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

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

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PHOENITRON

PHOENITRON HOLDINGS LIMITED

品創控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8066)

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

This circular is dispatched together with the annual report of the Company which comprises, among other things, the report of the Directors, the report of the independent auditors of the Company issued by Moore CPA Limited and the audited consolidated financial statements of the Company for the year ended 31 December 2023.

A notice convening the annual general meeting of the Company to be held at 10:00 a.m., on Wednesday, 19 June 2024, at Function Room 2, 11th Floor, L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong is contained in this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjourned meeting (as the case may be) should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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

5 April 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2023 Annual Report”	the annual report of the Company for the year ended 31 December 2023
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 10:00 a.m., on Wednesday, 19 June 2024, at Function Room 2, 11th Floor, L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong
“Articles of Association”	the second amended and restated articles of association of the Company currently in force, and each an “Article”
“Board”	the board of Directors
“Company”	Phoenitron Holdings Limited, a company incorporated in the Cayman Islands with limited liabilities, the Shares of which are listed on GEM
“Director(s)”	the director(s), including independent non-executive director(s), of the Company from time to time
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate to be granted to the Directors to exercise the power of the Company to allot, issue, and deal with, new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution as set out in the resolution numbered 4 in the notice convening the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	26 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum and Articles”	the Memorandum of Association and Articles of Association
“Memorandum of Association”	the memorandum of association of the Company
“Nomination Committee”	the nomination committee of the Company
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Repurchase Mandate”	the general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution as set out in the resolution numbered 5 in the notice convening the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange” or “Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	per cent.

LETTER FROM THE BOARD OF DIRECTORS



PHOENITRON

PHOENITRON HOLDINGS LIMITED

品創控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8066)

Executive Directors:

Ms. Lily Wu (*Chairman and Chief Executive Officer*)
Mr. Chang Wei Wen
Mr. Yang Meng Hsiu

Independent non-executive Directors:

Mr. Chan Siu Wing, Raymond
Ms. Wong Ka Wai, Jeanne
Mr. Yeung Man Chit, Daniel

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business:

Suite 710, 7th Floor
North Tower
World Finance Centre
Harbour City
Tsimshatsui, Kowloon
Hong Kong

5 April 2024

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

Dear Sir or Madam,

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

INTRODUCTION

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

LETTER FROM THE BOARD OF DIRECTORS

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

GENERAL MANDATE TO ISSUE NEW SHARES

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

GENERAL MANDATE FOR REPURCHASE OF SHARES

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

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

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

LETTER FROM THE BOARD OF DIRECTORS

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

RE-ELECTION OF DIRECTORS

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

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

In accordance with articles 87(1) and 87(2) of the Articles of Association, Mr. Chan Siu Wing, Raymond and Ms. Wong Ka Wai, Jeanne shall retire at the Annual General Meeting and, being eligible, shall offer themselves for re-election at the Annual General Meeting.

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

Each of Mr. Chan Siu Wing, Raymond and Ms. Wong Ka Wai, Jeanne, being an independent non-executive Director of the Company eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. Each of Mr. Chan Siu Wing, Raymond and Ms. Wong Ka Wai, Jeanne has served as an independent non-executive Director of the Company for more than 9 years and are familiar with the businesses of the Group. During their years of appointment, both of them have demonstrated their ability to provide an independent view to the Company’s matters. Notwithstanding their years of service as independent non-executive Directors of the Company, the Board is of the view that each of Mr. Chan Siu Wing, Raymond and Ms. Wong Ka Wai, Jeanne is able to continue to fulfill his/her role as required and thus recommends them for re-election at the AGM.

LETTER FROM THE BOARD OF DIRECTORS

The Nomination Committee considers that based on the perspective, skill and experience of Mr. Chan Siu Wing, Raymond and Ms. Wong Ka Wai, Jeanne, they can bring further contribution to the Board and its diversity. In addition, the Nomination Committee had evaluated the performance of Mr. Chan Siu Wing, Raymond and Ms. Wong Ka Wai, Jeanne during the period from their respective date of appointment to the Latest Practicable Date and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that Mr. Chan Siu Wing, Raymond and Ms. Wong Ka Wai, Jeanne stand for re-election as Director at the AGM. As a good corporate governance practice, Mr. Chan Siu Wing, Raymond and Ms. Wong Ka Wai, Jeanne abstained from voting at the relevant Board meeting on the proposition of each of his/her recommendation for re-election by the Shareholders at the AGM.

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

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles of Association were adopted on 11 May 2022. The Board proposes to amend the Articles of Association in order to, among other things, (i) reflect and align with the latest regulatory requirement in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the GEM Listing Rules which took effect from 31 December 2023; and (ii) align with other relevant requirements of the GEM Listing Rules and company law of the Cayman Islands and incorporate certain corresponding and housekeeping amendments (collectively, the “**Proposed Amendments**”).

Details of the Proposed Amendments are set out in Appendix III to this circular. The Chinese translation of the Proposed Amendments set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail. A special resolution will be proposed at the AGM to approve and adopt the Proposed Amendments.

Save for the Proposed Amendments, no other amendments are to be made to the Articles of Association.

The legal advisers of the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the applicable requirements of the GEM Listing Rules, and the legal advisers of the Company as to Cayman Islands laws have confirmed that the Proposed Amendments do not violate the applicable laws of Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments.

LETTER FROM THE BOARD OF DIRECTORS

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 21 to 27 to this circular.

A copy of 2023 Annual Report including, among other things, copies of the report of the Directors, the report of the independent auditors of the Company and the audited consolidated financial statements of the Company for the year ended 31 December 2023, are dispatched to the Shareholders together with this circular.

In order to ascertain the entitlements to attend the Annual General Meeting, the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar no later than 4:30 p.m. on Thursday, 13 June 2024.

ACTIONS TO BE TAKEN

A form of proxy is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Registrar as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

VOTING BY WAY OF POLL AT THE ANNUAL GENERAL MEETING

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

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD OF DIRECTORS

RECOMMENDATION

The Directors consider that the granting and the extension of the General Mandate to allot, issue, and deal with, new Shares, the proposed grant of Repurchase Mandate, the re-election of Directors and the proposed amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the resolutions numbered 2, and 4 to 7 as set out in the notice convening the Annual General Meeting to be proposed at the Annual General Meeting.

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

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

(I) GEM LISTING RULES

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

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

(II) REASONS FOR PROPOSED REPURCHASE OF SHARES

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

(III) NUMBER OF SHARES WHICH MAY BE REPURCHASED

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

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

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 52,534,750 Shares (representing 10% of the total number of issued share as at the date of passing of the resolution) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

(IV) SOURCE OF FUNDS

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

(V) IMPACT OF REPURCHASE

There might be an adverse impact on the working capitals or gearing positions of the Company as compared with the positions disclosed in the audited financial statements contained in the 2023 Annual Report in the event that the Repurchase Mandate be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(VI) SHARE PRICES

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

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
March	0.039	0.034
April	0.037	0.035
May	0.039	0.030
June	0.055	0.036
July	0.059	0.041
August	0.050	0.039
September	0.049	0.044
October	0.048	0.041
November	0.050	0.043
December	0.049	0.039
2024		
January	0.046	0.038
February	0.042	0.036
March (up to the Latest Practicable Date)	0.040	0.027

(VII) GENERAL INFORMATION

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.
- (b) The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Memorandum and Articles, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands.
- (c) The Company has not notified by any connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company or its subsidiaries, or that they have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.
- (d) The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

(VIII) EFFECTS OF TAKEOVERS CODE

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

Shareholders	Before repurchase	After repurchase
Golden Dice Co., Ltd. (<i>Note 1</i>)	15.00%	16.67%
Best Heaven Limited (<i>Note 1</i>)	6.01%	6.67%
Mr. Tsai Chi Yuan (<i>Note 1</i>)	21.01%	23.34%

Note:

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

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or a group of Shareholders.

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

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

(IX) SHARES REPURCHASE MADE BY THE COMPANY

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

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

MR. CHAN SIU WING, RAYMOND (“MR. CHAN”), AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Length of service

Mr. Chan, was appointed as an independent non-executive Director for an initial term of one year commencing from 12 February 2007, and will continue thereafter unless and until terminated by either the Company or Mr. Chan by giving not less than one month’s prior notice in writing and such appointment is subject at all times to the Articles of Association. Mr. Chan will retire at the Annual General Meeting, at which he will, being eligible, offer himself for re-election pursuant to article 87(1) of the Articles of Association. Thereafter, Mr. Chan will be subject to retirement by rotation and re-election at Annual General Meeting in accordance with articles 87(1) and (2) of the Articles of Association.

Qualifications and experience

Mr. Chan, aged 59, is the chairman of the remuneration committee, one of the members of the audit committee and the nomination committee of the Company. Mr. Chan has over 33 years of experience in the field of accounting, taxation, finance and trust. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a founding member of the Macau Society of Certified Practising Accountants. Mr. Chan holds a Bachelor of Economics degree from the University of Sydney. Mr. Chan holds the position of independent non-executive director of Quali-Smart Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange. Mr. Chan was formerly an independent non-executive director of each of Nature Home Holding Company Limited and Hong Kong Finance Group Limited, companies whose shares are listed on the Main Board of the Stock Exchange, and has resigned with effect from 31 October 2021 and 1 November 2022 respectively.

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

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

Interests in Shares

As at the Latest Practicable Date, Mr. Chan was interested in 450,000 Shares (which includes 450,000 share options conferring rights to subscribe for 450,000 Shares) (within the meaning of Part XV of the SFO) which represent approximately 0.086% of the issued share capital of the Company as at the Latest Practicable Date.

Amount of emoluments

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

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

MS. WONG KA WAI, JEANNE (“MS. WONG”), AN INDEPENDENT NON-EXECUTIVE DIRECTOR**Length of service**

Ms. Wong was appointed as an independent non-executive Director for an initial term of one year commencing from 20 December 2001, and will continue thereafter unless and until terminated by either the Company or Ms. Wong by giving not less than one month’s prior notice in writing and such appointment is subject at all times to the Articles of Association. Ms. Wong will retire at the Annual General Meeting, at which she will, being eligible, offer herself for re-election pursuant to article 87(1) of the Articles of Association. Thereafter, Ms. Wong will be subject to retirement by rotation and re-election at Annual General Meeting in accordance with articles 87(1) and (2) of the Articles of Association.

Qualifications and experience

Ms. Wong, aged 59, is the chairman of the audit committee and one of the members of the remuneration committee and the nomination committee of the Company. Ms. Wong has over 34 years of experience in finance, accounting, taxation and corporate affairs. Ms. Wong is a member of the Institute of Chartered Accountants of Australia, a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong and a member of the Society of Trust and Estate

Practitioners. She holds a Bachelor Degree in Economics from the University of Sydney, Australia. Ms. Wong is currently the Managing Director of Wellex Consultancy Limited as well as the Chief Financial Officer of a local law firm. Ms. Wong is also an independent non-executive director of Good Fellow Healthcare Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange.

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

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

Interests in Shares

As at the Latest Practicable Date, Ms. Wong was interested in 450,000 Shares (which includes 450,000 share options conferring rights to subscribe for 450,000 Shares) (within the meaning of Part XV of the SFO) which represent approximately 0.086% of the issued share capital of the Company as at the Latest Practicable Date.

Amount of emoluments

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

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

The following are the details of the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Articles of Association. If the serial numbering of the clauses of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these Proposed Amendments, the serial numbering of the clauses of the Articles of Association as so amended shall be changed accordingly, including cross-references.

Note: The Proposed Amendments are prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Proposed Amendments	Provisions of the Articles of Association after incorporating the Proposed Amendments and fully replacing the relevant existing Articles
Article 1 The regulations in Table A in the Schedule to the Companies Act (<u>as defined in Article 2</u> As Revised) do not apply to the Company.	Article 1 The regulations in Table A in the Schedule to the Companies Act (as defined in Article 2) do not apply to the Company.
Article 2 “Act” the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands <u>and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</u>	Article 2 “Act” the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
Article 56 An annual general meeting of the Company shall be held for each financial year other than the financial year of the Company’s adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules, if any).	Article 56 An annual general meeting of the Company shall be held for each financial year other than the financial year of the Company’s adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules, if any).

<p>Proposed Amendments</p>	<p>Provisions of the Articles of Association after incorporating the Proposed Amendments and fully replacing the relevant existing Articles</p>
<p>Article 154 The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 153 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 153, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>	<p>Article 154 The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 153 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 153, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication).</p>
<p>Article 161(1) Any Notice or document (including any “corporate communication” <u>and “actionable corporate communication”</u> within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, <u>subject to compliance with the Listing Rules</u>, any such Notice and document may be given or issued by the following means:</p>	<p>Article 161(1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:</p>

Proposed Amendments	Provisions of the Articles of Association after incorporating the Proposed Amendments and fully replacing the relevant existing Articles
<p>Article 161(1)(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 161(5); subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p>	<p>Article 161(1)(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 161(5);</p>
<p>Article 161(1)(f) by publishing it on the Company’s website to which the relevant person may have access or the website of the Designated Stock Exchange, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or</p>	<p>Article 161(1)(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange; or</p>
<p>Article 161(2) The notice of availability may be given by any of the means set out above other than by posting it on a website.[intentionally deleted]</p>	<p>Article 161(2) [intentionally deleted]</p>
<p>Article 161(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.[intentionally deleted]</p>	<p>Article 161(4) [intentionally deleted]</p>

Proposed Amendments	Provisions of the Articles of Association after incorporating the Proposed Amendments and fully replacing the relevant existing Articles
<p>Article 161(6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 152, 153 and 161 may be given in the English language only or in both the English language and the Chinese language <u>or, with the consent of or election by any member, in the Chinese language only to such member.</u></p>	<p>Article 161(6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 152, 153 and 161 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.</p>
<p>Article 162(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, <u>document or publication</u> placed on <u>either</u> the Company’s website or the website of the Designated Stock Exchange, is deemed given <u>or served</u> by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member <u>it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p>	<p>Article 162(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</p>
<p>Article 162(c) if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later <u>[intentionally deleted];</u></p>	<p>Article 162(c) [intentionally deleted];</p>

<p>Proposed Amendments</p>	<p>Provisions of the Articles of Association after incorporating the Proposed Amendments and fully replacing the relevant existing Articles</p>
<p>Article 163(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the Nnotice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>	<p>Article 163(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>
<p>Article 164 For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. <u>The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.</u></p>	<p>Article 164 For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.</p>
<p>Article 165(2) <u>Unless otherwise provided by the Act, a</u> resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.</p>	<p>Article 165(2) Unless otherwise provided by the Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.</p>

NOTICE OF ANNUAL GENERAL MEETING



PHOENITRON

PHOENITRON HOLDINGS LIMITED

品創控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8066)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“**Annual General Meeting**”) of the shareholders of Phoenixtron Holdings Limited (the “**Company**”) will be held at 10:00 a.m., on Wednesday, 19 June 2024, at Function Room 2, 11th Floor, L’hotel Nina et Convention Centre, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong for the following purposes:

1. To receive and consider the report of the directors (the “**Directors**”) of the Company, the report of independent auditor of the Company and the audited consolidated financial statements of the Company for the year ended 31 December 2023.
2. Each a separate resolution, to re-elect each of Mr. Chan Siu Wing, Raymond and Ms. Wong Ka Wai, Jeanne as an independent non-executive Director of the Company and to authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint Moore CPA Limited as auditors of the Company and its subsidiaries and to authorise the Board to fix their remuneration.

ORDINARY RESOLUTIONS

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

“**THAT**

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

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall, in addition to any other authorisation given to the Directors, authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period;

- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any options under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum of the Company and the articles of association (the “**Articles of Association**”) of the Company in force from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws and regulations of the Cayman Islands to be held; and

- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Company or the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction or any recognized regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT

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

“THAT conditional upon ordinary resolutions numbered 4 and 5 above being duly passed in the Annual General Meeting, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to resolution numbered 4 above be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of shares of the Company

NOTICE OF ANNUAL GENERAL MEETING

repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution.”

SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, to pass the following resolution as a special resolution:

“THAT:

- (a) the existing second amended and restated articles of association of the Company (the “**Articles**”, each an “**Article**”) be amended in the following manner (the “**Proposed Amendments**”) with immediate effect:

- (i) Article 1 be amended by deleting the words “(As Revised)”, and replacing them with the words “(as defined in Article 2)”.

- (ii) the definition of “Act” in Article 2 be deleted in its entirety and replaced with the following:–

““Act” the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.”

- (iii) Article 56 be amended by deleting the word “in” immediately after the words “shall be held” and replacing it with the word “for” in the first sentence of the existing Article 56.

- (iv) Article 154 be amended by deleting the words “, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents”.

- (v) the first paragraph of Article 161(1) be deleted in its entirety and replaced with the following:

“Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:”

NOTICE OF ANNUAL GENERAL MEETING

- (vi) Article 161(1)(e) be deleted in its entirety and replaced with the following:
- “by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 161(5);”
- (vii) Article 161(1)(f) be deleted in its entirety and replaced with the following:
- “by publishing it on the Company’s website or the website of the Designated Stock Exchange; or”
- (viii) Article 161(2) be deleted in its entirety and replaced with the following:
- “[intentionally deleted].”
- (ix) Article 161(4) be deleted in its entirety and replaced with the following:
- “[intentionally deleted].”
- (x) Article 161(6) be amended by inserting the words “or, with the consent of or election by any member, in the Chinese language only to such member” immediately after the words “Chinese language”.
- (xi) Article 162(b) be deleted in its entirety and replaced with the following:
- “if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;”
- (xii) Article 162(c) be deleted in its entirety and replaced with the following:
- “[intentionally deleted];”
- (xiii) Article 163(2) be amended by deleting the word “notice” immediately after the words “by giving the” and replacing it with the word “Notice” in the sixth line.
- (xiv) Article 164 be amended by inserting the following new sentence after the last sentence in the existing Article 164:
- “The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.”

NOTICE OF ANNUAL GENERAL MEETING

(xv) Article 165(2) be deleted in its entirety and replaced with the following:

“Unless otherwise provided by the Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.”,

(b) any director, secretary or registered office provider of the Company be and is hereby authorised to do all acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

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

Hong Kong, 5 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a person or persons (if he holds two or more Shares) as his proxy or proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. The register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both dates inclusive, during which period no transfer of shares of the Company can be registered. In order to qualify for attending the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 13 June 2024.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting if the shareholder so desires and in such event the instrument appointing a proxy shall be deemed to be revoked.
5. An explanatory statement containing further details regarding resolution numbered 5 as required by the GEM Listing Rules will be dispatched to the members of the Company together with the annual report of the Company for the year ended 31 December 2023.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 9:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.phoenitron.com and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. In case of discrepancy between the English version and the Chinese version of this notice, the English version shall prevail.