
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)**

**(1) PROPOSED DECLARATION AND PAYMENT OF
INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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

The letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 31 August 2018 at 11:00 a.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out on pages 7 to 9 of this circular. A form of proxy for use by the Shareholders at the EGM 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 EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM 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.

13 August 2018

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

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DEFINITIONS

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

“Articles”	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
“Company”	Vixtel Technologies Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and whose shares are listed and traded on GEM (stock code: 8342)
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 31 August 2018 at 11:00 a.m., to approve the declaration and payment of the Interim Dividend out of the Share Premium Account
“GEM”	the GEM 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Interim Dividend”	the proposed interim dividend of HK0.6 cents per Share as recommended by the Board
“Latest Practicable Date”	8 August 2018, being the latest practicable date prior to printing of this circular for ascertaining certain information included in this circular

DEFINITIONS

“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)
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately HK\$101,472,457 as at 30 June 2018 based on the unaudited consolidated financial statements of the Company as at that date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“%”	percent



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:

40th Floor, Sunlight Tower

No. 248 Queen’s Road East

Wanchai

Hong Kong

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED DECLARATION AND PAYMENT OF
INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT;**

AND

(2) NOTICE OF EXTRAORDINARY 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 declaration and payment of the Interim Dividend out of the Share Premium Account.

A notice convening the EGM is set out on pages 7 to 9 of this circular.

LETTER FROM THE BOARD

2. PROPOSED DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

As announced by the Company in its announcement dated 8 August 2018 regarding the unaudited financial results of the Group for the six months ended 30 June 2018, the Board recommended the payment of the Interim Dividend of HK0.6 cents per Share, subject to the approval of Shareholders at the EGM by way of an ordinary resolution. The Interim Dividend is intended to be paid entirely out of the Share Premium Account pursuant to the Articles and in accordance with the Cayman Companies Law.

As at 30 June 2018, based on the unaudited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account amounted to approximately HK\$101,472,457. The Board proposed to use an amount of approximately HK\$3,048,000 standing to the credit of the Share Premium Account for the payment of the Interim Dividend. Following the payment of the Interim Dividend on the basis of 508,000,000 Shares in issue as at the Latest Practicable Date, there will be a remaining balance of approximately HK\$98,424,457 standing to the credit of the Share Premium Account.

Conditions of the payment of the Interim Dividend out of the Share Premium Account

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Interim Dividend out of the Share Premium Account; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its liabilities as they fall due in the ordinary course of business.

Reasons for payment of the Interim Dividend out of the Share Premium Account

The Board considers it unnecessary to maintain the Share Premium Account at its current level. In recognition of the Shareholders' support, the Directors consider that the declaration and payment of the Interim Dividend out of the Share Premium Account is in the interests of the Company and its Shareholders as a whole.

Effect of the payment of the Interim Dividend out of the Share Premium Account

The implementation of the payment of the Interim Dividend out of the Share Premium Account does not involve any reduction in the authorized or issued share capital of the Company nor does it involved any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares.

LETTER FROM THE BOARD

Save for the immaterial expenses incurred as a result of the payment of the Interim Dividend, the Directors consider that the payment of the Interim Dividend out of the Share Premium Account will not have any material adverse effect on the financial position of the Group.

Closure of register of members

For the purpose of ascertaining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 27 August 2018 to Friday, 31 August 2018, both days inclusive, during which period no transfer of the Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer of the Shares 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 4:30 p.m. on Friday, 24 August 2018.

3. EGM AND PROXY ARRANGEMENT

A notice of the EGM is set out on pages 7 to 9 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 in respect of the ordinary resolution to be proposed at the EGM.

A form of proxy for use in connection with the EGM 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 EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned thereof should you so wish.

4. 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, the resolution as set out in the notice of the EGM which is put to vote at the EGM shall be decided by poll. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. 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 EGM.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that the proposed declaration and payment of the Interim Dividend out of the Share Premium Account is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolution to be proposed at the EGM.

6. 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 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.

Yours faithfully,

For and on behalf of the Board
Vixtel Technologies Holdings Limited
Yue Yong
Chairman and Executive Director

NOTICE OF EGM

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

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8342)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of Vixtel Technologies Holdings Limited (the “Company”) will be held at 11:00 a.m. on Friday, 31 August 2018 at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong for the following purposes:

To consider and, if thought fit, pass with or without amendments, the following resolution:

ORDINARY RESOLUTIONS

“THAT:

- (a) the declaration and payment of an interim dividend of HK0.6 cents per ordinary share out of the share premium account of the Company (the “**Interim Dividend**”) to the shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company for determining the entitlements to the Interim Dividend be and is hereby approved; and
- (b) the Directors be and are hereby authorised to take such action, do such things and execute such further documents as the Directors may at their absolute discretion consider necessary or desirable for the purpose of or in connection with the payment of the Interim Dividend.”

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

Hong Kong, 13 August 2018

NOTICE OF EGM

Registered office:

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

Principal place of business

in Hong Kong:
40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint one or more proxies (if he is a holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall stand alone be entitled to vote in respect thereof.
3. A form of proxy for the EGM is enclosed. 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 such power or authority, must be deposited at 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 later than 48 hours before the time for holding the EGM or any adjournment thereof.
4. To ascertain the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 27 August 2018 to Friday, 31 August 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer of shares 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 4:30 p.m. on Friday, 24 August 2018.
5. To ascertain the entitlement to the Interim Dividend, the register of members of the Company will be closed from Friday, 7 September 2018 to Tuesday, 11 September 2018, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the Interim Dividend, all transfer of shares 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 no later than 4:30 p.m. on Thursday, 6 September 2018.
6. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 10:00 a.m. on the date of the EGM, the EGM 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.

NOTICE OF EGM

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.