THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Vixtel Technologies Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effect for transmission to the purchaser or transferee.

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

PROPOSAL FOR

(1) DECLARATION AND PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT; (2) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES; (3) RE-ELECTION OF RETIRING DIRECTORS; (4) AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (5) NOTICE OF ANNUAL GENERAL MEETING

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

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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting hereof should you so wish.

A letter from the Board is set out on pages 4 to 10 of this circular. A notice convening the Annual General Meeting to be held at Meeting Rooms 4 and 5, 10/F., United Centre, 95 Queensway, Hong Kong on Friday, 17 May 2019 at 11:00 a.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out on pages 23 to 28 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 and the Company's website at www.hkexnews.hk

CONTENTS

Definition	ns	1
Letter fro	om the Board	
1.	Introduction	4
2.	Declaration and Payment of Final Dividend out of the Share Premium Account	5
3.	General Mandate to Issue and Repurchase Shares	6
4.	Re-election of Retiring Directors	7
5.	Amendments to the Articles of Association	7
6.	Annual General Meeting and Proxy Arrangement	8
7.	Voting by Poll at General Meeting	8
8.	Closure of Register of Members	9
9.	Responsibility Statement	9
10.	Recommendation	9
11.	General	10
Appendix	x I – Explanatory Statement on the Repurchase Mandate	11
Appendix	x II – Details of the Retiring Directors Proposed to be re-elected at the Annual General Meeting	16
Appendix	x III – Proposed Amendments to the Articles of Association	20
Notice of	Annual General Meeting	23

DEFINITIONS

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 Meeting Rooms 4 and 5, 10/F., United Centre, 95 Queensway, Hong Kong on Friday, 17 May 2019 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting as set out on pages 23 to 28 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
"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
"Directors"	the directors 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
"Final Dividend"	the final dividend of HK1.2 cents per Share
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"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"	18 March 2019, being the latest practicable date prior to printing of this circular for ascertaining certain information included in this circular
"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
"Share Premium Account"	the share premium account within the equity section of the Company, the amount standing to the credit of which was approximately HK\$93,504,908 as at 31 December 2018 based on the audited consolidated financial statements of the Company as at that date

DEFINITIONS

"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.



(the "Company") (Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1782)

Executive Directors: Mr. Yue Yong (Chairman) Mr. Sie Tak Kwan Mr. Guan Haiqing

Non-executive Director: Mr. Liang Judong

Independent non-executive Directors: Mr. Cheung Hon Fai Professor Lam Kin Man Mr. Shen Qi Registered Office: P.O. Box 1350 Clifton House 75 Fort Street Grand Cayman KY1-1108 Cayman Islands

Principal Place of Business in Hong Kong:
40th Floor, Sunlight Tower
248 Queen's Road East
Wanchai
Hong Kong

22 March 2019

To the Shareholders,

Dear Sir or Madam,

PROPOSAL FOR

(1) DECLARATION AND PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT; (2) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES; (3) RE-ELECTION OF RETIRING DIRECTORS; (4) AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (5) 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 declaration and payment of the Final Dividend out of the Share Premium Account; (2) the grant of the Issue Mandate and the Repurchase Mandate; (3) the re-election of retiring Directors; and (4) the amendments to the Articles of Association, and to send you the notice of the Annual General Meeting.

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

As announced by the Company in its announcement dated 15 March 2019 regarding the final results of the Group for the year ended 31 December 2018, the Board recommended the payment of the Final Dividend of HK1.2 cents per Share, subject to the approval of the Shareholders at the Annual General Meeting by way of an ordinary resolution. The Final Dividend are intended to be paid entirely out of the Share Premium Account pursuant to the Articles of Association and in accordance with section 34(2) of the Cayman Companies Law.

As at 31 December 2018, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately HK\$93,504,908. The Board proposed to use an amount of approximately HK\$6,096,000 standing to the credit of the Share Premium Account for the payment of the Final Dividend. Following such payment, there will be a remaining balance of approximately HK\$87,408,908 standing to the credit of the Share Premium Account.

(i) Reasons for the payment of the Final Dividend out of the Share Premium Account

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

(ii) Effect of the payment of the Final Dividend out of the Share Premium Account

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

The payment of the Final Dividend out of the Share Premium Account will not affect the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders, other than the related expenses incurred which are immaterial.

Save for the aforesaid expenses, the Directors consider that the payment of the Final Dividend out of the Share Premium Account will not cause any loss in the Shareholders' funds of the Company and will not have a material adverse effect on the financial position of the Company.

(iii) Conditions of the payment of the Final Dividend out of the Share Premium Account

The payment of the Final Dividend out of the Share Premium Account is conditional upon, inter alia, the following conditions being fulfilled:

- (a) the passing of an ordinary resolution by the Shareholders to approve the payment of the Final Dividend out of the Share Premium Account; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, or immediately after the Final Dividend are paid will be, unable to pay its debts as they fall due in the ordinary course of business.

3. 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 23 March 2018, 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.

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 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.

4. **RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the executive Directors are Mr. Yue Yong, Mr. Sie Tak Kwan and Mr. Guan Haiqing; the non-executive Director is Mr. Liang Judong; and the independent non-executive Directors are Mr. Cheung Hon Fai, Professor Lam Kin Man and Mr. Shen Qi.

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. Sie Tak Kwan, Mr. Guan Haiqing and Mr. Shen Qi shall retire from office by rotation at the Annual General Meeting, and being eligible, will offer themselves for re-election.

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.

5. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company intends to make amendments to the Articles of Association as contained in Appendix III to this circular. As the Company had successfully transferred the listing of its Shares from GEM to the Main Board on 29 November 2018, references to the GEM Listing Rules in the Articles of Association should be replaced by references to the Listing Rules.

Moreover, the requirement for the Company to seek Shareholders' approval prior to the declaration of dividends out of the share premium account of the Company is proposed to be deleted from the Articles of Association. The details of the amendments are set out in Appendix III of this circular.

The Board considers it is more cost effective to approve the declaration of dividends out of the share premium account of the Company by the Board rather than have Extraordinary General Meeting of Shareholders to approve it. The Directors consider that deleting the requirement for the Company to seek Shareholders' approval prior to the declaration of dividends out of the share premium account of the Company from the Articles of Association is in the interests of the Company and its Shareholders as a whole.

Save as the aforesaid proposed amendments to the Articles of Association, the other provisions of the Articles of Association remain unchanged. The resolution regarding the proposed amendments to the Articles of Association is proposed for the approval of the Shareholders by way of a special resolution of the Shareholders at the Annual General Meeting pursuant to the Articles of Association.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 23 to 28 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 and the Company's website at 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned thereof should you so wish.

7. 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

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 and the Company's website at www.vixtel.com as soon as possible after the conclusion of the Annual General Meeting.

8. CLOSURE OF 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 Tuesday, 14 May 2019 to Friday, 17 May 2019, both dates 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 pm on Friday, 10 May 2019.

Subject to the approval of the declaration and payment of the final dividend by the Shareholders, for determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 23 May 2019 to Friday, 24 May 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure all transfer documents, accompanied by 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 pm on Wednesday, 22 May 2019.

9. 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.

10. RECOMMENDATION

The Directors consider that (1) the proposed declaration and payment of the Final Dividend out of the Share Premium Account; (2) 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; (3) the proposed re-election of retiring Directors; and (4) the proposed amendments to the Articles of Association, 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.

11. 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 Yue Yong** *Chairman and Executive Director*

EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 5(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 2018. 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.

EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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:

	Highest	Lowest
	HK\$	HK\$
2018		
April	1.41	1.18
May	1.41	1.25
June	1.32	1.09
July	1.24	1.10
August	1.14	0.93
September	1.07	0.93
October	1.00	0.78
November	1.21	0.83
December	1.03	0.81
2019		
January	0.96	0.85
February	0.93	0.84
March (Up to the Latest Practicable Date)	0.92	0.83

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.

EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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:

Name	Nature of interest	Total number of Shares held	-	Percentage of Shareholding (after repurchase)
Worldgate Ventures Limited	Beneficial owner	103,335,000	20.34%	22.60%
Mr. Yue Yong (" Mr. Yue ") (Notes 1 and 2)	Interest in controlled corporation; interest held jointly with another person	310,040,000	61.03%	67.81%
Madam Li Duan (" Madam Li ") (Note 3)	Interest of spouse	310,040,000	61.03%	67.81%
Cohort Investments Limited	Beneficial owner	103,335,000	20.34%	22.60%
Mr. Sie Tak Kwan (" Mr. Sie ") (Notes 1 and 4)	Interest in controlled corporation; interest held jointly with another person	310,040,000	61.03%	67.81%
Madam Chen Baozhu (" Madam Chen ") (Note 5)	Interest of spouse	310,040,000	61.03%	67.81%

EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Name	Nature of interest	Total number of Shares held	Percentage of shareholding (before repurchase)	Percentage of Shareholding (after repurchase)
Copious Link Investments Limited	Beneficial owner	72,365,000	14.25%	15.83%
Mr. Guan Haiqing (" Mr. Guan ") (Notes 1 and 6)	Interest in controlled corporation; interest held jointly with another person	310,040,000	61.03%	67.81%
Madam Gu Wei (" Madam Gu ") <i>(Note 7)</i>	Interest of spouse	310,040,000	61.03%	67.81%
Hugemind Investments Limited	Beneficial owner	31,005,000	6.10%	6.78%
Mr. Liang Judong (" Mr. Liang ") (Notes 1 and 8)	Interest in controlled corporation; interest held jointly with another person	310,040,000	61.03%	67.81%
Madam Bai Xiaoqian (" Madam Bai ") <i>(Note 9)</i>	Interest of spouse	310,040,000	61.03%	67.81%
Sino Impact Limited	Beneficial owner	54,710,000	10.77%	11.97%
Mr. Kwan Shan (Note 10)	Interest in controlled corporation; interest of spouse	54,710,000	10.77%	11.97%
Ms. Tam Suk Fan Sindy (Note 10)	Interest in controlled corporation; interest of spouse	54,710,000	10.77%	11.97%

Notes:

Pursuant to the Deed of Concert Parties, Mr. Sie, Mr. Yue, Mr. Guan and Mr. Liang confirm, agree and acknowledge, among other things, that they are parties acting in concert in respect of the Group since 29 December 2010. As such, each of the ultimate controlling shareholders (i.e. Mr. Sie, Mr. Yue, Mr. Guan and Mr. Liang) is deemed to be interested in 61.03% of the issued share capital of the Company.

EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

- 2. Shares in which Mr. Yue is interested consist of (i) 103,335,000 Shares held by Worldgate Ventures Limited, a company wholly owned by him, in which Mr. Yue is deemed to be interested under the SFO; and (ii) 206,705,000 Shares in which Mr. Yue is deemed to be interested as a result of being a party acting-in-concert with Mr. Sie, Mr. Guan and Mr. Liang.
- 3. Madam Li is the spouse of Mr. Yue. Under the SFO, Madam Li is deemed to be interested in the same number of Shares in which Mr. Yue is interested.
- 4. Shares in which Mr. Sie is interested consist of (i) 103,335,000 Shares held by Cohort Investments Limited, a company wholly-owned by him, in which Mr. Sie is deemed to be interested under the SFO; and (ii) 206,705,000 Shares in which Mr. Sie is deemed to be interested as a result of being a party acting-in-concert with Mr. Yue, Mr. Guan and Mr. Liang.
- 5. Madam Chen is the spouse of Mr. Sie. Under the SFO, Madam Chen is deemed to be interested in the same number of Shares in which Mr. Sie is interested.
- 6. Shares in which Mr. Guan is interested consist of (i) 72,365,000 Shares held by Copious Link Investments Limited, a company wholly-owned by him, in which Mr. Guan is deemed to be interested under the SFO; and (ii) 237,675,000 Shares in which Mr. Guan is deemed to be interested as a result of being a party acting-in-concert with Mr. Sie, Mr. Yue and Mr. Liang.
- 7. Madam Gu is the spouse of Mr. Guan. Under the SFO, Madam Gu is deemed to be interested in the same number of Shares in which Mr. Guan is interested.
- 8. Shares in which Mr. Liang is interested consist of (i) 31,005,000 Shares held by Hugemind Investments Limited, a company wholly-owned by him, in which Mr. Liang is deemed to be interested under the SFO; and (ii) 279,035,000 Shares in which Mr. Liang is deemed to be interested as a result of being a party acting-in-concert with Mr. Sie, Mr. Yue and Mr. Guan.
- 9. Madam Bai is the spouse of Mr. Liang, Under the SFO, Madam Bai is deemed to be interested in the same number of Shares in which Mr. Liang is interested.
- 10. Mr. Kwan Shan and Ms. Tam Suk Fan Sindy, each holds 50% of Sino Impact Limited, which directly holds 54,710,000 Shares. By virtue of the SFO, Mr. Kwan Shan and Ms. Tam Suk Fan Sindy are deemed to be interested in the 54,710,000 Shares in which Sino Impact 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. Sie, Mr. Yue, Mr. Guan and Mr. Liang would increase from 61.03% to approximately 67.81%. Such increase would not result in Mr. Sie, Mr. Yue, Mr. Guan and Mr. Liang to make a mandatory offer under Rule 26 of the Takeovers Code.

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).

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

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 DIRECTORS

Mr. Sie Tak Kwan

Mr. Sie Tak Kwan (施德群先生), aged 42, was appointed as a Director on 10 November 2015 and was redesignated as an executive Director and Chief Executive Officer of the Company on 28 July 2016. He is one of the founders of the Group and is primarily responsible for the overall planning, management and strategic development of and overseeing the operations of the Group's business. Mr. Sie has over 17 years of experience in the high-technology software solution industry and in the development of application performance management technology.

Mr. Sie obtained a bachelor's degree in electronic engineering from the Hong Kong Polytechnic University in November 2000. He further obtained a master's degree of science in engineering (communication engineering) from the University of Hong Kong in December 2003.

Mr. Sie joined the Group as a supervisor in December 2010. Prior to joining the Group, Mr. Sie worked with Agilent Technologies Hong Kong Limited (安捷倫科技香港有限公司) in July 2000 as an application engineer. He left Agilent Technologies Hong Kong Limited in November 2008 when he was the Asia Business Development Manager of its Electronic Measurements Group.

Mr. Sie is the younger brother of Ms. Sie Chun Yu, the financial controller of the Group. Save as disclosed above, Mr. Sie 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. Sie is interested in (i) 103,335,000 Shares held by Cohort Investments Limited, a company wholly owned by him, in which he is deemed to be interested under the SFO; and (ii) 206,705,000 Shares in which he is deemed to be interested as a result of being a party acting-in-concert with Mr. Yue Yong, Mr. Guan Haiqing and Mr. Liang Judong.

Mr. Sie 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. Sie entered into a service agreement with the Company on 21 November 2016 for an initial term of three years commencing from the Listing Date, unless terminated by not less than three months' notice in writing served by either party. Pursuant to the service agreement,

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

he is entitled to a fixed salary of HK\$1,357,521 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 of the Company. Save as disclosed above, Mr. Sie is not entitled to any other emoluments.

There is no other matter in relation to the re-election of Mr. Sie 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. Guan Haiqing

Mr. Guan Haiqing (管海卿), aged 44, was appointed as a Director on 10 November 2015 and was redesignated as an executive Director on 28 July 2016. 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 18 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.

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

As at the Latest Practicable Date, Mr. Guan is interested in (i) 72,365,000 Shares held by Copious Link Investments Limited, a company wholly-owned by him, in which he is deemed to be interested under the SFO; and (ii) 237,675,000 Shares in which he is deemed to be interested as a result of being a party acting-in-concert with Mr. Yue Yong, Mr. Sie Tak Kwan and Mr. Liang Judong.

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 21 November 2016 for an initial term of three years commencing from the Listing Date, 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\$1,363,912 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 of the Company. Save as disclosed above, Mr. Guan is not entitled to any other emoluments.

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.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shen Qi

Mr. Shen Qi (沈奇), aged 44, was appointed as an independent non-executive Director on 21 November 2016. He is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Board.

Mr. Shen graduated from the China Jiliang University (中國計量大學) (formerly known as China Jiliang College 中國計量學院) with a bachelor's degree in information engineering in July 1997 and obtained another bachelor's degree in economics law from the Jilin University (吉林大學) in July 1998.

Mr. Shen was admitted as a lawyer of the PRC in May 1999. He has over 19 years of experience in legal practice. Mr. Shen has been a partner and lawyer of Shanghai Qi Dao Law Firm (上海祺道律師事務所), since May 2013. Prior to his current position, he worked at Shanghai Xinmin Law Firm (上海市新関律師事務所) as a lawyer from April 2003 to May 2013 and was promoted as a partner of the firm since 2008. Mr. Shen has been appointed as an

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

independent non-executive Director of the Company since the listing of its Shares on the GEM of the Stock Exchange. The Company believes that his knowledge in information engineering, economics and the legal aspects are constructive to the board of directors of the Company in its decision-making process and that Mr. Shen as a lawyer can enhance the diversity of the board of directors of the Company.

Mr. Shen confirmed that he is not connected to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Shen has not held any directorship in any 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. Shen has entered into a letter of appointment with the Company for an initial term of three years commencing from 15 December 2016, unless terminated by not less than three months' notice in writing served by either party. Mr. Shen is entitled to a remuneration of HK\$130,000 per annum. Save as disclosed above, Mr. Shen is not entitled to any other remuneration for holding his office as an independent non-executive Director.

There is no other matter in relation to the re-election of Mr. Shen 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.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

AMENDMENTS TO THE ARTICLES OF ASSOCIATION COMPARISON TABLE

Article No.	Original Version	Proposed Amendment
1(b) (Extract)	Listing Rules:	Listing Rules:
	shall mean the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time);	shall mean the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time);
13(f)	make provision for the issue and allotment of Shares which do not carry any voting rights;	make provision for the issue and allotment of Shares which do not carry any voting rights; and
13(g)	change the currency of denomination of its share capital; and	change the currency of denomination of its share capital; and .
13(h)	reduce its share premium account in any manner authorised, and subject to any conditions prescribed by law.	reduce its share premium account in any manner authorised, and subject to any conditions prescribed by law.
154	Subject to the Companies Law and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.	Subject to the Companies Law and these Articles, the Company in general meeting may approve and declare Dividends (including Dividends out of the share premium account of the Company) in any currency but no Dividends shall exceed the amount recommended by the Board.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article No.	Original Version	Proposed Amendment
155(a)	The Board may subject to Article 156	The Board may subject to Article 156
	from time to time pay to the	from time to time approve, declare
	Shareholders such interim Dividends	and pay to the Shareholders such
	as appear to the Board to be justified	interim Dividends (including
	by the financial conditions and the	Dividends out of the share
	profits of the Company and, in	premium account of the Company)
	particular but without prejudice to	as appear to the Board to be justified
	the generality of the foregoing, if at	by the financial conditions and the
	any time the share capital of the	profits of the Company and, in
	Company is divided into different	particular but without prejudice to
	classes, the Board may pay such	the generality of the foregoing, if at
	interim Dividends in respect of those	any time the share capital of the
	Shares in the capital of the Company	Company is divided into different
	which confer to the holders thereof	classes, the Board may pay such
	deferred or non-preferential rights as	interim Dividends in respect of
	well as in respect of those Shares	those Shares in the capital of the
	which confer on the holders thereof	Company which confer to the
	preferential rights with regard to	holders thereof deferred or non-
	Dividend and provided that the	preferential rights as well as in
	Board acts bona fide it shall not	respect of those Shares which confer
	incur any responsibility to the	on the holders thereof preferential
	holders of Shares conferring any	rights with regard to Dividend and
	preference for any damage that they	provided that the Board acts bona
	may suffer by reason of the payment	fide it shall not incur any
	of an interim Dividend on any Shares	responsibility to the holders of
	having deferred or non-preferential	Shares conferring any preference for
	rights.	any damage that they may suffer by
		reason of the payment of any interim
		Dividend on any Shares having
		deferred or non-preferential rights.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article No.	Original Version	Proposed Amendment
155(c)	The Board may in addition from time	The Board may in addition from
	to time declare and pay special	time to time declare and pay
	Dividends of such amounts and on	special Dividends of such amounts
	such dates and out of such	and on such dates and out of such
	distributable funds of the Company	distributable funds of the
	as it thinks fit, and the provisions of	Company as it thinks fit, and the
	paragraph (a) of this Article as	provisions of paragraph (a) of this
	regards the power and exemption	Article as regards the power and
	from liability of the Board as relate	exemption from liability of the
	to the declaration and payment of	Board as relate to the declaration
	interim Dividends shall apply,	and payment of interim Dividends
	mutatis mutandis, to the declaration	shall apply, mutatis mutandis, to
	and payment of any such special	the declaration and payment of
	Dividends.	any such special Dividends.

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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 ("Annual General Meeting") of Vixtel Technologies Holdings Limited (the "Company") will be held at the Conference Hall 4&5, 10/F United Centre, 95 Queensway, Hong Kong on Friday, 17 May 2019 at 11:00 a.m. 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 2018.
- 2. (a) To re-elect Mr. Sie Tak Kwan as an executive Director.
 - (b) To re-elect Mr. Guan Haiqing as an executive Director.
 - (c) To re-elect Mr. Shen Qi as an independent non-executive Director.
 - (d) To authorize the board of directors of the Company (the "**Board**") to fix the respective remuneration of the Directors.
- 3. To declare a final dividend of HK1.2 cents per share for the year ended 31 December 2018 out of the share premium account of the Company;
- 4. To re-appoint Ernst & Young as the Company's independent auditors and to authorize the Board to fix their remuneration.

5. 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 ("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 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 of Hong Kong Limited (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 5(A) and 5(B) in the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution set out in item 5(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 5(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."

SPECIAL RESOLUTION

6. To consider and, if thought fit, pass the following resolution as a special resolution:

"**THAT** the existing articles of association of the Company ("**Articles**") be and are hereby amended in the following manner:-

- (a) By deleting the existing definition of "Listing Rules" in its entirety and then substituting therefor the following new definition of "Listing Rules":-
 - Listing Rules: shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
- (b) By deleting the existing Article 13(f) in its entirety and then substituting therefor the following new Article 13(f):

"(f) make provision for the issue and allotment of Shares which do not carry any voting rights";

(c) By deleting the existing Article 13(g) in its entirety and then substituting therefor the following new Article 13(g):

"(g) change the currency of denomination of its share capital.";

- (d) By deleting the existing Article 13(h) in its entirety;
- (e) By deleting the existing Article 154 in its entirety and then substituting therefor the following new Article 154:-

"154 Subject to the Companies Law and these Articles, the Company in general meeting may approve and declare Dividends (including Dividends out of the share premium account of the Company) in any currency but no Dividends shall exceed the amount recommended by the Board.";

(f) By deleting the existing Article 155(a) in its entirety and then substituting therefor the following new Article 155(a):-

"155(a) The Board may subject to Article 156 from time to time approve, declare and pay to the Shareholders such Dividends (including Dividends out of the share premium account of the Company) and, in particular but without prejudice to the generality of the foregoing, if at any time the share capital of the Company is divided into different classes, the Board may pay such Dividends in respect of those Shares in the capital of the Company which confer to the holders thereof deferred or non-preferential rights as well as in respect of those Shares which confer on the holders thereof preferential rights with regard to Dividend and provided that the Board acts bona fide it shall not incur any responsibility to the holders of Shares conferring any preference for any damage that they may suffer by reason of the payment of any Dividend on any Shares having deferred or non-preferential rights."; and

(g) By deleting the existing Article 155(c) in its entirety."

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

Hong Kong, 22 March 2019

Registered office: P.O. Box 1350 Clifton House 75 Fort Street Grand Cayman KY1-1108 Cayman Islands Principal place of business in Hong Kong:
40/F, Sunlight Tower
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 and the Company's website at 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 22 March 2019. 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 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 Tuesday, 14 May 2019 to Friday, 17 May 2019, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 pm on Friday, 10 May 2019.
- 7. Subject to the approval of the declaration and payment of the final dividend by the Shareholders of the Company, for determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 23 May 2019 to Friday, 24 May 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividends, unregistered holders of shares of the Company shall ensure all transfer documents, accompanied by 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 pm on Wednesday, 22 May 2019.
- 8. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 pm 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 and the Company's website at www.vixtel.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Yue Yong, Mr. Sie Tak Kwan and Mr. Guan Haiqing; the non-executive Director is Mr. Liang Judong; and the independent non-executive Directors are Mr. Cheung Hon Fai, Professor Lam Kin Man and Mr. Shen Qi.