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ALLTRONICS HOLDINGS LIMITED
華訊股份有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 833)

VOLUNTARY ANNOUNCEMENT THE ACQUISITION OF 51% OF THE CHARTER CAPITAL OF THE TARGET COMPANY

THE ACQUISITION

On 9 December 2025, the Company (as purchaser) entered into the Sale and Purchase Agreement with the Vendor (as vendor), pursuant to which the Vendor has conditionally agreed to sell and the Company has conditionally agreed to purchase 51% of the Contributed Capital of the Target Company, at the consideration of US$2,000,000 (which is equivalent to approximately HK$15,560,000 at the exchange rate of US$1.00 to HK$7.78). Upon Completion, the Target Company will become an indirect non-wholly subsidiary of the Company and its financial results, assets and liabilities will be consolidated into the financial statements of the Group.

LISTING RULES IMPLICATIONS

As all of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition are less than 5 %, the Acquisition does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

THE ACQUISITION

Reference is made to the announcements of the Company dated 11 September 2024, 10 March 2025 and 11 September 2025 in relation to the proposed Acquisition.

The Board is pleased to announce that, on 9 December 2025, the Company (as purchaser) entered into the Sale and Purchase Agreement with the Vendor (as vendor), pursuant to which the Vendor has conditionally agreed to sell and the Company has conditionally agreed to purchase 51% of the Contributed Capital of the Target Company, at the consideration of US$2,000,000 (which is equivalent to approximately HK$15,560,000 at the exchange rate of US$1.00 to HK$7.78). Upon Completion, the Target Company will become an indirect non-wholly subsidiary of the Company and its financial results, assets and liabilities will be consolidated into the financial statements of the Group.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set out below:

Date: 9 December 2025

Parties:
(i) The Vendor, as vendor
(ii) The Company, as purchaser
(iii) The Target Company

Asset to be acquired

Pursuant to the terms and conditions of the Sale and Purchase Agreement, the Vendor has conditionally agreed to sell, and the Company has conditionally agreed to purchase, 51% the Contributed Capital of the Target Company, representing 51% of the equity interest in the Target Company.

As at the date of this announcement, the Contributed Capital of the Target Company is VND70,674,000,000, representing the 100 % of its Charter Capital, and it owns and operates production facilities of electronic products in Ho Chi Minh City, Vietnam.

Consideration

The total consideration for the 51% contributed capital in the Target Company (the "**Consideration**") shall be US$2,000,000 (which is equivalent to approximately HK$15,560,000 at the exchange rate of US$1.00 to HK$7.78), which shall be satisfied by the Company on Completion by utilising the refundable deposit previously paid under the memorandum of understanding dated 11 September 2024, details of which were set out in the announcement dated 11 September 2024 issued by the Company. The Consideration was financed by internal resources of the Group. The Board is of the opinion that the Acquisition will not have any material adverse impact on the Group's financial position or operations.

The Consideration was determined after arm's length negotiations between the parties and with reference to the amount of the Contributed Capital of the Target Company, where the equivalent amount of which was being paid to the Target Company as capital contribution for the establishment and operation of its production facilities in Vietnam.

Conditions Precedent

Completion of the Acquisition is conditional upon the fulfillment (or waiver, as the case may be) of the following principal conditions:

(i) the Company, in its sole and absolute discretion, being satisfied with the results of the legal and financial due diligence conducted in respect of the Group Company;

(ii) the Vendor having proved that it has a good title to the Contributed Capital, free from all encumbrances;

(iii) (if any) all consents, authorisations and approvals of all governmental or regulatory authorities, agencies or bodies, or under any agreement, required for the purposes of the transactions contemplated by the Sale and Purchase Agreement having been obtained, and such consents, authorisations and approvals not having been amended or revoked before Completion;

(iv) to the best of the Vendor's knowledge, there being no material breach of any relevant laws, regulations or licensing requirements of any existing approvals or consents by the Target Company;

(v) no material adverse change having occurred before or on the date of Completion; and

(vi) the warranties remaining true, accurate and not misleading in all respects before and on the date of Completion.

The Company may, at its sole and absolute discretion, by written notice to the Vendor, waive (in whole or in part) any of the conditions referred to above. The Vendor shall procure the satisfaction of the conditions set out in above conditions as soon as reasonably practicable. As at the date of this announcement, none of the conditions have been fulfilled.

If all the conditions shall not have been fulfilled (or waived by Company, as the case may be) by the Long Stop Date, the Company (in addition to and without prejudice to any other claims, rights and remedies the Company shall have) shall have the right by notice in writing to terminate and rescind the Sale and Purchase Agreement.

Completion

Subject to the due and complete fulfilment of all the Conditions on or before the Long Stop Date and subject to and upon the terms and conditions of the Sale and Purchase Agreement, Completion shall take place on the third (3rd) Business Day after the date on which notification of fulfilment (or waiver) of all of the conditions has been served.

The Company shall have the right to form a special purpose vehicle (the "**SPV**") as the immediate holding company of the Target Company, whereby the Company shall have the right to assign and/or nominate the SPV to be its assignee and/or nominee of the equity holder of the 51% Contributed Capital of the Target Company to be transferred to the Company under the Sale and Purchase Agreement so that the SPV will become the immediate holding company of the Target Company.

Upon Completion, the Target Company will become a 51%-owned subsidiary of the Company and its financial results, assets and liabilities will be consolidated into the financial statements of the Group.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated under the laws of Vietnam with limited liability and is principally engaged in manufacturing telecommunications, healthcare, home automation, and industrial electronic components.

INFORMATION ON THE VENDOR

The Vendor is a company incorporated under the laws of Hong Kong with limited liability. To the best information and belief of the Directors after making reasonable enquiry, the entire issued share capital of the Vendor is held as follows: (i) 80% by Rainno Holding PTE. Limited, which is wholly owned by Mr. Shiu Wai Tat ultimately, (ii) 10% by Mr. Tao Hong Ming, and (iii) 10% by Mr. YIP Chun Kwan, all of which are independent third parties to the Company.

INFORMATION ON THE COMPANY AND THE GROUP

The Company is an exempted company incorporated in the Cayman Islands, whose principal business is investment holding. The Group is principally engaged in the manufacture and trading of electronic products, plastic moulds, plastic and other components for electronic products. Other businesses mainly include the provision of energy saving business solutions. The revenue from the sales of electronic products is the major source of income of the Group.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Board considers that the Acquisition represents an important step in the Group's strategic development to extend its production facilities to other Asian countries to meet the changing needs of its customers. The Group plans to enhance the management efficiency and integrate resources on the basis of the Target Company's existing operations.

The Acquisition will enable the Group to have its own production facilities in Vietnam and this will improve the flexibility of the Group's production facilities to better serve its customers. Based on above, the Board is of the view that the Acquisition is in the interests of the Company and its shareholders as a whole and aligns with the Group's long-term strategic objectives.

Based on the foregoing, the Directors considers that the Acquisition represents an attractive investment opportunity for the Group and is in line with the business development strategy of the Group. The Board also considers that the Acquisition will enhance the Group's capacity in serving current clients and will enable the Group to utilise its resources more efficiently. The Directors consider that the terms of the Sale and Purchase Agreement are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As all of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition are less than 5%, the Acquisition does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set forth below:

"Acquisition"	the proposed acquisition of 51% of the Contributed Capital by the Company from the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement
"associate(s)"	has the same meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Business Day"	means a day (other than a Saturday, Sunday or public holiday) on which licensed commercial banks in Hong Kong are open for general banking business for members of the public in Hong Kong
"Charter Capital"	means all those VND70,674,000,000 solely contributed and paid-up by the Vendor, representing the 100% of the total Charter Capital of the Company
"Company"	Alltronics Holding Limited, a company incorporated in Cayman islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 833)

"Completion"	completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement
"Contributed Capital"	means the capital contribution of VND70,674,000,000, equivalent to US$3,000,000, representing 100% of the charter capital in the Company
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	31 December 2025 (or such other date as the parties to the Sale and Purchase Agreement may agree from time to time)
"PRC"	the People's Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Sale and Purchase Agreement"	the conditional sale and purchase agreement (as originally executed and such modification, amendment, addition or supplement from time to time) dated 9 December 2025 entered into between the Company, the Vendor and the Target Company in relation to the Acquisition

"Shareholder(s)"	holder(s) of the issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	Momentum Industrial (Vietnam) Limited, a company incorporated in Vietnam with limited liability, which is wholly-owned by the Vendor
"US$"	means United States Dollar, the lawful currency of the United States of America
"Vendor"	Momentum Innovation Limited (動能創科有限公司), a company incorporated under the laws of Hong Kong with limited liability
"VND"	means Vietnam Dollar, the lawful currency of the Vietnam
"%"	per cent.

By order of the Board
Alltronics Holdings Limited
Lam Yin Kee
Chairman

Hong Kong, 9 December 2025

As at the date of this announcement, Mr. Lam Yin Kee, Mr. Lam Chee Tai, Eric, Ms. Yeung Po Wah, Mr. So Kin Hung and Ms. Lam Oi Yan, Ivy are the executive directors of the Company; Mr. Pang Kwong Wah, Mr. Yen Yuen Ho, Tony and Mr. Lin Kam Sui are the independent non-executive directors of the Company.

(All exchange rates used in this announcement are for illustrative purpose only and does not constitute a representation that any amounts were or may have been exchanged at such rates or any other rates)