
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;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company (the "AGM") to be held at Room 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 20 August 2019 at 10:00 a.m. is set out on pages 14 to 18 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 Level 54, Hopewell Centre, 183 Queen's Road East, 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. 10:00 a.m. (Hong Kong time) on Sunday, 18 August 2019) 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 2019

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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 Room 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 20 August 2019 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“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, a 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
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 July 2019, 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

DEFINITIONS

“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. Wan Ho Yin

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 2019

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;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM to be held at Room 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 20 August 2019 at 10:00 a.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;

LETTER FROM THE BOARD

- (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; and
- (d) to re-elect the retiring Directors.

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 to give you the notice of the AGM to seek your approval of the relevant ordinary 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.

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.

LETTER FROM THE BOARD

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 14 to 18 of this circular.

RE-ELECTION OF THE RETIRING DIRECTORS

According to Article 16.2, any Director appointed by the Board either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Lo Wing Cheung (“**Mr. Lo**”) and Mr. Wan Ho Yin (“**Mr. Wan**”) shall retire from their offices as Directors. Being eligible, Mr. Lo would offer himself for re-election as executive Director and Mr. Wan would offer himself for re-election as non-executive Director. Accordingly, at the AGM, ordinary resolutions will be proposed to re-elect Mr. Lo as executive Director and Mr. Wan as non-executive Director.

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, 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.

LETTER FROM THE BOARD

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. Lo has over 35 years of experience in the construction industry in Hong Kong. As the Chairman of the Board, the Chief Executive Officer and the chairman of the Nomination Committee of the Company, Mr. Lo has provided constructive comments and opinions to the Board in respect of corporate governance matters since his appointment.

Mr. Wan has over 16 years of experience in audit and financial management. As a member of the Audit Committee, Mr. Wan has brought valuable experience and provided impartial views and constructive comments to the Board since his appointment.

The Board and the Nomination Committee are also satisfied that Mr. Lo, our executive Director, and Mr. Wan, our non-executive Director, have the required character, integrity and experience to continuously fulfill their role as executive Director and non-executive Director 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. Lo and Mr. Wan as Directors would be in best interests of the Company and the Shareholders as a whole.

AGM

A notice convening the AGM is set out on pages 14 to 18 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 Level 54, Hopewell Centre, 183 Queen's Road East, 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. 10:00 a.m. (Hong Kong Time) on Sunday, 18 August 2019) 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.

LETTER FROM THE BOARD

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, and the proposed re-election of the retiring Directors 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.

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 2019, 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>
2018		
July	0.520	0.460
August	0.475	0.430
September	0.440	0.290
October	0.300	0.240
November	0.415	0.238
December	0.570	0.365
2019		
January	0.610	0.385
February	0.540	0.380
March	0.510	0.470
April	0.495	0.460
May	0.490	0.440
June	0.470	0.425
July (up to Latest Practicable Date)	0.455	0.425

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.

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 that the Directors should exercise the power to repurchase Shares under the Repurchase Mandate in full, the shareholding of the controlling shareholders will be increased to approximately 81.7% of the issued share capital of the Company.

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%. Accordingly, the controlling shareholders would be required under Rule 26 of the Takeovers Code to make a mandatory offer in respect of all the issued Shares by reason of such increase. However, the Directors do not intend to repurchase Shares to such an extent as would result in takeover obligations. Save as aforesaid, 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:

EXECUTIVE DIRECTOR

Mr. Lo Wing Cheung (盧永鏞) (“Mr. Lo”), aged 62, a controlling shareholder of the Company, has been the Chairman of the Board, an executive Director and Chief Executive Officer since 22 June 2017. He is also the chairman of the Nomination Committee of the Company and directors of certain subsidiaries of the Company. He is the spouse of Ms. Fung Pik Mei, an executive Director and the father of Ms. Lo Pui Ying Janice, a senior management of the Group.

Mr. Lo has over 35 years of experience in the construction industry in Hong Kong. He was the founder of the Group. He is primarily responsible for the Group’s overall management, strategic planning and business development activities. Under the management of Mr. Lo, the Group gradually expanded its business and became engaged as the main supplier of building materials to many significant residential and commercial developments in Hong Kong over the past three decades.

According to a service contract entered into between Mr. Lo and the Company, Mr. Lo’s term of appointment shall be initially for a fixed term of three (3) years commencing from 17 January 2018 and shall continue thereafter, unless terminated by not less than three months’ notice given by either party. Mr. Lo’s appointment 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. Mr. Lo is currently entitled to an annual salary of HK\$1,020,000, housing benefit and a performance related bonus for each financial year, which was determined by the Board with reference to the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”) and subject to review by the Remuneration Committee.

As at the Latest Practicable Date, Mr. Lo is deemed to be interested in 588,000,000 Shares held by Helios Enterprise Holding Limited within the meaning of Part XV of the SFO.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Lo (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. Lo that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Wan Ho Yin (溫浩然) (“Mr. Wan”), aged 41, was appointed as a non-executive Director since 22 June 2017 and is mainly responsible for advising the internal audit function of the Group and performing independent appraisal of the adequacy and effectiveness of the Group’s risk management and internal control systems. He is also a member of the Audit Committee of the Board. Mr. Wan graduated with a Bachelor degree of Business Administration in Accounting from the Hong Kong Baptist University in 1999. He is a member of Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) and a member of the Association of Chartered Certified Accountants since 2003. He has over 16 years of experience in audit and financial management. Since September 2014, he has been in the role of chief financial officer and company secretary of Man King Holdings Limited (Stock code: 2193), a listed company on the Main Board of the Stock Exchange.

According to a letter of appointment entered into between Mr. Wan and the Company, Mr. Wan’s term of appointment shall be initially for a fixed term of three (3) years commencing from 17 January 2018, 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. Wan is HK\$200,000. The remuneration of Mr. Wan 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. Wan (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. Wan that need to be brought to the attention of the Shareholders.



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 Room 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 20 August 2019 at 10:00 a.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 2019;
2. (a) to re-elect Mr. Lo Wing Cheung as an executive Director;
(b) to re-elect Mr. Wan Ho Yin as a non-executive Director; and
(c) 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 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;

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- (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, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable law of the Cayman Islands 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;

“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

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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, the Companies Law and all other 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, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands 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 of the Company by this resolution.”

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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.”

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

Hong Kong, 19 July 2019

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

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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. 10:00 a.m. (Hong Kong Time) on Sunday, 18 August 2019) 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 2019 to Tuesday, 20 August 2019 (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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 14 August 2019.
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.

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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 2019.
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 2019.
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.

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. Wan Ho Yin as non-executive Director, Mr. Shu Wa Tung Laurence, Mr. Tam Wai Tak Victor and Mr. Tam Wing Lok as independent non-executive Directors.