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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 a licensed securities dealer or registered institution 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(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND  
RESTATE MEMORANDUM AND ARTICLES OF ASSOCIATION AND  
THE ADOPTION OF THE THIRD AMENDED AND RESTATE  
MEMORANDUM AND ARTICLES OF ASSOCIATION;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A notice convening the EGM to be held at 16/F, 18 King Wah Road, North Point, Hong Kong on Tuesday, 6 June 2023 at 10:00 a.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the Shareholders at the EGM is also enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.vixtel.com](http://www.vixtel.com).

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

22 May 2023

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## DEFINITIONS

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

“Board”	the board of Directors
“Company”	Vixtel Technologies Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1782)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 16/F, 18 King Wah Road, North Point, Hong Kong on Tuesday, 6 June 2023 at 10:00 a.m. (or any adjourned meeting hereof)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Amendments”	proposed amendments to the Second Amended and Restated M&A as set out in the paragraph headed “Proposed Amendments” in the letter from the board in this circular
“Proposed Change of Company Name”	the proposed change of the name of the Company from “Vixtel Technologies Holdings Limited” to “International Business Digital Technology Limited”, and the dual foreign name in Chinese of the Company from “飛思達科技控股有限公司” to “國際商業數字技術有限公司”
“Second Amended and Restated M&A”	the second amended and restated memorandum and articles of association of the Company as adopted on 12 May 2023

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## DEFINITIONS

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“Share(s)”	the share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Amended and Restated M&A”	the third amended and restated memorandum and articles of association of the Company to be adopted at the EGM

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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 Director:*

Mr. Shi Zhimin (*Chief Executive Officer  
and Chairman*)

*Non-executive Director:*

Mr. Guan Haiqing

*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,

- (1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES AND  
THE ADOPTION OF THE THIRD AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the special resolutions to be proposed at the EGM to be held on Tuesday, 6 June 2023.

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## LETTER FROM THE BOARD

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### 2. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 12 May 2023 in respect of the Proposed Change of Company Name. The Company proposes to change the English name of the Company from “Vixtel Technologies Holdings Limited” to “International Business Digital Technology Limited”, and the dual foreign name in Chinese of the Company from “飛思達科技控股有限公司” to “國際商業數字技術有限公司”.

#### Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the forthcoming EGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

#### Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the new business market to provide the Company with a clear-cut positioning and a solid corporate image which will benefit the Company’s future business development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

#### Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Group’s daily business operation or its financial position.

All existing Share certificates of the Company in issue bearing the current name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing Share certificates for new Share certificates bearing the new name of the Company (in both English and Chinese). Upon the Proposed Change of Company Name becoming effective, all new Share certificates of the Company will only be issued in the new name of the Company.

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## LETTER FROM THE BOARD

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In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. Subject to the Proposed Change of Company Name becoming effective, the Company will also adopt a new logo and change its website.

### **General**

Given no Directors are materially interested in the relevant resolutions for the Proposed Change of Company name, none of the Directors shall be required to abstain from voting for approving such resolutions on the respective Board resolutions.

In addition, as no Shareholders have a material interest in the Proposed Change of Company Name, no Shareholders will be required to abstain from voting on the resolution to approve the Proposed Change of Company Name at the EGM.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the poll results of the EGM, the effective date of the Proposed Change of Company Name and the new English stock short name and Chinese stock short name for trading in the Shares on the Stock Exchange and other relevant information.

### **3. PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

To reflect the Proposed Change of Company Name and to incorporate certain housekeeping changes, the Board proposes to make certain amendments to the Second Amended and Restated M&A and to adoption of the Third Amended and Restated M&A.

The Proposed Amendments and the adoption of the Third Amended and Restated M&A are subject to the following conditions:

- (i) the Proposed Change of Company Name becoming effective and a certificate of incorporation on change of name being issued by the Registrar of Companies in the Cayman Islands; and
- (ii) the passing of a special resolution by the Shareholders approving the Proposed Amendments and the adoption of the Third Amended and Restated M&A at the forthcoming EGM.

The Proposed Amendments are prepared in the English language. The Chinese translation of each of the Proposed Amendments and the Third Amended and Restated M&A is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

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## LETTER FROM THE BOARD

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### **Proposed Amendments to the Second Amended and Restated M&A**

- (i) The existing memorandum of association of the Company shall be amended by deleting the name “Vixtel Technologies Holdings Limited 飛思達科技控股有限公司” on the cover page, on the heading of page 1, and in paragraph 1 thereof, and substituting therefor “International Business Digital Technology Limited 國際商業數字技術有限公司”.
- (ii) The existing articles of association shall be amended by deleting the name “Vixtel Technologies Holdings Limited 飛思達科技控股有限公司” on the heading of page 4 thereof, and substituting therefor “International Business Digital Technology Limited 國際商業數字技術有限公司”.

The Company’s legal advisers have confirmed that the proposed amendments to the Second Amended and Restated M&A are in compliance with the requirements of the Listing Rules and the laws of the Cayman Islands. The Company also confirmed that there is nothing unusual about the proposed amendments to the memorandum and articles of association for a company listed in Hong Kong.

### **4. EGM AND PROXY ARRANGEMENT**

The EGM Notice is set out on pages EGM-1 to EGM-3 of this circular for the Shareholders to consider and, if thought fit, pass the resolutions set out therein.

Pursuant to Rule 13.39(4) of the Listing Rules and the Second Amended and Restated M&A, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

The register of members of the Company will not be closed for the purpose of ascertaining the right of shareholders of the Company to attend and vote at the forthcoming EGM to be held on Tuesday, 6 June 2023. However, in order to qualify for attending and voting at the forthcoming EGM, all transfers documents accompanied by the relevant share certificates must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 5 June 2023.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.vixtel.com](http://www.vixtel.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.



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## LETTER FROM THE BOARD

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Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM and, in such event, the form of proxy shall be deemed to be revoked.

### 5. 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 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.

### 6. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the interests of the Company and Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the special resolutions to be proposed at the EGM.

Yours faithfully,

For and on behalf of the Board

**Vixtel Technologies Holdings Limited**

**Shi Zhimin**

*Chairman, Chief Executive Officer and executive Director*

22 May 2023

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## NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (“EGM”) of Vixtel Technologies Holdings Limited (the “Company”) will be held at 16/F, 18 King Wah Road, North Point, Hong Kong on Tuesday, 6 June 2023 at 10:00 a.m. (Hong Kong time) (or any adjourned meeting hereof) for considering and, if thought fit, passing and approving the following resolutions of the Company:

#### SPECIAL RESOLUTIONS

1. **“THAT**
  - (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Vixtel Technologies Holdings Limited” to “International Business Digital Technology Limited”, and the dual foreign name in Chinese of the Company from “飛思達科技控股有限公司” to “國際商業數字技術有限公司” (the **“Proposed Change of Company Name”**); and
  - (b) any one director (the **“Director(s)”**) or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
2. **“THAT** subject to the Proposed Change of Company Name becoming effective and a certificate of incorporation on change of name being issued by the Registrar of Companies in the Cayman Islands:
  - (a) the proposed amendments to the second amended and restated memorandum and articles of association of the Company (the **“Proposed Amendments”**) as set out in the circular of the Company dated 22 May 2023 be and are hereby approved;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) the third amended and restated memorandum and articles of association of the Company (the “**Third Amended and Restated M&A**”), which contains all the Proposed Amendments to the second amended and restated articles of association of the Company and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing second amended and restated memorandum and articles of association of the Company with immediate effect; and
- (c) any one Director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Amendments and the adoption of the Third Amended and Restated M&A, including without limitation, attending to any necessary registration and/or filing with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board  
**Vixtel Technologies Holdings Limited**  
**Shi Zhimin**  
*Chairman, Chief Executive Officer and executive Director*

Hong Kong, 22 May 2023

*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 EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. All resolutions at the EGM 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 websites of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company 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 EGM 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 EGM is enclosed with the circular of the Company dated 22 May 2023. 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 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 the holding of the EGM 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 EGM 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 EGM, 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. The register of members of the Company will not be closed for the purpose of ascertaining the right of shareholders of the Company to attend and vote at the forthcoming EGM to be held on Tuesday, 6 June 2023. However, in order to qualify for attending and voting at the forthcoming EGM, all transfers documents accompanied by the relevant share certificates must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 5 June 2023.
7. 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 EGM, the meeting will be postponed. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.vixtel.com](http://www.vixtel.com) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the board of the Directors comprises Mr. Shi Zhimin as executive Director; Mr. Guan Haiqing as non-executive Director and Mr. Yeung Man Simon, Mr. Hu Jianjun and Ms. Ru Tingting as independent non-executive Directors.*