

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: 1782)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of Vixtel Technologies Holdings Limited (the “**Company**”) will be held on Thursday, 19 May 2022 at 10:00 a.m. with a combination of (a) a physical meeting at 16/F., 18 King Wah Road, North Point, Hong Kong and (b) an online virtual meeting to be held via the e-Meeting System at <http://spot-emeeting.tricor.hk> 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 2021.
2.
  - (a) To re-elect Mr. Guan Haiqing as an executive Director.
  - (b) To re-elect Mr. Shi Zhimin as an executive Director.
  - (c) To re-elect Mr. Yeung Man Simon as an independent non-executive Director.
  - (d) To re-elect Mr. Hu Jianjun as an independent non-executive Director.
  - (e) To re-elect Ms. Ru Tingting as an independent non-executive Director.
  - (f) To authorize the board of directors of the Company (the “**Board**”) to fix the respective remuneration of the Directors.
3. To re-appoint Ernst & Young as the Company’s independent auditors and to authorize the Board to fix their remuneration.

4. 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 (the “**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 (the “**Stock Exchange**”) for the grant or issue of Shares or rights to acquire Shares;

shall not exceed 20% of the aggregate 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
- (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 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 (the “**Listing Rules**”) on the Stock Exchange 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.”
- (C) “**THAT** subject to the passing of the resolutions set out in items 4(A) and 4(B) in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4(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 4(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**  
**Guan Haiqing**  
*Chairman and Executive Director*

Hong Kong, 25 April 2022

*Registered office:*  
Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business  
in Hong Kong:*  
40th Floor  
Dah Sing Financial Centre  
248 Queen’s Road East  
Wanchai  
Hong Kong

*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 Listing Rules. The results of the poll will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.vixtel.com](http://www.vixtel.com) in accordance with the 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 25 April 2022. 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting 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, 16 May 2022 to Thursday, 19 May 2022, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 pm on Friday, 13 May 2022.
7. Registered shareholders will be able to attend, vote and ask questions at the above meeting online. The personal login and access code of each registered shareholder will be sent to the shareholder in a separate copy approximately one week before the meeting. In the case of joint registered holders of any shares, only one set of login and access codes is provided to the joint registered holders. Any one of the joint registered holders may be present at the meeting or vote in respect of relevant shares as if it were the sole person entitled to vote. Corporate shareholder of the Company who wish to be present at the meeting and vote online should contact the Company's branch share registrar at (852) 2975 0928 on or before Friday, 13 May 2022, for arrangements.

Non-registered shareholders holding the shares through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited in The Central Clearing and Settlement System may also attend, vote and ask questions at the meeting online. In this regard, they should consult their banks, brokers or custodians, as the case may be, to make necessary arrangements.

With regard to the online voting at the above meeting, shareholders may refer to the letter to be sent to you separately by the Company and the user guide for online meetings (available via the hyperlink or the QR code printed) for details. If you have any questions about the above matters, please contact the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at (852) 2975 0928 between 9:00 a.m. and 5:00 p.m. (from Monday to Friday, excluding public holidays in Hong Kong).

8. If typhoon signal no. 8 or above, or “extreme conditions” caused by super typhoons, or a “black” rainstorm warning is hoisted or remains hoisted at 8:00 am on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.vixtel.com](http://www.vixtel.com) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
9. We are closely monitoring the impact of the Covid-19 outbreak on Hong Kong. In case of any changes in the arrangements for the extraordinary general meeting, announcements will be published on the website of the Company ([www.vixtel.com](http://www.vixtel.com)) or the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)), so as to notify the shareholders.

If shareholders have any questions regarding the extraordinary general meeting, please contact the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at:

Tricor Investor Services Limited  
Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong  
Hotline: (852) 2980 1333

*As at the date of this notice, the executive Directors are Mr. Guan Haiqing, Mr. Sie Tak Kwan and Mr. Shi Zhimin; and the independent non-executive Directors are Mr. Yeung Man Simon, Mr. Hu Jianjun and Ms. Ru Tingting.*