
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any 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 in Vixtel Technologies Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effect for transmission to the purchaser or transferee.

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**VIXTEL TECHNOLOGIES HOLDINGS LIMITED****飛思達科技控股有限公司****(the "Company")***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 8342)****PROPOSAL FOR****(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES****AND****(2) RE-ELECTION OF DIRECTORS;****AND****(3) NOTICE OF ANNUAL GENERAL MEETING**

Capitalized terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the Annual General Meeting to be held at 2401-2, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 28 April 2017 at 9 am or any adjourned meeting hereof to approve matters referred to in this circular is set out on pages 18 to 22 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.vixtel.com.

Whether or not that you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, 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 or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting hereof should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of publication and on the Company's website at www.vixtel.com.

24 March 2017

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities trade on GEM.

DEFINITIONS

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

| | |
|---------------------------|--|
| “Annual General Meeting” | the annual general meeting of the Company to be held at 2401-2, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 28 April 2017 at 9 am, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 18 to 22 of this circular, or any adjournment thereof |
| “Articles of Association” | the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time |
| “Board” | the Board of Directors |
| “Cayman Companies Law” | the Companies Law (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time |
| “close associate(s)” | has the same meaning as defined in the GEM Listing Rules |
| “Company” | Vixtel Technologies Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM (stock code: 8342) |
| “core connected person” | has the same meaning as defined in the GEM Listing Rules |
| “Directors” | the directors of the Company |
| “GEM” | the Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time |
| “Group” | the Company and its subsidiaries from time to time |
| “HK\$” | Hong Kong dollars, the lawful currency in Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |

DEFINITIONS

| | |
|---------------------------|--|
| “Issue Mandate” | the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the power to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of the resolution granting such mandate (such mandate to be extended to Shares with the number of any Shares repurchased by the Company pursuant to the Repurchase Mandate |
| “Latest Practicable Date” | 17 March 2017, being the latest practicable date prior to printing of this circular for ascertaining certain information included in this circular |
| “Listing Date” | 15 December 2016, the date on which the issued Shares were first listed and from which dealings therein are permitted to take place on GEM |
| “Prospectus” | the prospectus of the Company dated 30 November 2016 issued in connection with the listing of Shares on the GEM |
| “Repurchase Mandate” | the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange with the total number of Shares up to 10% of the total number of Shares in issue as at the date of the passing of the resolution granting such mandate |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time |
| “Share(s)” | the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time |
| “%” | per cent. |

LETTER FROM THE BOARD



VIXTEL TECHNOLOGIES HOLDINGS LIMITED

飛思達科技控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8342)

Executive Directors:

Mr. Yue Yong (*Chairman*)

Mr. Sie Tak Kwan

Mr. Guan Haiqing

Non-executive Director:

Mr. Liang Judong

Independent non-executive Directors:

Mr. Cheung Hon Fai

Professor Lam Kin Man

Mr. Shen Qi

Registered Office:

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

Principal Place of Business

in Hong Kong:

18/F, Tesbury Centre

28 Queen’s Road East

Wanchai

Hong Kong

24 March 2017

To the Shareholders,

Dear Sir or Madam,

PROPOSAL FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

AND

(2) RE-ELECTION OF DIRECTORS

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed matters which include, inter alia, (1) the proposed grant of the Issue Mandate and the Repurchase Mandate; and (2) the proposed re-election of retiring Directors, and to send you the notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

As set out in the Prospectus, the then Shareholders granted a general mandate to the Directors on 21 November 2016 to allot and issue Shares. Such mandate will lapse on 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 or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution of Shareholders in a general meeting revoking, varying or renewing such mandate.

In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with the Shares, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the ordinary resolution contained in item 5(A) of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular and adding to such general mandate any Shares representing the total number of the Shares repurchased by the Company under the Repurchase Mandate. If the resolution is passed and no Share is repurchased by the Company, exercise in full of the Issue Mandate (on the basis of 486,745,000 Shares in issue at the Latest Practicable Date) would result in up to 97,349,000 new Shares being allotted, issued and dealt with by the Company.

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.

3. GENERAL MANDATE TO REPURCHASE SHARES

As set out in the Prospectus, the then Shareholders granted a general mandate to the Directors on 21 November 2016 to repurchase Shares. Such mandate will lapse on 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 or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution of Shareholders in a general meeting revoking, varying or renewing such mandate.

LETTER FROM THE BOARD

A resolution to grant the Directors the Repurchase Mandate will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company to repurchase its own issued and fully paid Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the ordinary resolution set out as resolution contained in item 5(B) of the notice of the Annual General Meeting as set out on pages 20 to 21 of this circular (i.e. a total of 48,674,500 Shares, assuming that the number of issued Shares remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting). The Directors have no immediate plans to repurchase any Shares pursuant to the Repurchase Mandate.

In accordance with Rules 13.07 and 13.08 of the GEM Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Yue Yong, Mr. Sie Tak Kwan and Mr. Guan Haiqing; the non-executive Director is Mr. Liang Judong; and the independent non-executive Directors are Mr. Cheung Hon Fai, Professor Lam Kin Man and Mr. Shen Qi.

Pursuant to Article 112 of the Articles of Association, Mr. Cheung Hon Fai, Professor Lam Kin Man and Mr. Shen Qi, who were appointed as independent non-executive Directors of the Company will hold office until the next following Annual General Meeting, and who being eligible, offer themselves for re-election.

Pursuant to Article 108 of the Articles of Association, 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 shall be subject to retirement by rotation at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. Mr. Sie Tak Kwan and Mr. Guan Haiqing shall retire from office by rotation at the Annual General Meeting, and being eligible, will offer themselves for re-election.

Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of each of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 18 to 22 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.vixtel.com. Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, 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 Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned thereof should you so wish.

6. VOTING BY POLL AT GENERAL MEETING

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the notice to the Annual General Meeting which is put to vote at the Annual General Meeting shall be decided by poll. The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at www.vixtel.com as soon as possible after the conclusion of the Annual General Meeting.

7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Monday, 24 April 2017 to Friday, 28 April 2017, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30pm on Friday, 21 April 2017.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information relating to the Group. 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.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that (1) the proposed grant of the Issue Mandate and the Repurchase Mandate; and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Repurchase Mandate; and (2) the proposed re-election of retiring Directors, in each case as described in this circular, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

10. GENERAL

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

Yours faithfully,
For and on behalf of the Board
Vixel Technologies Holdings Limited
Yue Yong
Chairman and Executive Director

The GEM Listing Rules permit companies with primary listing on the Stock Exchange to repurchase their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 486,745,000 Shares of HK\$0.01 each.

Subject to the passing of the resolution set out in item 5(B) of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and assuming no Shares will be issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be allowed under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to a maximum total of 48,674,500 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares of the Company, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the GEM Listing Rules.

If the Repurchase Mandate were to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Group as compared to the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2016. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Group.

4. SHARE PRICES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during the period from the Listing Date (i.e. 15 December 2016) up to and including the Latest Practicable Date were as follows:

| Month: | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| December 2016 (since 15 December 2016, being the Listing Date) | 0.85 | 0.54 |
| January 2017 | 0.69 | 0.52 |
| February 2017 | 0.65 | 0.54 |
| March 2017 (up to the Latest Practicable Date) | 0.67 | 0.55 |

5. DIRECTORS DEALINGS AND CORE CONNECTED PERSON

None of the Directors, nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares in the Company or its subsidiaries if the Repurchase Mandate is exercised.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares of the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

6. DIRECTORS' UNDERTAKING

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

7. TAKEOVERS CODE CONSEQUENCES

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

| Name | Nature of interest | Total number of Shares held | Percentage of shareholding (before repurchase) | Percentage of shareholding (after repurchase) |
|--|---|-----------------------------|--|---|
| Worldgate Ventures Limited | Beneficial owner | 103,335,000 | 21.23% | 23.59% |
| Mr. Yue Yong ("Mr. Yue") (Notes 1 and 2) | Interest in controlled corporation; interest held jointly with another person | 310,040,000 | 63.70% | 70.78% |
| Madam Li Duan ("Madam Li") (Note 3) | Interest of spouse | 310,040,000 | 63.70% | 70.78% |
| Cohort Investments Limited | Beneficial owner | 103,335,000 | 21.23% | 23.59% |
| Mr. Sie Tak Kwan ("Mr. Sie") (Notes 1 and 4) | Interest in controlled corporation; interest held jointly with another person | 310,040,000 | 63.70% | 70.78% |
| Madam Chen Bozhu ("Madam Chen") (Note 5) | Interest of spouse | 310,040,000 | 63.70% | 70.78% |
| Copious Link Investments Limited | Beneficial owner | 72,365,000 | 14.87% | 16.52% |
| Mr. Guan Haiqing ("Mr. Guan") (Notes 1 and 6) | Interest in controlled corporation; interest held jointly with another person | 310,040,000 | 63.70% | 70.78% |
| Madam Gu Wei ("Madam Gu") (Note 7) | Interest of spouse | 310,040,000 | 63.70% | 70.78% |
| Hugemind Investments Limited | Beneficial owner | 31,005,000 | 6.37% | 7.08% |
| Mr. Liang Judong ("Mr. Liang") (Notes 1 and 8) | Interest in controlled corporation; interest held jointly with another person | 310,040,000 | 63.70% | 70.78% |

| Name | Nature of interest | Total number of Shares held | Percentage of shareholding (before repurchase) | Percentage of shareholding (after repurchase) |
|---|---|-----------------------------|--|---|
| Madam Bai Xiaoqian ("Madam Bai") (Note 9) | Interest of spouse | 310,040,000 | 63.70% | 70.78% |
| Sino Impact Limited | Beneficial owner | 54,710,000 | 11.24% | 12.49% |
| Mr. Kwan Shan (Note 10) | Interest in controlled corporation; interest of spouse | 54,710,000 | 11.24% | 12.49% |
| Ms. Tam Suk Fan Sindy (Note 10) | Interest in controlled corporation; interest of spouse | 54,710,000 | 11.24% | 12.49% |

Notes:

- Pursuant to the Deed of Concert Parties, Mr. Sie, Mr. Yue, Mr. Guan and Mr. Liang confirm, agree and acknowledge, among other things, that they are parties acting in concert in respect of the Group since 29 December 2010. As such, each of the ultimate controlling shareholders (i.e. Mr. Sie, Mr. Yue, Mr. Guan and Mr. Liang) is deemed to be interested in 63.70% of the issued share capital of the Company.
- Shares in which Mr. Yue is interested consist of (i) 103,335,000 Shares held by Worldgate Ventures Limited, a company wholly owned by him, in which Mr. Yue is deemed to be interested under the SFO; and (ii) 206,705,000 Shares in which Mr. Yue is deemed to be interested as a result of being a party acting-in-concert with Mr. Sie, Mr. Guan and Mr. Liang.
- Madam Li is the spouse of Mr. Yue. Under the SFO, Madam Li is deemed to be interested in the same number of Shares in which Mr. Yue is interested.
- Shares in which Mr. Sie is interested consist of (i) 103,335,000 Shares held by Cohort Investments Limited, a company wholly-owned by him, in which Mr. Sie is deemed to be interested under the SFO; and (ii) 206,705,000 Shares in which Mr. Sie is deemed to be interested as a result of being a party acting-in-concert with Mr. Yue, Mr. Guan and Mr. Liang.
- Madam Chen is the spouse of Mr. Sie. Under the SFO, Madam Chen is deemed to be interested in the same number of Shares in which Mr. Sie is interested.
- Shares in which Mr. Guan is interested consist of (i) 72,365,000 Shares held by Copious Link Investments Limited, a company wholly-owned by him, in which Mr. Guan is deemed to be interested under the SFO; and (ii) 237,675,000 Shares in which Mr. Guan is deemed to be interested as a result of being a party acting-in-concert with Mr. Sie, Mr. Yue and Mr. Liang.
- Madam Gu is the spouse of Mr. Guan. Under the SFO, Madam Gu is deemed to be interested in the same number of Shares in which Mr. Guan is interested.
- Shares in which Mr. Liang is interested consist of (i) 31,005,000 Shares held by Hugemind Investments Limited, a company wholly-owned by him, in which Mr. Liang is deemed to be interested under the SFO; and (ii) 279,035,000 Shares in which Mr. Liang is deemed to be interested as a result of being a party acting-in-concert with Mr. Sie, Mr. Yue and Mr. Guan.
- Madam Bai is the spouse of Mr. Liang, Under the SFO, Madam Bai is deemed to be interested in the same number of Shares in which Mr. Liang is interested.
- Mr. Kwan Shan and Ms. Tam Suk Fan Sindy, each holds 50% of Sino Impact Limited, which directly holds 54,710,000 Shares. By virtue of the SFO, Mr. Kwan Shan and Ms. Tam Suk Fan Sindy are deemed to be interested in the 54,710,000 Shares in which Sino Impact BVI is interested.

On the basis of the current shareholding of the Company, in the event that the Repurchase Mandate was exercised in full, the percentage shareholding of Mr. Sie, Mr. Yue, Mr. Guan and Mr. Liang would increase to approximately 70.78%. Such increase would not result in Mr. Sie, Mr. Yue, Mr. Guan and Mr. Liang to make a mandatory offer under Rule 26 of the Takeover Code.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company from the Listing Date and up to the Latest Practicable Date (whether on the GEM or otherwise).

The following are the particulars of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

Mr. Sie Tak Kwan

Mr. Sie Tak Kwan (施德群), aged 40, was appointed as a Director on 10 November 2015 and was redesignated as an executive Director and Chief Executive Officer of the Company on 28 July 2016. He is one of the founders of the Group and is primarily responsible for the overall planning, management and strategic development of and overseeing the operations of the business of the Group. Mr. Sie has over 15 years of experience in the high technology software solution industry and in the development of application performance management technology.

Mr. Sie obtained a bachelor's degree in electronic engineering from the Hong Kong Polytechnic University in November 2000. He further obtained a master's degree of science in engineering (communication engineering) from the University of Hong Kong in December 2003.

Mr. Sie joined the Group as a supervisor in December 2010. Prior to joining the Group, Mr. Sie worked with Agilent Technologies Hong Kong Limited (安捷倫科技香港有限公司) in July 2000 as an applicant engineer. He left Agilent Technologies Hong Kong Limited in November 2008 when he was the Asia Business Development Manager of its Electronic Measurements Group.

Mr. Sie is the younger brother of Ms. Sie Chun Yu, the financial controller of the Group. Save as disclosed above, Mr. Sie does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Sie is interested in (i) 103,335,000 Shares held by Cohort Investments Limited, a company wholly owned by him, in which he is deemed to be interested under the SFO; and (ii) 206,705,000 Shares in which he is deemed to be interested as a result of being a party acting-in-concert with Mr. Yue Yong, Mr. Guan Haiqing and Mr. Liang Judong.

Mr. Sie has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

Mr. Sie entered into a service agreement with the Company on 21 November 2016 for an initial term of three years commencing from the Listing Date, unless terminated by not less than three months' notice in writing served by either party. As recommended by the Remuneration Committee and determined by the Board with reference to his duties, responsibilities and the prevailing market conditions, Mr. Sie is now entitled to receive a fixed

salary of HK\$100,000 per month. He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee of the Company. Save as disclosed above, Mr. Sie is not entitled to any other emoluments.

There is no other matter in relation to the re-election of Mr. Cheung that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Guan Haiqing

Mr. Guan Haiqing (管海卿), aged 42, was appointed as a Director on 10 November 2015 and was redesignated as an executive Director on 28 July 2016. Mr. Guan has been the Chief Sales Officer since 18 January 2016, responsible for overseeing the sales and marketing activities of the Group.

Mr. Guan graduated from the Shanghai Jiao Tong University (上海交通大學) with a bachelor's degree in automation in July 1995. Mr. Guan has over 16 years of sales and marketing experience in high technology software solution enterprises. Prior to joining the Group, Mr. Guan served as a research and development engineer and a testing engineer at Shanghai Bell Alcatel Mobil Communication System Company Limited (上海貝爾阿爾卡特移動通信系統有限公司), a company primarily engaging in mobile communication, IP networking, network application and management, from April 1996 to April 2000. Mr. Guan then served as a sales manager of the Agilent Technologies Group from June 2000 to April 2010. From August 2010 to June 2013, Mr. Guan worked in the sales department of JDSU Photoelectric Technology (Beijing) Co. Ltd (捷迪訊光電技術(北京)有限公司). From July 2013 to March 2015, he worked as a senior sales manager of JDSU Communication Technology (Shenzhen) Co. Ltd (Shanghai Branch) (捷迪訊通訊技術(深圳)有限公司上海分公司).

Mr. Guan has not held any other directorships in any listed public company in the past three years nor has he held any other position within the Group.

Mr. Guan confirmed that he does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Guan is interested in (i) 72,365,000 Shares held by Copious Link Investments Limited, a company wholly-owned by him, in which he is deemed to be interested under the SFO; and (ii) 237,675,000 Shares in which he is deemed to be interested as a result of being a party acting-in-concert with Mr. Yue Yong, Mr. Sie Tak Kwan and Mr. Liang Judong.

Mr. Guan entered into a service agreement with the Company on 21 November 2016 for an initial term of three years commencing from the Listing Date, unless terminated by not less than three months' notice in writing served by either party. As recommended by the Remuneration Committee and determined by the Board with reference to his duties, responsibilities and the prevailing market conditions, Mr. Guan is now entitled to receive a fixed salary of HK\$100,000 per month. He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee of the Company. Save as disclosed above, Mr. Guan is not entitled to any other emoluments.

There is no other matter in relation to the re-election of Mr. Guan that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheung Hon Fai

Mr. Cheung Hon Fai (張漢輝), aged 42, was appointed as an independent non-executive Director on 21 November 2016. He is the chairman of the Audit Committee and the Nomination Committee of the Board.

Mr. Cheung obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic University in November 1996 and a postgraduate diploma in enterprise risk management from the School of Professional and Continuing Education of the University of Hong Kong in May 2011. Mr. Cheung is a Certified Public Accountant in Hong Kong and is currently the Group Financial Controller of Well Capital Corporation Limited.

Mr. Cheung has over 20 years of experience in accounting and finance. He worked as the accountant of Lerado Hong Kong Limited (隆成香港有限公司), a subsidiary of Lerado Financial Group Company Limited (隆成金融集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1225) from April 2000 to October 2000. He then served as the financial controller of EVI Education Asia Limited (EVI教育亞洲有限公司), a company previously listed on GEM (stock code: 8090) (now known as Midland IC&I Limited (美聯工商舖有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 459)), from November 2000 to March 2006. After that, Mr. Cheung worked as the financial controller of Sincere Watch (Hong Kong) Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0444), from March 2006 to May 2008. Subsequently, he joined Shun Tak Holdings Limited (信德集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 242), working as a senior financial manager from May 2008 to May 2010. From 2010 to 2012, Mr. Cheung worked as the Group Financial Controller of Great China of Knight Frank Petty Limited.

Save as disclosed above, Mr. Cheung is not related to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cheung confirmed that he has not been appointed as a director of other companies in the past 3 years whose shares are listed on any stock exchange.

Mr. Cheung has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date, unless terminated by not less than three months' notice in writing served by either party. Mr. Cheung is entitled to a remuneration of HK\$120,000 per annum. Save as disclosed above, Mr. Cheung is not entitled to any other remuneration for holding his office as an independent non-executive Director.

There is no other matter in relation to the re-election of Mr. Cheung that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Professor Lam Kin Man

Professor Lam Kin Man (林健文), aged 54, was appointed as an independent non-executive Director on 21 November 2016. He is the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Board.

Professor Lam obtained a master's degree of science in communication engineering from the Imperial College of Science and Technology of the University of London in December 1987. He further obtained a doctorate degree of philosophy from the University of Sydney in October 1996.

Professor Lam has extensive knowledge in signal processing. Since July 2010, he becomes a professor of the Electronic and Information Engineering Department in Hong Kong Polytechnic University. From 2004 to 2012, he was actively involved in organizing various international conferences. For the period of 2007 to 2008, Professor Lam was appointed as the Chairman of IEEE Hong Kong Chapter of Signal Processing. Currently, Professor Lam is a member of the Board of Governors of the Asia-Pacific Signal and Information Processing Association, being responsible for the member relations and development of the association.

Professor Lam is not related to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Professor Lam confirmed that he has not been appointed as a director of other companies in the past 3 years whose shares are listed on any stock exchange.

Professor Lam has entered into a letter of appointment with the Company for an initial term of three years, unless terminated by not less than three months' notice in writing served by either party. Professor Lam is entitled to a remuneration of HK\$120,000 per annum. Save as disclosed above, Professor Lam is not entitled to any other remuneration for holding his office as an independent non-executive Director.

There is no other matter in relation to the re-election of Professor Lam that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Shen Qi

Mr. Shen Qi (沈奇), aged 42, was appointed as an independent non-executive Director on 21 November 2016. He is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Board.

Mr. Shen graduated from the China Jiliang University (中國計量大學) (formerly known as China Jiliang College 中國計量學院) with a bachelor's degree in information engineering in July 1997 and obtained another bachelor's degree in economics law from the Jilin University (吉林大學) in July 1998.

Mr. Shen was admitted as a lawyer of the PRC in May 1999. He has over 17 years of experience in legal practice. Mr. Shen has been a partner and lawyer of Shanghai Qi Dao Law Firm (上海祺道律師事務所), since May 2013. Prior to his current position, he worked at Shanghai Xinmin Law Firm (上海市新閔律師事務所) as a lawyer from April 2003 to May 2013 and was promoted as a partner of the firm in 2008.

Mr. Shen is not related to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Shen confirmed that he has not been appointed as a director of other companies in the past 3 years whose shares are listed on any stock exchange.

Mr. Shen has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial term of three year, unless terminated by not less than three months' notice in writing served by either party. Mr. Shen is entitled to a remuneration of HK\$120,000 per annum. Save as disclosed above, Mr. Shen not entitled to any other remuneration for holding his office as an independent non-executive Director.

There is no other matter in relation to the re-election of Mr. Shen that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



VIXTEL TECHNOLOGIES HOLDINGS LIMITED

飛思達科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8342)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“**Annual General Meeting**”) of Vixtel Technologies Holdings Limited (the “**Company**”) will be held at 2401-2, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 28 April 2017 at 9 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2016.
2.
 - (a) To re-elect Mr. Sie Tak Kwan as an executive Director.
 - (b) To re-elect Mr. Guan Haiqing as an executive Director.
 - (c) To re-elect Mr. Cheung Hon Fai as an independent non-executive Director.
 - (d) To re-elect Professor Lam Kin Man as an independent non-executive Director.
 - (e) To re-elect Mr. Shen Qi as an independent non-executive Director.
3. To authorize the board of directors of the Company to fix the respective remuneration of the Directors.
4. To re-appoint Ernst & Young as the Company’s independent auditors and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Shareholders:

(A) **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (**“Share(s)”**) and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Right Issue (as defined below);
 - (ii) any scrip dividend schemes or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; and
 - (iii) the exercise of any options under any share option schemes of the Company from time to time adopted by the Company in accordance with the applicable rules of The Stock Exchange of Hong Kong Limited for the grant or issue of Shares or rights to acquire Shares;

shall not exceed 20% of the total number of Shares of the Company in issue on the date of passing of this resolution; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from 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 applicable laws of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the Shareholders of the Company revoking or varying the authority given to the Directors.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange outside Hong Kong).”

(B) “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) or any other stock exchange on which the securities of the Company may be listed as amended from time to time;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from 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 applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by a resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** subject to the passing of the resolutions set out in items 5(A) and 5(B) in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5(A) of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the amount representing the aggregate number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5(B) of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

By Order of the Board
Vixtel Technologies Holdings Limited
Yue Yong
Chairman and Executive Director

Hong Kong, 24 March 2017

Registered office:

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Principal place of business

in Hong Kong
18/F, Tesbury Centre
28 Queen’s Road East
Wanchai
Hong Kong

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Notes:

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman 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 the GEM Listing Rules. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at www.vixtel.com in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. A form of proxy for use at the Annual General Meeting is enclosed with the circular of the Company dated 24 March 2017. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, 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 or any adjournment thereof.
4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
6. For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Monday, 24 April 2017 to Friday, 28 April 2017, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30pm on Friday, 21 April 2017.
7. If typhoon signal no.8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 pm on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the GEM website at www.hkgem.com and the Company's website at www.vixtel.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Yue Yong, Mr. Sie Tak Kwan and Mr. Guan Haiqing; the non-executive Director is Mr. Liang Judong; and the independent non-executive Directors are Mr. Cheung Hon Fai, Professor Lam Kin Man and Mr. Shen Qi.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 in this notice misleading.

This notice will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company's website at www.vixtel.com.