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MARS NEST LIMITED

(Incorporated in the British Virgin Islands with limited liability)



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)

JOINT ANNOUNCEMENT

(1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER

BY GET NICE SECURITIES LIMITED

FOR AND ON BEHALF OF

MARS NEST LIMITED

**TO ACQUIRE ALL THE ISSUED SHARES OF
TWINTEK INVESTMENT HOLDINGS LIMITED**

(OTHER THAN THOSE ALREADY

OWNED AND/OR AGREED TO BE ACQUIRED

BY THE OFFEROR AND

PARTIES ACTING IN CONCERT WITH IT);

(2) RESULTS OF THE OFFER;

(3) SETTLEMENT OF THE OFFER;

(4) PUBLIC FLOAT OF THE COMPANY;

(5) SUSPENSION OF TRADING; AND

(6) RESIGNATION OF NON-EXECUTIVE DIRECTOR

**Joint financial adviser and offer agent
to the Offeror**



結好證券有限公司
GET NICE SECURITIES LIMITED

Joint financial adviser to the Offeror



**Lego Corporate
Finance Limited**
力高企業融資有限公司

Financial adviser to the Company

VEDA | CAPITAL
智略資本

Independent Financial Adviser to the Independent Board Committee



軟庫中華 SBI China

Reference is made to (i) the joint announcement dated 4 November 2025; and (ii) the composite offer and response document dated 25 November 2025 (the “**Composite Document**”), jointly issued by Mars Nest Limited (the “**Offeror**”) and Twintek Investment Holdings Limited (the “**Company**”) in relation to the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday, 16 December 2025 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Tuesday, 16 December 2025, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received 12 valid acceptances in respect of a total of 111,316,000 Shares under the Offer, representing approximately 13.91% of the entire issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer and taking into account the 12 valid acceptances in respect of 111,316,000 Offer Shares under the Offer as at 4:00 p.m. on Tuesday, 16 December 2025 and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror and the Offeror Concert Parties (including Mr. Lee) are interested in an aggregate of 711,316,000 Shares, representing approximately 88.91% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the 12 valid acceptances in respect of 111,316,000 Offer Shares under the Offer at the Offer Price of HK\$0.24375 per Offer Share, the total consideration of the Offer is HK\$27,133,275.

Remittances in respect of the cash consideration (after deducting the Hong Kong seller’s ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer have been/will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

The latest date for posting remittances in respect of valid acceptances received under the Offer is Monday, 29 December 2025.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately following Completion of the Acquisitions of the 600,000,000 Sale Shares in aggregate from the Selling Shareholders pursuant to the Sale and Purchase Agreements and before the commencement of the opening for acceptance of the Offer on 25 November 2025, the Offeror and the Offeror Concert Parties held a total of 600,000,000 Shares (comprising the 510,000,000 Shares which the Offeror held and the 90,000,000 Shares which Mr. Lee held), representing 75% of the entire issued share capital of the Company.

Taking into account the 12 valid acceptances in respect of 111,316,000 Offer Shares under the Offer (representing approximately 13.91% of the entire issued share capital of the Company) and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror and the Offeror Concert Parties (including Mr. Lee) are interested in an aggregate of 711,316,000 Shares, representing approximately 88.91% of the entire issued share capital of the Company as at the date of this joint announcement.

Save for the Sale Shares and the valid acceptances under the Offer as disclosed above, the Offeror and the Offeror Concert Parties (including Mr. Lee) (i) did not hold, own, control or have direction over any Shares or rights over Shares before the commencement of the Offer Period; (ii) had not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; and (iii) had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately before Completion; (ii) immediately following Completion and before the commencement of the Offer Period; and (iii) immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

Shareholders	Immediately before Completion		Immediately following Completion and before the commencement of the Offer Period		Immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement	
	<i>Approximate</i>		<i>Approximate</i>		<i>Approximate</i>	
	<i>Number of Shares</i>	<i>% of issued Shares</i>	<i>Number of Shares</i>	<i>% of issued Shares</i>	<i>Number of Shares</i>	<i>% of issued Shares</i>
The Offeror and the Offeror Concert Parties						
– The Offeror (<i>Note 1</i>)	–	–	510,000,000	63.75	621,316,000	77.66
– Mr. Lee (<i>Note 2</i>)	–	–	90,000,000	11.25	90,000,000	11.25
Sub-total	–	–	600,000,000	75.00	711,316,000	88.91
Selling Shareholders						
– Helios (<i>Note 3</i>)	588,000,000	73.50	–	–	–	–
– Ms. Lo	6,000,000	0.75	–	–	–	–
– Mr. KC Lo	6,000,000	0.75	–	–	–	–
Sub-total	600,000,000	75.00	–	–	–	–
Public Shareholders	200,000,000	25.00	200,000,000	25.00	88,684,000	11.09
Total	<u>800,000,000</u>	<u>100.00</u>	<u>800,000,000</u>	<u>100.00</u>	<u>800,000,000</u>	<u>100.00</u>

Notes:

1. The Offeror is legally, beneficially and wholly owned by Mr. Liu.
2. Mr. Lee was an Independent Third Party prior to the entering into of Sale and Purchase Agreement 2. Mr. Lee is an Offeror Concert Party. Given that part of the Consideration payable by the Offeror for the acquisition of the Shares pursuant to Sale and Purchase Agreement 1 was financed by the Loan provided by Get Nice which was secured by the Share Charges (including the share charge granted by Mr. Lee as chargor in favour of Get Nice as chargee in respect of the charge over all of the Sale Shares acquired by Mr. Lee upon Completion), the Offeror and Mr. Lee are presumed to be parties acting in concert by virtue of class (9) of the definition of “acting in concert” under the Takeovers Code.

3. Helios, a company incorporated in the British Virgin Islands, is legally and beneficially owned as to 70% and 30% by Mr. WC Lo and Ms. Fung, respectively. Mr. WC Lo and Ms. Fung are spouses. Mr. WC Lo is an executive Director and the chairman of the Board, while Ms. Fung is an executive Director.
4. Save for (i) Mr. WC Lo and Ms. Fung, who beneficially owned in aggregate 588,000,000 Shares through Helios immediately before Completion; and (ii) Mr. Li (the spouse of Ms. Lo who legally and beneficially owned 6,000,000 Shares immediately before Completion), none of the Directors held/holds any Shares immediately before and following Completion and as at the date of this joint announcement.
5. Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

PUBLIC FLOAT OF THE COMPANY AND SUSPENSION OF TRADING

Immediately upon the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, 88,684,000 Shares, representing approximately 11.09% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, the Company is not able to fulfill the minimum public float requirement as set out under Rule 8.08(1) of the Listing Rules.

Mr. Liu (as the sole director of the Offeror and a new director to be appointed to the Board (subject to the nomination and appointment procedures of the Company)) has undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

The Company has made an application to the Stock Exchange for a temporary waiver from strict compliance with Rules 8.08(1) and 13.32(1) of the Listing Rules. Appropriate steps will be taken by the Company and the Offeror to ensure public float will be restored as soon as practicable.

Pursuant to Rule 13.32(3) of the Listing Rules, trading in the Shares will normally be required to be suspended if the percentage of public float falls below 15%. As the percentage of the public float of the Shares has fallen below 15%, the Company has requested that trading in the Shares on the Stock Exchange be suspended with effect from 9:00 a.m. on Wednesday, 17 December 2025, being the trading day immediately after the close of the Offer.

Further announcement(s) regarding the restoration of public float will be made by the Company as and when appropriate.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Li Pui Ho (“**Mr. Li**”) has resigned as a non-executive Director and a member of the audit committee of the Board with effect immediately after the publication of this joint announcement on 16 December 2025.

The resignation of Mr. Li was in connection with the change in control of the Company after close of the Offer. Mr. Li has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its gratitude to Mr. Li for his contributions to the Company during his terms of service.

By order of the board
Mars Nest Limited
Liu Chuang
Sole director

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

Hong Kong, 16 December 2025

As at the date of this joint announcement, Mr. Liu is the sole director of the Offeror.

The sole director of the Offeror (being Mr. Liu) accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and the Selling Shareholders), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises Mr. Lo Wing Cheung (Chairman) and Ms. Fung Pik Mei as executive Directors, Mr. Li Pui Ho as non-executive Director (whose resignation shall take effect immediately after the publication of this joint announcement), and Mr. Shu Wa Tung Laurence, Mr. Tam Wai Tak Victor and Mr. Tam Wing Lok as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

In the event of any inconsistency, the English text of this joint announcement shall prevail over its Chinese text.