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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1782)****PROPOSAL FOR**

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

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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 4 to 8 of this circular. A notice convening the Annual General Meeting to be held at 16/F., 18 King Wah Road, North Point, Hong Kong on Thursday, 19 May 2022 at 10:00 a.m. and online via the e-Meeting System at <http://spot-emeeting.tricor.hk> or any adjourned meeting thereof to approve matters referred to in this circular is set out on pages 19 to 24 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 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).

As attendance at the Annual General Meeting shall comply with applicable legal requirements, considering the current situation of COVID-19 pandemic and the control measures in Hong Kong, the Directors and/or other officers of the Company will be present at the Annual General Meeting as Shareholders or proxies, so as to constitute the quorum for the Annual General Meeting. No other Shareholders, proxies or corporate representatives are required to be present at the Annual General Meeting in person. Any other person who intends to be present at the Annual General Meeting in person will be refused to enter the Annual General Meeting venue. However, Shareholders may be present at the Annual General Meeting electronically via the e-Meeting System at <http://spot-emeeting.tricor.hk>. 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 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. Completion and return of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof should you so wish.

25 April 2022

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## **PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING**

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To ensure the safety of the Annual General Meeting attendees and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting.

### **LIMITING ATTENDANCE IN PERSON AT THE ANNUAL GENERAL MEETING VENUE**

The Company will limit attendance in person at the Annual General Meeting venue in compliance with the applicable legal requirements prevailing at the time of the Annual General Meeting. Given the limited capacity of the Annual General Meeting venue and the requirements for social distancing to ensure attendee safety, only the Directors and/or other officers of the Company who are Shareholders or proxies and relevant Annual General Meeting staff will be admitted to the Annual General Meeting venue. Admission to the Annual General Meeting venue will not be granted in excess of the capacity of the Annual General Meeting venue.

### **HEALTH AND SAFETY MEASURES AT THE ANNUAL GENERAL MEETING**

The following measures will also be implemented at the Annual General Meeting:

1. Compulsory body temperature screening/checks will be conducted on every attendee at the main entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the Annual General Meeting venue;
2. Seating at the Annual General Meeting venue will be arranged so as to allow for appropriate social distancing;
3. Every attendee is required to wear a face mask at any time within the Annual General Meeting venue;
4. No gifts, food or beverages will be provided at the Annual General Meeting; and
5. Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the government of Hong Kong (the “Government”) and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Any attendee who (a) refuses to comply with the precautionary measures; (b) is subject to any prescribed quarantine by the Government or has close contact with any person under quarantine; or (c) has any flu-like symptoms or is otherwise unwell will be denied entry into or be required to leave the Annual General Meeting venue at the absolute discretion of the Company as permitted by law.

## HYBRID ANNUAL GENERAL MEETING

All registered Shareholders may be present at the Annual General Meeting via the e-Meeting System. The e-Meeting System can be accessed via the internet by using a smart phone, tablet device or computer at anywhere.

Through the e-Meeting System, registered Shareholders will be able to watch live streaming videos, vote and ask questions online. The login details and information will be set out in our letter to the registered Shareholders regarding the e-Meeting System.

Live streaming of the Annual General Meeting may be extended to cover Shareholders or other overseas Shareholders who are unable to be present at the Annual General Meeting in person due to the current COVID-19 pandemic.

### **How to attend and vote**

Any Shareholders may be present at the Annual General Meeting and exercise their voting rights by any of the following methods:

- (1) Being present at the Annual General Meeting through the e-Meeting System with live streaming and an interactive platform which enables submission of questions and online voting; or
- (2) Appointing the chairman of the Annual General Meeting or another person as its proxy (by providing its email address to obtain the specified login user name and password) to be present and vote on their behalf at the meeting via the e-Meeting System.

If you are present and vote at the Annual General Meeting through the e-Meeting System, the authorization and instructions for your proxy will be revoked.

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 Annual General Meeting online. In this regard, they should consult their banks, brokers or custodians, as the case may be, to make necessary arrangements.

**As the outbreak of COVID-19 pandemic in Hong Kong may change rapidly, the Company may need to further change the arrangements for the Annual General Meeting with only short notice. Shareholders are advised to visit the websites of the Company ([www.vixtel.com](http://www.vixtel.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for the latest announcements and information on the Annual General Meeting.**

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## DEFINITIONS

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*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 16/F., 18 King Wah Road, North Point, Hong Kong on Thursday, 19 May 2022 at 10:00 a.m., and an online virtual meeting to be held via the e-Meeting System at <a href="http://spot-emeeting.tricor.hk">http://spot-emeeting.tricor.hk</a> to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting as set out from pages 19 to 24 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“Audit Committee”	the audit committee of the Company
“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 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 and traded on the Main Board of the Stock Exchange (stock code: 1782)
“core connected person”	has the same meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	the general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate

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## DEFINITIONS

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“Group”	collectively, 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
“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 the 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”	14 April 2022, being the latest practicable date prior to printing of this circular for ascertaining certain information included in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the main board of the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“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 the 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 share(s) of HK\$0.01 each in the share capital of the Company

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## DEFINITIONS

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“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.

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LETTER FROM THE BOARD

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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: 1782)**

*Executive Directors:*

Mr. Guan Haiqing (*Chairman*)

Mr. Sie Tak Kwan

Mr. Shi Zhimin

*Independent non-executive Directors:*

Mr. Yeung Man Simon

Mr. Hu Jianjun

Ms. Ru Tingting

*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

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSAL FOR**

**(1) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES;**

**(2) RE-ELECTION OF RETIRING 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 grant of the Issue Mandate and the Repurchase Mandate; and (2) the re-election of retiring Directors, and to send you the notice of the Annual General Meeting.



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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders at the last annual general meeting of the Company held on 11 June 2021, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant ordinary resolution; (b) a general unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the total number of the Shares as at the date of passing the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate mentioned in (b) above.

The above general mandates will expire at 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.

At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of such resolution. As at the Latest Practicable Date, there were in issue an aggregate of 508,000,000 Shares. Assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, no more than 101,600,000 Shares may be allotted and issued by the Company if the Issue Mandate is exercised in full;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the total number of the Shares as at the date of passing such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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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 and the share award scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

In accordance with Rule 10.06(b) of the 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.

### **3. RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, 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.

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. Guan Haiqing shall retire from office by rotation at the Annual General Meeting, and being eligible, will offer himself for re-election.

In accordance with Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and shall be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election. Mr. Shi Zhimin, Mr. Yeung Man Simon, Mr. Hu Jianjun and Ms. Ru Tingting, who were appointed on 16 March 2022, 7 April 2022, 7 April 2022 and 7 April 2022, respectively, shall hold office only until the Annual General Meeting and, being eligible, offer themselves for re-election.

When identifying suitable candidates for directorship, the Nomination Committee carries out the selection process by making reference to the skills, experience, background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended by the Nomination Committee to the Board for approval.

The Nomination Committee had reviewed the independence of Mr. Yeung Man Simon, Mr. Hu Jianjun and Ms. Ru Tingting and they also submitted a confirmation to the Company on their fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules. After due consideration, the Board confirmed that each of Mr. Yeung Man Simon, Mr. Hu

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## LETTER FROM THE BOARD

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Jianjun and Ms. Ru Tingting is considered independent and will bring forth valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Mr. Yeung Man Simon, Mr. Hu Jianjun and Ms. Ru Tingting had abstained from deliberation and decision in respect of the assessment of his/her own independence.

The Company has put in place a nomination policy which sets out, inter alia, the selection criteria and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors of the Company. The re-appointment of each of Mr. Guan Haiqing, Mr. Shi Zhimin, Mr. Yeung Man Simon, Mr. Hu Jianjun and Ms. Ru Tingting was recommended by the Nomination Committee and the Board has accepted the recommendations following a review of their background, contribution and service to the Company including their skills, professional knowledge, attendance of Board meetings and general meetings, the level of participation and performance on the Board.

Pursuant to Rule 13.74 of the 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.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

A notice of the Annual General Meeting is set out on pages 19 to 24 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.

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 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). 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 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 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 at the Annual General Meeting or any adjourned thereof should you so wish.

#### **5. VOTING BY POLL AT GENERAL MEETING**

Pursuant to Rule 13.39(4) of the 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 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 of 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

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## LETTER FROM THE BOARD

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handle vote-taking procedures at the Annual General Meeting. 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) as soon as possible after the conclusion of the Annual General Meeting.

### 6. CLOSURE OF THE 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, 16 May 2022 to Thursday, 19 May 2022, both days 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 pm on Friday, 13 May 2022.

### 7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

### 8. 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.

### 9. 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  
**Vixtel Technologies Holdings Limited**  
**Guan Haiqing**  
*Chairman and Executive Director*

25 April 2022

The 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 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 508,000,000 Shares of HK\$0.01 each.

Subject to the passing of the resolution set out in item 4(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 50,800,000 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 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 with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2021. 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 in each of the twelve months immediately preceding (and including) the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
April	0.530	0.400
May	0.520	0.420
June	0.550	0.425
July	0.530	0.460
August	0.520	0.395
September	0.425	0.300
October	0.380	0.300
November	0.380	0.325
December	0.550	0.350
<b>2022</b>		
January	0.750	0.395
February	0.790	0.690
March	1.080	0.680
April (Up to the Latest Practicable Date)	1.170	0.930

**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 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:

<b>Name</b>	<b>Nature of interest</b>	<b>Total number of Shares held</b>	<b>Percentage of shareholding (before repurchase)</b>	<b>Percentage of Shareholding (after repurchase)</b>
Mr. Du Li (“Mr. DU”)	Interest in controlled corporation	379,810,000	74.77%	83.07%
Phoenix Wealth Investment (Holdings) Limited	Interest in controlled corporation	379,810,000	74.77%	83.07%
Phoenix Wealth (Hong Kong) Asset Management Limited	Interest in controlled corporation	379,810,000	74.77%	83.07%
Phoenix Wealth (Cayman) Asset Management Limited	Beneficial owner	379,810,000	74.77%	83.07%

*Notes:*

1. Mr. Du holds the entire interest in Phoenix Wealth Investment (Holdings) Limited. Phoenix Wealth (Hong Kong) Asset Management Limited is wholly-owned by Phoenix Wealth Investment (Holdings) Limited. Phoenix Wealth (Cayman) Asset Management Limited is wholly-owned by Phoenix Wealth (Hong Kong) Asset Management Limited. Under the SFO, Mr. Du, Phoenix Wealth Investment (Holdings) Limited and Phoenix Wealth (Hong Kong) Asset Management Limited are deemed to be interested in the 379,810,000 Shares in which Phoenix Wealth (Cayman) Asset Management Limited 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. Du, Phoenix Wealth Investment (Holdings) Limited, Phoenix Wealth (Hong Kong) Asset Management Limited and Phoenix Wealth (Cayman) Asset Management Limited would increase from approximately 74.77% to approximately 83.07%. To the best of the knowledge and belief of the Directors, such increase would not result in Mr. Du, Phoenix Wealth Investment (Holdings) Limited, Phoenix Wealth (Hong Kong) Asset Management Limited and Phoenix Wealth (Cayman) Asset Management Limited to make a mandatory offer under Rule 26 of the Takeovers Code.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the shareholding percentage of Mr. Du, Phoenix Wealth Investment (Holdings) Limited, Phoenix Wealth (Hong Kong) Asset Management Limited and Phoenix Wealth (Cayman) Asset Management Limited would increase from approximately 74.77% to approximately 83.07%. The public float for the Shares will then be approximately 16.93%, which is below the minimum public float of 25% as required under Rule 8.08 of the Listing Rules. 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 Listing Rules).

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company in the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange 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 DIRECTOR

#### Mr. Guan Haiqing

Mr. Guan Haiqing (管海卿), aged 47, was appointed as a Director on 10 November 2015 and was redesignated as an executive Director on 28 July 2016 and was redesignated as the chairman of the Board on 22 June 2020. 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 21 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 Mobile 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 not interested in or deemed to be interested in any Shares or underlying Shares (within the meaning of Part XV of the SFO).

Mr. Guan 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. Guan entered into a service agreement with the Company on 22 June 2020 for an initial term of three years, unless terminated by not less than three months' notice in writing served by either party. Pursuant to the service agreement, he is entitled to a fixed salary of HK\$1,399,102 per annum payable monthly and a discretionary bonus based on the performance of the Company in the relevant financial year. He is subject to retirement by rotation at the Annual General Meeting 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. Save as disclosed above, Mr. Guan is not entitled to any other emoluments.

Save as disclosed above and as far as the Directors are currently aware, 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 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### **Mr. Shi Zhimin**

Mr. Shi Zhimin (石志敏), aged 40, was appointed as an executive Director on 16 March 2022. Mr. Shi is a member of each of the Remuneration Committee and the Nomination Committee. He is primarily responsible for the overall management and strategic development of the Group. Mr. Shi obtained a bachelor's degree in business administration from China University of Geosciences in 2004 and has extensive management experience in listed companies. During the period from July 2009 to October 2015, Mr. Shi was the general manager of Shenzhen Ruice Technology Company Limited\* (深圳市瑞測科技有限公司), which engages in (i) technology development, sales and on-site maintenance of test instruments, meters, electronic equipment and mechanical equipment parts, chemical products (excluding dangerous goods), optoelectronic materials, insulation materials, rubber and plastic materials, heat shrinkable materials; (ii) information consulting; and (iii) import and export business. During the period from 6 April 2016 to 6 November 2017, Mr. Shi was the chairman of Guangdong Boxin Investment Holding Company Limited\* (廣東博信投資控股股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (600083.SH) and engages in the business of intelligent hardware and its derivative products, leasing and sales of heavy machinery and equipment, and commodity trading. Mr. Shi has been the general manager and legal representative of Shenzhen Qianhai Xuanzhuo Investment Management Company Limited (深圳前海烜卓投資管理有限公司) since November 2015. He has also been the executive affairs representative of Shenzhen Qianhai Xuanzhuo Investment Development Centre (Limited Partnership)\* (深圳前海烜卓投資發展中心(有限合夥)) since November 2015. It is a company that engages in investment management, entrusted asset management (excluding trust, financial asset management, securities asset management and other restricted projects), equity investment, investment and running of corporate entities (subject to declaration of individual project), participating in setting up and providing management consultancy to venture capital enterprises, investment and corporate management consultancy services (excluding restricted business).

Mr. Shi has entered into a service contract with the Company for a fixed term of three years commencing from 16 March 2022 and shall continue thereafter until terminated by not less than three months' prior notice in writing served by either party on the other. Pursuant to the service agreement, Mr. Shi is entitled to receive an emolument of HK\$60,000 per month. He is subject to retirement by rotation at the Annual General Meeting 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. Save as disclosed above, Mr. Shi is not entitled to any other emoluments. Save as disclosed above, as at the Latest Practicable Date, Mr. Shi (i) does not have, or is not deemed to have, any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) has not held any positions with the Company or other members of the Group; and (iv) has not held directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as far as the Directors are currently aware, there is no any other matters relating to the re-election of Mr. Shi that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### Mr. Yeung Man Simon

Mr. Yeung Man Simon (楊敏), aged 50, was appointed as an independent non-executive Director on 7 April 2022. He is the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

Mr. Yeung graduated from the University of Georgia with the degree of Bachelor of Business Administration, major in accounting and finance in March 1997. Mr. Yeung was admitted as an associate member of the Hong Kong Society of Accountants (currently known as Hong Kong Institute of Certified Public Accountants) in April 2002 and a member of the American Institute of Certified Public Accountants in July 2001.

Mr. Yeung has more than 24 years of experience in corporate finance, financial management and initial public offering of companies on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). During the period from 1997 to 2015, Mr. Yeung had acted as the company secretary, financial controller as well as chief financial officer in a number of companies whose shares are listed on the Stock Exchange involving different industries. In May 2015, Mr. Yeung worked as a vice president of a subsidiary of Crown International Corporation Limited (stock code: 727) ("Crown International"), responsible for business development, corporate finance, financial management and control, and was later appointed as

the executive director and chief financial officer of Crown International in August 2015. He was later redesignated as its chief executive officer and executive director in October 2016 and further appointed as its company secretary in March 2017. Mr. Yeung resigned from Crown International in March 2019. From May 2019 to September 2019, Mr. Yeung was the head of China market development department of Creative Property Services Consultants Limited, a company principally engaged in property management and a subsidiary of Creative Enterprise Holdings Limited, the shares of which were previously listed on the Main Board of the Stock Exchange. Since April 2021, Mr. Yeung has acted as the chief financial officer and the company secretary of Zhong An Intelligent Living Service Limited which is an integrated property management service provider in the PRC and the shares of which are proposed to be listed on the Main Board of the Stock Exchange.

Mr. Yeung has entered into a letter of appointment with the Company for a fixed term of three years commencing from 7 April 2022 and shall continue thereafter until terminated by not less than two months' prior notice in writing served by either party on the other. Pursuant to the letter of appointment, Mr. Yeung is entitled to receive an emolument of HK\$30,000 per month. He is subject to retirement by rotation at the Annual General Meeting 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. Save as disclosed above, Mr. Yeung is not entitled to any other emoluments. Save as disclosed above, as at the Latest Practicable Date, Mr. Yeung (i) does not have, or is not deemed to have, any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) has not held any positions with the Company or other members of the Group; and (iv) has not held directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as far as the Directors are currently aware, there is no other matter in relation to the re-election of Mr. Yeung that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### **Mr. Hu Jianjun**

Mr. Hu Jianjun (胡建軍), aged 42, was appointed as an independent non-executive Director on 7 April 2022. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

Mr. Hu obtained a bachelor's degree in management from Huazhong University of Technology in July 2002, and a master's degree in economics with a major in labour economics from Renmin University of China in July 2005. Mr. Hu has extensive experience in human resources management, asset management and investment fund management. Mr. Hu started to

work in China Nuclear Power Engineering Co., Ltd. and its subsidiaries focusing on human resources matters in July 2005 and left the group in February 2022 with the last position as the Deputy General Manager of Shandong Bailu Chenxi Equity Investment Fund Management Co., Ltd.\* (山東白鷺晨翕股權投資基金管理有限公司).

Mr. Hu has entered into a letter of appointment with the Company for a fixed term of three years commencing from 7 April 2022 and shall continue thereafter until terminated by not less than two months' prior notice in writing served by either party on the other. Pursuant to the letter of appointment, Mr. Hu is entitled to receive an emolument of HK\$30,000 per month. He is subject to retirement by rotation at the Annual General Meeting 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. Save as disclosed above, Mr. Hu is not entitled to any other emoluments. Save as disclosed above, as at the Latest Practicable Date, Mr. Hu (i) does not have, or is not deemed to have, any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) has not held any positions with the Company or other members of the Group; and (iv) has not held directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as far as the Directors are currently aware, there is no other matter in relation to the re-election of Mr. Hu that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Ms. Ru Tingting**

Ms. Ru Tingting (汝婷婷), aged 47, was appointed as an independent non-executive Director on 7 April 2022. She is the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee.

Ms. Ru obtained a Bachelor of Laws from China University of Political Science and law in July 1995 and a Master of Laws from Renmin University of China in June 2001. During the period from February 2002 to August 2018, Ms. Ru worked in the China Securities Regulatory Commission, first as the deputy director then as the director of the Department of Listed Company Division. Ms. Ru has been a managing partner of Beijing Yongxing Law Firm since September 2018. Since September 2019, Ms. Ru has acted as an independent non-executive director of Hong Kong Johnson Holdings Co., Ltd., the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1955).

Ms. Ru has entered into a letter of appointment with the Company for a fixed term of three years commencing from 7 April 2022 and shall continue thereafter until terminated by not less than two months' prior notice in writing served by either party on the other. Pursuant to the letter of appointment, Ms. Ru is entitled to receive an emolument of HK\$30,000 per month. She is subject to retirement by rotation at the Annual General Meeting in accordance with the Articles of Association. Her emolument was determined by the Board with reference to her experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee. Save as disclosed above, Ms. Ru is not entitled to any other emoluments. Save as disclosed above, as at the Latest Practicable Date, Ms. Ru (i) does not have, or is not deemed to have, any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) has not held any positions with the Company or other members of the Group; and (iv) has not held directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as far as the Directors are currently aware, there is no other matter in relation to the re-election of Ms. Ru that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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: 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.



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## NOTICE OF ANNUAL GENERAL MEETING

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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;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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).

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## NOTICE OF ANNUAL GENERAL MEETING

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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.*