shu was determined by the Board with reference to the recommendation of the Remuneration Committee.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Shu (i) did not hold other positions with the Company and other members of the Group; (ii) did not hold other directorship

in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) did not hold any other major appointments and professional qualifications; (iv) does not have any relationship with other Directors, senior management, substantial and/or controlling shareholders of the Company and (v) did not have any interests in shares of the company within the meaning of Part XV of the SFO. Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Shu that need to be brought to the attention of the Shareholders.

Mr. Tam Wai Tak Victor (譚偉德) (“Mr. Tam”), aged 46, was appointed as an independent non-executive Director since December 2017. He is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Board.

Mr. Tam graduated from the University of Glamorgan (now known as the University of South Wales) with a degree of Bachelor of Arts in accounting & finance (first class honours) in 2001. He is a fellow member of the Association of Chartered Certified Accountants since 2010 and a member of the Hong Kong Institute of Certified Public Accountants since 2005. He has over 20 years of experience in the field of auditing, accounting and financial management.

Mr. Tam is serving as an independent non-executive director of Shun Wo Group Holdings Limited (Stock Code: 1591) since September 2016, and served as an independent non-executive director of Cool Link (Holdings) Limited (Stock Code: 8491) from August 2017 to May 2019 and GT Steel Construction Group Limited (Stock Code: 8402) from June 2017 to May 2023.

According to a letter of appointment entered into between Mr. Tam and the Company, Mr. Tam’s term of appointment shall be for a fixed term of two (2) years commencing from 17 January 2023, which shall be subject to retirement and re-election in the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. The annual director’s fee of Mr. Tam is HK\$200,000. The remuneration of Mr. Tam was determined by the Board with reference to the recommendation of the Remuneration Committee.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Tam (i) did not hold other positions with the Company and other members of the Group; (ii) did not hold other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) did not hold any other major appointments and professional qualifications; (iv) does not have any relationship with other Directors, senior management, substantial and/or controlling shareholders of the Company and (v) did not have any interests in shares of the company within the meaning of Part XV of the SFO. Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Tam that need to be brought to the attention of the Shareholders.

The following are the proposed amendments to the Existing Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles of Association.

Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)

- 2.2 **“Actionable Corporate Communication”** has the same meaning as in the Listing Rules.
- “Corporate Communication”** has the same meaning as in the Listing Rules.
- 4.8 The register may, on 10 business days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article and the Listing Rules.
- 6.3 A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as ~~herein~~ provided in Article 30.1.
- 6.5 ~~In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.~~
- 6.66.5 A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.

- Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)**
- Article No.**
- 6.76.6 The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other monies due in respect thereof.
- 6.86.7 The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.
- 6.96.8 If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.
- 6.106.9 No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
- 6.116.10 At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.

Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)

Article No.

6.126.11 Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.

6.136.12 The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

9.1 If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article ~~6.409~~, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

16.19 At every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article ~~16.32~~ shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)

Article No.

~~16.19~~16.20 No Director or proposed Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being any member or so interested be liable to account to the Company for any profit so realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established, provided that such Director shall, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.

~~16.20~~16.21 Any Director may continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed between the Company and the Director) no such Director shall be liable to account to the Company or the members for any remuneration or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or is about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in the manner aforesaid.

Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)

Article No.

~~16.21~~16.22 A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profit or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article.

~~16.22~~16.23 A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates (or, if required by the Listing Rules, his other associates) has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

- (a) the giving of any security or indemnity either:
 - (i) to the Director or any of his close associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)

Article No.

- (b) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (c) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
 - (i) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or
 - (ii) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (d) any contract or arrangement in which the Director or any of his close associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

~~16.23~~16.24 Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under Article ~~16.22~~3) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

- Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)**
- Article No.**
- ~~16.24~~16.25 If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where such question relates to the interest of the Chairman, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.
- 20.3 Subject to Articles ~~16.19~~20 to ~~16.24~~5, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.
- 28.6 To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, ~~provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.~~

Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)

Article No.

30.1 Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication and Actionable Corporate Communication, may be served by the Company and any notices may be served by the Board on any member in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

- (a) personally by leaving it at the registered address of such member as appearing in the register;
- (b) ~~either personally or~~ by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register ~~or, to the extent permitted by the Listing Rules and all applicable laws and regulations, (which shall be sent by airmail where the notice or document is posted from one country to another);~~
- (c) by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company;
- (d) ~~or~~ by placing it on the Company's Website and the Exchange's website; or
- (e) ~~provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.~~

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)

Article No.

30.4 ~~A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

30.530.4 Any notice or document, including any Corporate Communication and Actionable Corporate Communication:

- (a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
- (b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;

Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)

Article No.

(c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;

(d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served on the day on which it first appears on the relevant website or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations; and

(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

30.6 ~~Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~

30.7 ~~Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).~~

30.8 ~~Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~

30.930.5 A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through electronic means or the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic address or address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an electronic address or address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

Proposed amendments (showing changes to the Existing Memorandum and Articles of Association with strikethrough to denote text to be deleted and underline to denote text to be added)

~~30.10~~30.6 Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.

~~30.11~~30.7 Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

~~30.12~~30.8 The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.

NOTICE OF AGM



Twintek Investment Holdings Limited

乙德投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6182)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Twintek Investment Holdings Limited (the “**Company**”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Tuesday, 20 August 2024 at 3:00 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Group and reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2024;
2.
 - (a) to re-elect Mr. Li Pui Ho as a non-executive Director;
 - (b) to re-elect Mr. Shu Wa Tung Laurence as an independent non-executive Director;
 - (c) to re-elect Mr. Tam Wai Tak Victor as an independent non-executive Director;
 - (d) to authorise the board of Directors of the Company to fix the Directors’ remuneration; and
3. to re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

and, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing 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 and otherwise deal with additional shares of HK\$0.01 each (the “**Shares**”) in the share capital of the Company or securities of the Company convertible into

NOTICE OF AGM

Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, 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 (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), 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 grant or exercise of any options under the existing and the new share option scheme 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 articles of association 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 twenty per cent. (20%) of the aggregate number of Shares in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted 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 articles of association of the Company or any law 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;

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“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 of members of the Company 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its own 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 “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, or of any other stock exchange from time to time and all applicable laws and regulations in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed ten per cent. (10%) of the total number of issued 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, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares as the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (c) 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 articles of association of the Company or any law to be held; and

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(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 of the Company 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 and otherwise deal with additional Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate number of issued Shares repurchased by the Company under the authority granted to the Directors pursuant to resolution no. 5 above, provided that such extended number of shares shall not exceed ten per cent. (10%) of the aggregate number of the issued Shares on the date of the passing of this resolution.”

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

7. “**THAT** the third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contain the proposed amendments to the second amended and restated memorandum and articles of association of the Company currently in effect (the “**Existing Memorandum and Articles of Association**”) as set out in Appendix III of the circular of the Company dated 19 July 2024 (a copy of which has been produced at the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect after the close of this meeting and that the Directors and the registered office provider of the Company be and are hereby authorized to do all things necessary to implement the adoption of the New Memorandum and Articles of Association, including but not limited to making the necessary filing with the Registrar of Companies of the Cayman Islands.”

By order of the Board
Twintek Investment Holdings Limited
Lo Wing Cheung
Chairman and executive Director

Hong Kong, 19 July 2024

Registered office:
PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Room 806, 8/F
Eastern Centre
1065 King’s Road
Quarry Bay, Hong Kong

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Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of 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 not less than 48 hours before the time appointed for holding the meeting (i.e. 3:00 p.m. (Hong Kong Time) on Sunday, 18 August 2024) or adjourned meeting (as the case may be).
3. For the purpose of ascertaining shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 15 August 2024 to Tuesday, 20 August 2024 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 14 August 2024.
4. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
5. With regard to the proposed resolution no. 2 above, details of Directors proposed to be re-elected as directors of the Company are set out in the Appendix II to the circular to shareholders of the Company dated 19 July 2024.
6. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any Shares other than the Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by shareholders of the Company.
7. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 19 July 2024.
8. All vote of the Shareholders at the AGM will be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to Rule 13.39(4) of the Listing Rules and article 13.6 of the articles of association of the Company.
9. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKExnews website (www.hkexnews.hk) and the website of the Company (www.kwantaieng.com) and to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

In addition, the Company reminds all shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the meeting in person, by completing and return the proxy form attached to this

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circular. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

As at the date of this notice, the board of Directors comprises Mr. Lo Wing Cheung and Ms. Fung Pik Mei as executive Directors; Mr. Li Pui Ho as non-executive Director, Mr. Shu Wa Tung Laurence, Mr. Tam Wai Tak Victor and Mr. Tam Wing Lok as independent non-executive Directors.