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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Phoenitron Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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PHOENITRON

PHOENITRON HOLDINGS LIMITED

品創控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8066)

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

This circular is dispatched together with the annual report of the Company which comprises, among other things, the report of the Directors, the report of the independent auditors of the Company issued by Moore Stephens CPA Limited and the audited consolidated financial statements of the Company for the year ended 31 December 2022.

A notice convening the annual general meeting of the Company to be held at 10:00 a.m., on Thursday, 11 May 2023, at Function Room 1, 11th Floor, L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong is contained in this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, 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 adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjourned meeting (as the case may be) should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the website of the Stock Exchange at www.hkexnews.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and the Company’s website at www.phoenitron.com.

31 March 2023

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 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“2022 Annual Report”	the annual report of the Company for the year ended 31 December 2022
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 10:00 a.m., on Thursday, 11 May 2023, at Function Room 1, 11th Floor, L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong
“Articles of Association”	the amended and restated articles of association of the Company as amended from time to time, and each an “Article”
“Board”	the board of Directors
“Company”	Phoenitron Holdings Limited, a company incorporated in the Cayman Islands with limited liabilities, the Shares of which are listed on GEM
“Directors”	the directors, including independent non-executive directors, of the Company from time to time
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate to be granted to the Directors to exercise the power of the Company to allot, issue, and deal with, new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution as set out in the resolution numbered 4 in the notice convening the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	17 March 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum and Articles”	the Memorandum of Association and Articles of Association
“Memorandum of Association”	the memorandum of association of the Company
“Nomination Committee”	the nomination committee of the Company
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Repurchase Mandate”	the general mandate 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 Shares in issue as at the date of passing of the relevant resolution as set out in the resolution numbered 5 in the notice convening the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.20 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange” or “Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	per cent.

LETTER FROM THE BOARD OF DIRECTORS



PHOENITRON

PHOENITRON HOLDINGS LIMITED

品創控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8066)

Executive Directors:

Ms. Lily Wu (*Chairman and Chief Executive Officer*)

Mr. Chang Wei Wen

Mr. Yang Meng Hsiu

Independent non-executive Directors:

Mr. Chan Siu Wing, Raymond

Ms. Wong Ka Wai, Jeanne

Mr. Yeung Man Chit, Daniel

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business:

Suite 710, 7th Floor

North Tower

World Finance Centre

Harbour City

Tsimshatsui, Kowloon

Hong Kong

31 March 2023

*To the Shareholders, and for information only,
to the holders of the options issued by the Company*

Dear Sir or Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the Annual General Meeting, among other things, (i) to grant the General Mandate to the Directors to exercise the power of the Company to allot, issue, and deal with, new Shares up to a maximum of 20% of the total number of Shares in issue as at the date

LETTER FROM THE BOARD OF DIRECTORS

of passing of the relevant resolution; (ii) to grant the extension of the General Mandate to the Directors to exercise the power of the Company to allot, issue, and deal with, new Shares up to the number of Share repurchased by the Company under the Repurchase Mandate; (iii) to grant a Repurchase Mandate to the Directors to exercise the power of the Company to repurchase the Shares representing up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution; and (iv) to re-elect the Directors in accordance with the Articles of Association. These resolutions will be proposed at the forthcoming Annual General Meeting and are set out in the notice convening the Annual General Meeting as contained in this circular.

GENERAL MANDATE TO ISSUE NEW SHARES

The resolution numbered 4 set out in the notice convening the Annual General Meeting will be proposed at the Annual General Meeting for the granting of a general and unconditional General Mandate to the Directors to exercise the power of the Company, to allot, issue, and deal with, new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 525,347,500. Subject to the passing of the relevant resolution, the maximum number of new Shares to be issued under the General Mandate will be 105,069,500 (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of Annual General Meeting). In addition, subject to a separate approval of Shareholders of the resolution numbered 6 set out in the notice convening the Annual General Meeting, the extension of the General Mandate will be granted to the Directors to exercise the power of the Company to allot, issue, and deal with, new Shares equal to the number of Shares repurchased under the Repurchase Mandate, if any.

GENERAL MANDATE FOR REPURCHASE OF SHARES

The resolution numbered 5 set out in the notice convening the Annual General Meeting will be proposed at the Annual General Meeting for the granting of a general and unconditional Repurchase Mandate to the Directors, to exercise power of the Company to repurchase on GEM or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution.

The General Mandate and the Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The GEM Listing Rules contain provisions to regulate the repurchase by companies with a primary listing on GEM of their own shares. In accordance with the GEM Listing Rules on share repurchases, this circular contains an explanatory statement as set out in the Appendix I to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against resolution set out in resolution 5 of the notice convening the Annual General Meeting which will be proposed at the Annual General

LETTER FROM THE BOARD OF DIRECTORS

Meeting to grant to the Directors the Repurchase Mandate. For the purpose of this circular, the term “Shares” shall have the meaning ascribed thereto under the Takeovers Code which mean Shares of all classes and securities which carry a right to subscribe for or purchase Shares.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises three executive Directors, namely, Ms. Lily Wu, Mr. Chang Wei Wen and Mr. Yang Meng Hsiu, and three independent non-executive Directors, namely, Mr. Chan Siu Wing, Raymond, Ms. Wong Ka Wai, Jeanne, and Mr. Yeung Man Chit, Daniel.

According to article 86(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with article 86(3) of the Articles of Association, Mr. Yeung Man Chit, Daniel shall retire at the Annual General Meeting and, being eligible, shall offer himself for re-election at the Annual General Meeting.

According to article 87(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, 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 at an annual general meeting at least once every three years. Article 87(2) of the Articles of Association further provides that a retiring Director shall be eligible for re-election and any Directors so to retire shall be subject to retirement by rotation who have been longest in office since their last re-election or appointment.

In accordance with articles 87(1) and 87(2) of the Articles of Association, Mr. Chang Wei Wen and Ms. Lily Wu shall retire at the Annual General Meeting and, being eligible, shall offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed and assessed the background, expertise and experience of the retiring Directors, having regard to the Board Diversity Policy of the Company taking into consideration different diversity factors such as gender, age, cultural and educational background, skills and professional experience, knowledge, length of service and time devotion. The Nomination Committee recommends all Directors retiring at the upcoming AGM to stand for re-election.

Mr. Yeung Man Chit, Daniel, being an independent non-executive Director of the Company eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Nomination Committee considers that based on the perspective, skill and experience of Mr. Yeung Man Chit, Daniel, he can bring further contribution to the Board and its diversity. In addition, the Nomination

LETTER FROM THE BOARD OF DIRECTORS

Committee had evaluated the performance of Mr. Yeung Man Chit, Daniel during the period from his date of appointment to 22 March 2023 and found his performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that Mr. Yeung Man Chit, Daniel stands for re-election as Director at the AGM. As a good corporate governance practice, Mr. Yeung Man Chit, Daniel abstained from voting at the relevant Board meeting on the proposition of his recommendation for re-election by the Shareholders at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the detailed required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election and appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 16 to 19 to this circular.

A copy of 2022 Annual Report including, among other things, copies of the report of the Directors, the report of the independent auditors of the Company and the audited consolidated financial statements of the Company for the year ended 31 December 2022, are dispatched to the Shareholders together with this circular.

In order to ascertain the entitlements to attend the Annual General Meeting, the register of members of the Company will be closed from Friday, 5 May 2023 to Thursday, 11 May 2023 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar no later than 4:30 p.m. on Thursday, 4 May 2023.

ACTIONS TO BE TAKEN

A form of proxy is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Registrar 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 adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

LETTER FROM THE BOARD OF DIRECTORS

VOTING BY WAY OF POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders at the general meeting must be taken by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to article 66 of the Articles of Association.

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 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 consider that the granting and the extension of the General Mandate to allot, issue, and deal with, new Shares, the proposed grant of Repurchase Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the resolutions numbered 2, and 4 to 6 as set out in the notice convening the Annual General Meeting to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Lily Wu
Chairman

This explanatory statement relates to the resolution proposed to be passed at the Annual General Meeting authorising the grant of the Repurchase Mandate. It contains all the information required under Rule 13.08 of the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

(I) GEM LISTING RULES

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their Shares subject to certain restrictions.

Repurchases must be funded out of funds legally available for the purpose and in accordance with the company's constitutive documents and the applicable laws of the jurisdiction in which the company is incorporated or otherwise established. As such, any repurchases must be made out of funds which are legally available for the purpose and in accordance with the laws and regulations of the Cayman Islands and the Memorandum and Articles. Any premium payables on a repurchase over the par value of the Shares may be effected out of funds of the Company which would otherwise be available for dividends or distribution or out of the Company's share premium account.

(II) REASONS FOR PROPOSED REPURCHASE OF SHARES

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and Shareholders.

(III) NUMBER OF SHARES WHICH MAY BE REPURCHASED

As at the Latest Practicable Date, the issued share capital of the Company comprised 525,347,500 Shares.

As at the Latest Practicable Date, share options carrying rights to subscribe for up to an aggregate of 37,179,250 Shares remained outstanding. If the conversion rights attached to the said share options are exercised in full, 37,179,250 new Shares will be issued by the Company.

Subject to the passing of the ordinary resolution approving 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 Annual General Meeting, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 52,534,750 Shares (representing 10% of the total number of issued share as at the date of passing of the resolution) during the period ending

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

(IV) SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company will not repurchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(V) IMPACT OF REPURCHASE

There might be an adverse impact on the working capitals or gearing positions of the Company as compared with the positions disclosed in the audited financial statements contained in the 2022 Annual Report in the event that the Repurchase Mandate be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(VI) SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the previous 12 months before the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
March	0.041	0.037
April	0.039	0.030
May	0.039	0.034
June	0.037	0.034
July	0.039	0.035
August	0.047	0.034
September	0.041	0.033
October	0.038	0.032
November	0.040	0.031
December	0.043	0.033

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

	Share Prices	
	Highest HK\$	Lowest HK\$
2023		
January	0.037	0.032
February	0.037	0.033
March (up to the Latest Practicable Date)	0.039	0.034

(VII) GENERAL INFORMATION

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.
- (b) The Directors have undertaken to GEM that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Memorandum and Articles, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands.
- (c) The Company has not notified by any connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company or its subsidiaries, or that they have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

(VIII) EFFECTS OF TAKEOVERS CODE

If the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate, so far as the Directors are aware, the changes of the interests of the Shareholders who have interests of 5% or more of the issued share capital of the Company or substantial shareholders of the Company as at the Latest Practicable Date are set out in the following table:

Shareholders	Before repurchase	After repurchase
Golden Dice Co., Ltd. (<i>Note 1</i>)	12.02%	13.36%
Best Heaven Limited (<i>Note 1</i>)	6.01%	6.67%
Mr. Tsai Chi Yuan (<i>Note 1</i>)	18.03%	20.03%

Note:

1. Mr. Tsai Chi Yuan is deemed to be a substantial shareholder of the Company by virtue of his 100% beneficial interests in Golden Dice Co., Ltd. and Best Heaven Limited respectively.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interests, 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 a group of Shareholders.

Based on the shareholding structure as illustrated in the above table, in the event that the Directors exercise in full the power of the Company to repurchase Shares pursuant to the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to approximately the respective percentages shown in the last column above and the Directors believe that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors also consider that the exercise in full the power of the Company to repurchase Shares pursuant to the Repurchase Mandate would not result in a public shareholdings of less than 25%, the prescribed minimum percentage of the Shares required by GEM to be held by the public.

(IX) SHARES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on GEM or otherwise) during the previous six months immediately preceding the Latest Practicable Date.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Pursuant to the GEM Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting, are provided below.

**MR. YEUNG MAN CHIT, DANIEL (“MR. YEUNG”), AN INDEPENDENT
NON-EXECUTIVE DIRECTOR**

Length of service

Mr. Yeung was appointed as an independent non-executive Director for an initial term of one year commencing from 15 December 2022, and will continue thereafter unless and until terminated by either the Company or Mr. Yeung by giving not less than one month’s prior notice in writing and such appointment is subject at all times to the Articles of Association. Mr. Yeung will retire at the Annual General Meeting, at which he will, being eligible, offer himself for re-election pursuant to article 86(3) of the Articles of Association. Thereafter, Mr. Yeung will be subject to retirement by rotation and re-election at Annual General Meeting in accordance with articles 87(1) and (2) of the Articles of Association.

Qualifications and experience

Mr. Yeung, aged 49, is one of the members of the audit committee, the remuneration committee and the nomination committee of the Company. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Yeung has extensive experiences in accounting, financial management and company secretarial works. He holds a Bachelor of Arts (Hons) Degree in Accountancy from The Hong Kong Polytechnic University. Mr. Yeung is the financial controller and company secretary of Chaoda Modern Agriculture (Holdings) Limited (stock code: 682), a company listed on the Main Board of the Stock Exchange.

**Relationship with other Directors, senior management, management or substantial or
controlling shareholders of the Company**

Mr. Yeung does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and any of their respective associates (within the meaning of the GEM Listing Rules) as at the Latest Practicable Date.

Interests in Shares

As at the Latest Practicable Date, Mr. Yeung does not have any interests in Shares (within the meaning of Part XV of the SFO).

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Amount of emoluments

Under the service contract entered into between the Company and Mr. Yeung, he is entitled to fixed annual salaries of HK\$168,000 which was determined by the Board with recommendation of the remuneration committee of the Company after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market. Save for the said salaries, Mr. Yeung is not entitled to any other emoluments for holding his office as an independent non-executive Director.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(w) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR. CHANG WEI WEN (“MR. CHANG”), AN EXECUTIVE DIRECTOR

Length of service

Mr. Chang was initially appointed as a non-executive Director with effect from 10 May 2006 and has been re-designated as executive Director in December 2006 when he assumed key management and operating responsibilities for the Group. Mr. Chang was appointed for an initial term of two years commencing from 12 December 2006, and will continue thereafter unless and until terminated by either the Company or Mr. Chang by giving not less than three months’ prior notice in writing and such appointment is subject at all times to the Articles of Association. Mr. Chang will retire at the Annual General Meeting, at which he will, being eligible, offer himself for re-election pursuant to article 87(1) of the Articles of Association. Thereafter, Mr. Chang will be subject to retirement by rotation and re-election at Annual General Meeting in accordance with articles 87(1) and (2) of the Articles of Association.

Qualifications and experience

Mr. Chang, aged 46, formerly worked as an assistant to directors of a Taiwan company which is principally engaged in international trade and wholesale of information software and electronic materials. Mr. Chang obtained a Bachelor of Organization Management degree from Patten University. Mr. Chang does not held any other directorships in any other listed companies in the last three years.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Relationship with other Directors, senior management, management or substantial or controlling shareholders of the Company

Mr. Chang does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and any of their respective associates (within the meaning of the GEM Listing Rules) as at the Latest Practicable Date.

Interests in Shares

As at the Latest Practicable Date, Mr. Chang was interested in 5,025,000 Shares (which includes 4,500,000 share options conferring rights to subscribe for 4,500,000 Shares) (within the meaning of Part XV of the SFO) which represent approximately 0.957% of the issued share capital of the Company as at the Latest Practicable Date.

Amount of emoluments

Under the service contract entered into between the Company and Mr. Chang, he is entitled to fixed annual salaries of HK\$953,516 and discretionary bonus which was determined by the Board with recommendation of the remuneration committee of the Company after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market. Save for the said salaries, Mr. Chang is not entitled to any other emoluments for holding his office as an executive Director.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(w) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MS. LILY WU (“MS. WU”), AN EXECUTIVE DIRECTOR

Length of service

Ms. Wu was appointed as executive Director for an initial term of two years commencing from 3 June 2005 and will continue thereafter unless and until terminated by either the Company or Ms. Wu by giving not less than three months’ prior notice in writing and such appointment is subject at all times to the Articles of Association. Ms. Wu will retire at the Annual General Meeting, at which she will, being eligible, offer herself for re-election pursuant to article 87(1) of the Articles of Association. Thereafter, Ms. Wu will be subject to retirement by rotation and re-election at Annual General Meeting in accordance with articles 87(1) and (2) of the Articles of Association.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Qualifications and experience

Ms. Wu, aged 60, has 36 years of experience in the technology sector investment research and industry analysis. She is currently an independent investment analyst on technology companies for private equity firms, and has previously worked as a director in equity research for Salomon Smith Barney, and as a vice president in equity research for Bankers Trust. Ms. Wu earned a Bachelor of Science degree with Honors in Engineering from the California Institute of Technology. Ms. Wu does not held any other directorships in any other listed companies in the last three years.

Relationship with other Directors, senior management, management or substantial or controlling shareholders of the Company

Ms. Wu does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and any of their respective associates (within the meaning of the GEM Listing Rules) as at the Latest Practicable Date.

Interests in Shares

As at the Latest Practicable Date, Ms. Wu was interested in 4,600,000 Shares (which includes 4,500,000 share options conferring rights to subscribe for 4,500,000 Shares) (within the meaning of Part XV of the SFO) which represent approximately 0.876% of the issued share capital of the Company as at the Latest Practicable Date.

Amount of emoluments

Under the service contract entered into between the Company and Ms. Wu, she is entitled to fixed annual salaries of HK\$338,613 which was determined by the Board with recommendation of the remuneration committee of the Company after considering a range of factors including her experience, her duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market. Save for the said salaries, Ms. Wu is not entitled to any other emoluments for holding her office as an executive Director.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(w) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



PHOENITRON

PHOENITRON HOLDINGS LIMITED

品創控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8066)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“**Annual General Meeting**”) of the shareholders of Phoenix Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 11 May 2023, at Function Room 1, 11th Floor, L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong for the following purposes:

1. To receive and consider the report of the directors (the “**Directors**”) of the Company, the report of independent auditor of the Company and the audited consolidated financial statements of the Company for the year ended 31 December 2022.
2. Each a separate resolution, to re-elect Mr. Yeung Man Chit, Daniel as independent non-executive Director and each of Mr. Chang Wei Wen and Ms. Lily Wu as executive Director of the Company and to authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Moore Stephens CPA Limited as auditors of the Company and its subsidiaries and to authorise the Board to fix their remuneration.

ORDINARY RESOLUTIONS

4. As special business, to consider and if thought fit, to pass the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares (the “**Shares**”) in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall, in addition to any other authorisation given to the Directors, authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any options under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum of the Company and the articles of association (the “**Articles of Association**”) of the Company in force from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution; and
- (d) for the purpose 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 or any applicable laws and regulations of the Cayman Islands to be held; and
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“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 Company or 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 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, or the requirements of, any jurisdiction or any recognized regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its issued Shares on GEM or any other stock exchange on which the Shares may be listed and which is recognized by The Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the GEM for such purpose, in accordance with the rules and regulations of the Securities and Futures Commission, GEM or of any such other stock exchange from time to time and all applicable laws and regulations in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose 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, or any applicable laws and regulations of the Cayman Islands to be held; and
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“**THAT** conditional upon ordinary resolutions numbered 4 and 5 above being duly passed in the Annual General Meeting, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to resolution numbered 4 above be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution.”

By order of the Board
Phoenitron Holdings Limited
Ching Shuk Wah, Shirley
Company Secretary

Hong Kong, 31 March 2023

Notes:

1. A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a person or persons (if he holds two or more Shares) as his proxy or proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. The register of members of the Company will be closed from Friday, 5 May 2023 to Thursday, 11 May 2023, both dates inclusive, during which period no transfer of shares of the Company can be registered. In order to qualify for attending the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 4 May 2023.
3. To be valid, a 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 with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting if the shareholder so desires and in such event the instrument appointing a proxy shall be deemed to be revoked.
5. An explanatory statement containing further details regarding resolution numbered 5 as required by the GEM Listing Rules will be dispatched to the members of the Company together with the annual report of the Company for the year ended 31 December 2022.