



**VIXTEL TECHNOLOGIES HOLDINGS LIMITED**

**飛思達科技控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

Stock code : 8342



**2018**

**First Quarterly Report**

## **CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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Given that 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “Directors”) of Vixtel Technologies Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (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, (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement herein or this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This report will remain on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Company Announcements” page for at least seven days from the date of its posting. This report will also be published on the Company’s website at [www.vixtel.com](http://www.vixtel.com).*

## FINANCIAL HIGHLIGHTS

For the three months ended 31 March 2018, the Group's operations and business have achieved a growth when compared with those for the same period in 2017.

The revenue of the Group has increased by approximately 10.7% from approximately RMB26.2 million for the three months ended 31 March 2017 to approximately RMB29.0 million for the three months ended 31 March 2018.

The Group's net profit has increased by approximately 31.1% from approximately RMB4.5 million for the three months ended 31 March 2017 to approximately RMB5.9 million for the three months ended 31 March 2018.

The board of Directors (the “Board”) of Vixtel Technologies Holdings Limited is pleased to announce the unaudited condensed consolidated financial results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 31 March 2018 together with the comparative unaudited figures for the three months ended 31 March 2017 as follows:

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2018

	Notes	Three months ended 31 March	
		2018 RMB'000 (unaudited)	2017 RMB'000 (unaudited)
REVENUE	3	29,009	26,194
Cost of sales		(12,302)	(10,787)
Gross profit		16,707	15,407
Other income and gains	3	1,987	552
Selling and distribution expenses		(1,819)	(2,864)
Research and development expenses		(5,414)	(4,123)
Administrative expenses		(3,565)	(3,274)
Other expenses		(1,065)	(438)
PROFIT BEFORE TAX		6,831	5,260
Income tax expense	4	(961)	(790)
PROFIT FOR THE PERIOD		5,870	4,470
OTHER COMPREHENSIVE INCOME		–	–
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		5,870	4,470
Attributable to: Owners of the parent		5,870	4,470
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic and diluted (RMB cents)	6	1.21	0.92

## NOTES TO FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

Vixtel Technologies Holdings Limited was incorporated in the Cayman Islands on 10 November 2015 as an exempted company with limited liability under the Companies Law (2013 Revision) of the Cayman Islands. The address of the registered office of the Company is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. The shares of the Company were listed on GEM on 15 December 2016 (the “Listing Date”).

The Company is an investment holding company. The Group is principally engaged in providing application performance management (“APM”) solutions in the People’s Republic of China (the “PRC”). There has been no significant change in the Group’s principal activities during the period under review.

In preparation for the listing of the Company’s ordinary shares (the “Shares”) on the GEM (the “Listing”), the Group underwent a corporate reorganization (the “Reorganization”), pursuant to which the Company became the holding company of the subsidiaries now comprising the Group. Details of the Reorganization are set out in the prospectus of the Company dated 30 November 2016 (the “Prospectus”).

### 2. BASIS OF PRESENTATION

The condensed consolidated financial statements of the Group have not been audited by the Company’s auditors but have been reviewed by the Company’s audit committee.

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The unaudited condensed consolidated financial statements have been prepared under the historical cost convention. They are presented in Renminbi (“RMB”), and all values are rounded to the nearest thousand except otherwise indicated.

The accounting policies adopted in preparing the unaudited condensed consolidated financial statements are consistent with those applied in the annual financial statements for the year ended 31 December 2017.

The Group has applied new and revised HKFRSs which have been issued and are effective for the current accounting period and is in the process of making adjustments based on their impact on the financial position and results of operations of the Group.

### 3. REVENUE, OTHER INCOME AND GAINS

Revenue represents the value of provision of APM solutions during the three months ended 31 March 2018.

An analysis of revenue, other income and gains is as follows:

	Three months ended 31 March	
	2018	2017
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Revenue		
Construction contracts – Integrated APM system solutions	16,966	14,719
Construction contracts – Software development services	2,625	2,776
Rendering of technical services	4,022	1,646
Sales of embedded hardware and standard APM software	5,396	7,053
	<hr/>	<hr/>
	29,009	26,194
	<hr/>	<hr/>
Other income and gains		
Bank interest income	22	13
Government grants – related to income*	1,965	539
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	1,987	552
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\* Government grants received from the government of the PRC mainly represented the refund of the value-added tax previously paid. There are no unfulfilled conditions or contingencies relating to the grants.

#### 4. INCOME TAX

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Company Law of the Cayman Islands and accordingly is not subject to income tax.

No Hong Kong profits tax has been provided since no assessable profit arose in Hong Kong during the three months ended 31 March 2018.

Pursuant to the PRC Income Tax Law and the respective regulations, Vixel Technologies Limited is subject to Corporate Income Tax at a rate of 25% on the taxable profit. Preferential tax treatment is available to Vixel Technologies Limited, which was recognized as a High and New Technology Enterprise in 2010 in the PRC and a lower PRC corporate income tax of 15% has been applied since then. The certificate of High and New Technology Enterprise has to be re-applied every three years. The Company has re-applied for and obtained the certificate of High and New Technology Enterprise on 1 December 2016 and is entitled to a preferential income tax rate of 15% for the year in 2016, 2017 and 2018.

	Three months ended 31 March	
	2018	2017
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Current – PRC	961	790
Total tax charge for the three months	961	790

#### 5. INTERIM DIVIDENDS

The Board does not recommend payment of any interim dividends for the three months ended 31 March 2018.

On 23 March 2018, it was resolved in the general meeting to declare and pay a final dividend of HK\$1.20 cents per Share for the year ended 31 December 2017 to the Company's shareholders whose names appeared on the register of members of the Company on 17 April 2018.

#### 6. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per Share is based on the respective profit attributable to ordinary equity holders of the parent and the weighted average number of ordinary Shares in issue during the three months ended 31 March 2017 and 2018.

The number of ordinary Shares for the purpose of calculating basic earnings per Share has been retrospectively adjusted for the capitalization issue as if the Shares have been in issue throughout all periods presented.

There were no potentially dilutive ordinary Shares in issue during the three months ended 31 March 2017 and 2018, and therefore the diluted earnings per Share amount is equivalent to the basic earnings per Share.

The calculations of basic and diluted earnings per Share are based on:

	<b>Three months ended 31 March</b>	
	2018 (unaudited)	2017 (unaudited)
Earnings		
Profit attributable to ordinary equity holders of the parent (RMB'000)	5,870	4,470
Shares		
Weighted average number of ordinary Shares in issue	486,745,000	486,745,000
Basic and diluted earnings per Share (RMB cents)	1.21	0.92

## 7. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2018

	Attributable to owners of the parent					Total RMB'000
	Share capital RMB'000	Share premium RMB'000	Capital reserve RMB'000	Statutory surplus reserve RMB'000	Accumulated loss/ Retained profits RMB'000	
At 1 January 2017	4,341	71,194	30,674	3,339	3,505	113,053
Profit for the three months ended 31 March 2017	-	-	-	-	4,470	4,470
Total comprehensive income for the three months ended 31 March 2017	-	-	-	-	4,470	4,470
Transfer from retained profits	-	-	-	702	(702)	-
At 31 March 2017 (unaudited)	4,341	71,194	30,674	4,041	7,273	117,523
At 1 January 2018	4,341	71,194	30,674	6,503	19,963	132,675
Adjusted retained profits in accordance with HKFRS 15	-	-	-	-	1,561	1,561
Profit for the three months ended 31 March 2018	-	-	-	-	5,870	5,870
Total comprehensive income for the three months ended 31 March 2018	-	-	-	-	5,870	5,870
Dividends declared for the year 2017	-	(4,709)	-	-	-	(4,709)
Transfer from retained profits	-	-	-	771	(771)	-
At 31 March 2018 (unaudited)	4,341	66,485	30,674	7,274	26,623	135,397

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW AND OUTLOOK**

The Group is a market leader in China's APM industry which principally provides APM products and services solutions to telecommunication operators and large enterprises in the PRC. The Group is principally engaged in the following businesses: (1) integrated APM system solutions; (2) software development services; (3) technical services; and (4) sales of embedded hardware and standard APM software.

The Shares were successfully listed on GEM on 15 December 2016. Since the Listing, the Group has a stronger financial position. The Group will continue to seize the opportunity from the blooming APM market in the PRC to promote its business development and to consolidate the Company's position as a leading company in the APM industry.

For the three months ended 31 March 2018, the Group's operations and business have achieved a growth when compared with those for the same period in 2017. The total revenue of the Group has increased by approximately 10.7% from approximately RMB26.2 million for the three months ended 31 March 2017 to approximately RMB29.0 million for the three months ended 31 March 2018. The Group's net profit has increased by approximately 31.1% from approximately RMB4.5 million for the three months ended 31 March 2017 to approximately RMB5.9 million for the three months ended 31 March 2018.

## OUTLOOK

The Group will continue exploring the digital household performance monitor market. In view of the fact that user's digital experience has become a core factor in the commercial competition today, the Group's products have gained vast popularity for their ability to provide clients with performance monitor services for millions of access terminals. In the second quarter of 2018, the Group plans to:

1. develop and perfect search engines and big data analyzing platforms based on equipment log data, and in turn realize performance diagnosis and analysis for equipment of large scale industrial Internet of Things ("IoT") and household IoT; and
2. integrate cloud performance diagnosis tools based on open-source softwares, and therefore achieve an integrated cloud-channels-terminal performance analysis industry value chain.

In the meantime, due to the great expectation of 5G business, the Group decided to step up its investment in mobile internet and mobile app performance analysis system. Mobile IQ is an app performance analysis tool developed by the Company which is widely used by Chinese operators. In the second quarter of 2018, the Group plans to:

1. release an English version of the Mobile IQ and expand into overseas markets; and
2. perfect the iOS supporting function of the Mobile IQ and complete the testing function for iOS system and synchronized update function for Android system.

As to the financial business performance management products, in view of the rapid development and broad application of blockchain technology in the financial technology sector, the Group plans to:

1. establish an independent team dedicated to the development of performance management and diagnosis products for blockchain technology; and
2. actively negotiate with major financial institutions and university research institutes in Hong Kong in Hong Kong for the joint development of monitoring and optimizing the application and management of blockchain transactions, in an effort to provide basic technology tools and APM platforms among the blockchain gold rush.

## **FINANCIAL REVIEW**

### ***Revenue***

The Group's total revenue for the three months ended 31 March 2018 amounted to approximately RMB29.0 million, representing a growth of approximately RMB2.8 million or 10.7% as compared with that of approximately RMB26.2 million recorded for the three months ended 31 March 2017. The increase was mainly attributable to the increase in revenue generated from the provision of integrated APM system solutions of approximately RMB2.3 million; and the increase in revenue generated from rendering of technical services of approximately RMB2.4 million.

The following analysis sets forth a breakdown of the Group's revenue by service type for the three months ended 31 March 2017 and 2018, respectively:

### ***Integrated APM system solutions***

This segment provides integrated APM system solutions by tailor-making our APM products to allow our customers to better manage and monitor their applications and networks. The Group has recorded a growth in revenue generated from integrated APM system solutions of approximately 15.6% from approximately RMB14.7 million for the three months ended 31 March 2017 to approximately RMB17.0 million for the three months ended 31 March 2018. Such increase was primarily due to the constant launch of new network applications and more traditional applications transfer to cloud platforms, which led to continuously growing demand in integrated APM system solutions of the Group.

### ***Software development services***

The Group's software development services typically involve developing customized software for upgrade and expansion of the APM products already integrated with our customers' systems and networks. Our revenue derived from software development services slightly decreased by approximately 7.1% from approximately RMB2.8 million for the three months ended 31 March 2017 to approximately RMB2.6 million for the three months ended 31 March 2018. Such decrease was primarily due to the fact that more customers are upgrading and expanding their existing APM system when deploying their integrated APM system solutions.

### ***Technical services***

This segment provides operational support, system maintenance, network analysis and optimization, and research study on specific topics of application and network performance. Our revenue derived from technical services has increased by approximately 150.0% from approximately RMB1.6 million for the three months ended 31 March 2017 to approximately RMB4.0 million for the three months ended 31 March 2018. Such increase was primarily attributable to the increase in demand from customers for our in-depth Internet APM analysis and consulting services to enhance the application performance of their Mobile Internet and Broadband networks.

### ***Sales of embedded hardware and standard APM software***

We have from time to time been selling embedded hardware and standard APM software to customers who do not require tailor-making services. Our revenue generated from the sales of embedded hardware and standard APM software has decreased by approximately 23.9% from approximately RMB7.1 million for the three months ended 31 March 2017 to approximately RMB5.4 million for the three months ended 31 March 2018. Such decrease was primarily due to the fact that more and more existing customers are acquiring new software systems and expanding hardware equipment together while deploying their integrated APM system solutions.

### ***Cost of sales***

The Group's cost of sales has increased by approximately 13.9% from approximately RMB10.8 million for the three months ended 31 March 2017 to approximately RMB12.3 million for the three months ended 31 March 2018, which was in line with the increase in our revenue. Such increase was primarily due to higher hardware costs derived from the increased business volume in integrated APM system solutions.

### ***Gross profit and gross profit margin***

The Group's gross profit has increased by approximately 8.4% from approximately RMB15.4 million for the three months ended 31 March 2017 to approximately RMB16.7 million for the three months ended 31 March 2018. Such increase was primarily due to the increase in business volume of integrated APM system solutions and technical services. The Group's gross profit margin decreased slightly from approximately 58.8% for the three months ended 31 March 2017 to approximately 57.6% for the three months ended 31 March 2018. Such decrease was primarily due to the higher cost of sales of embedded hardware and standard APM software which in turn resulted in a relatively lower gross profit margin than other types of services.

### ***Other income and gains***

The Group recorded other income and gains of approximately RMB0.6 million and approximately RMB2.0 million for the three months ended 31 March 2017 and 2018, respectively. Such increase was due to the increased value-added tax refund which was in line with our business growth.

### ***Selling and distribution expenses***

The Group's selling and distribution expenses has decreased by approximately 37.9% from approximately RMB2.9 million for the three months ended 31 March 2017 to approximately RMB1.8 million for the three months ended 31 March 2018. Such decrease was primarily due to our strict control of fees, costs and expenses.

### ***Research and development expenses***

The Group's research and development ("R&D") expenses has increased by approximately 31.7% from approximately RMB4.1 million for the three months ended 31 March 2017 to approximately RMB5.4 million for the three months ended 31 March 2018. Such increase was primarily due to the higher labour costs resulting from an increased R&D headcount and compensation base.

### ***Administrative expenses***

The Group's administrative expenses has increased by approximately 9.1% from approximately RMB3.3 million for the three months ended 31 March 2017 to approximately RMB3.6 million for the three months ended 31 March 2018. Such increase was primarily due to the higher labour costs resulting from an increased management compensation base.

### ***Profit before tax***

The Group's profit before tax has increased by approximately 28.3% from approximately RMB5.3 million for the three months ended 31 March 2017 to approximately RMB6.8 million for the three months ended 31 March 2018.

### ***Income tax expenses***

The Group's income tax expense has increased by approximately 25.0% from approximately RMB0.8 million for the three months ended 31 March 2017 to approximately RMB1.0 million for the three months ended 31 March 2018.

### ***Profit for the three months***

As a result of the foregoing reasons, the Group's net profit has increased by approximately 31.1% from approximately RMB4.5 million for the three months ended 31 March 2017 to approximately RMB5.9 million for the three months ended 31 March 2018. The Group's net profit margin increased from approximately 17.1% for the three months ended 31 March 2017 to approximately 20.2% for the three months ended 31 March 2018. Such increase in the net profit and net profit margin was primarily due to the increase in the operating revenue of the Group and the control of selling and distribution expenses.

### **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES**

As at 31 March 2018, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")), which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

#### ***Long position in Shares***

<b>Name of Directors</b>	<b>Capacity/nature of interests</b>	<b>Number of Shares held</b>	<b>Approximate percentage of shareholding</b>
Mr. Yue Yong <i>(Notes 1 and 2)</i>	Interest in a controlled corporation; interest held jointly with another person	310,040,000	63.70%
Mr. Sie Tak Kwan <i>(Notes 1 and 3)</i>	Interest in a controlled corporation; interest held jointly with another person	310,040,000	63.70%
Mr. Guan Haiqing <i>(Notes 1 and 4)</i>	Interest in a controlled corporation; interest held jointly with another person	310,040,000	63.70%
Mr. Liang Judong <i>(Notes 1 and 5)</i>	Interest in a controlled corporation; interest held jointly with another person	310,040,000	63.70%

*Notes:*

1. Pursuant to the deed of concert parties dated 11 August 2016 as supplemented by a supplemental deed dated 10 November 2016, Mr. Yue Yong, Mr. Sie Tak Kwan, Mr. Guan Haiqing and Mr. Liang Judong 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, pursuant to the deed of concert parties, each of Mr. Yue Yong, Mr. Sie Tak Kwan, Mr. Guan Haiqing and Mr. Liang Judong is deemed to be interested in 63.70% of the issued share capital of the Company.
2. Shares in which Mr. Yue Yong is interested consist of (i) 103,335,000 Shares held by Worldgate Ventures Limited, a company wholly-owned by him, in which Mr. Yue Yong is deemed to be interested under the SFO; and (ii) 206,705,000 Shares in which Mr. Yue Yong is deemed to be interested as a result of being a party acting-in-concert with Mr. Sie Tak Kwan, Mr. Guan Haiqing and Mr. Liang Judong.
3. Shares in which Mr. Sie Tak Kwan is interested consist of (i) 103,335,000 Shares held by Cohort Investments Limited, a company wholly-owned by him, in which Mr. Sie Tak Kwan is deemed to be interested under the SFO; and (ii) 206,705,000 Shares in which Mr. Sie Tak Kwan 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.
4. Shares in which Mr. Guan Haiqing 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 Haiqing is deemed to be interested under the SFO; and (ii) 237,675,000 Shares in which Mr. Guan Haiqing is deemed to be interested as a result of being a party acting-in-concert with Mr. Sie Tak Kwan, Mr. Yue Yong and Mr. Liang Judong.
5. Shares in which Mr. Liang Judong is interested consist of (i) 31,005,000 Shares held by Hugemind Investments Limited, a company wholly-owned by him, in which Mr. Liang Judong is deemed to be interested under the SFO; and (ii) 279,035,000 Shares in which Mr. Liang Judong is deemed to be interested as a result of being a party acting-in-concert with Mr. Sie Tak Kwan, Mr. Yue Yong and Mr. Guan Haiqing.

Save as disclosed above, as at 31 March 2018, none of the Directors and chief executives of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or was required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES DISCLOSEABLE UNDER THE SFO

As at 31 March 2018, Shareholders (other than the Directors and the chief executives of the Company) who had interests or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

### Long position in Shares

Name of Shareholder	Capacity/Nature of Interest	Number of Shares held	Approximate percentage of shareholding (Note 1)
Worldgate Ventures Limited (Note 2)	Beneficial owner	103,335,000	21.23%
Ms. Li Duan (Note 3)	Interest of spouse	310,040,000	63.70%
Cohort Investments Limited (Note 4)	Beneficial owner	103,335,000	21.23%
Ms. Chen Baozhu (Note 5)	Interest of spouse	310,040,000	63.70%
Copious Link Investments Limited (Note 6)	Beneficial owner	72,365,000	14.87%
Ms. Gu Wei (Note 7)	Interest of spouse	310,040,000	63.70%
Hugemind Investments Limited (Note 8)	Beneficial owner	31,005,000	6.37%
Ms. Bai Xiaoqian (Note 9)	Interest of spouse	310,040,000	63.70%
Sino Impact Limited	Beneficial owner	54,710,000	11.24%
Mr. Kwan Shan (Note 10)	Interest in a controlled corporation; Interest of spouse	54,710,000	11.24%
Ms. Tam Suk Fan Sindy (Note 10)	Interest in a controlled corporation; Interest of spouse	54,710,000	11.24%

*Notes:*

1. As at 31 March 2018, the Company had 486,745,000 Shares in issue.
2. Worldgate Ventures Limited is wholly-owned by Mr. Yue Yong. Under the SFO, Mr. Yue Yong is deemed to be interested in the Shares held by Worldgate Ventures Limited.
3. Ms. Li Duan is the spouse of Mr. Yue Yong. Under the SFO, Ms. Li Duan is deemed to be interested in the same number of Shares in which Mr. Yue Yong is interested.
4. Cohort Investments Limited is wholly-owned by Mr. Sie Tak Kwan. Under the SFO, Mr. Sie Tak Kwan is deemed to be interested in the Shares held by Cohort Investments Limited.
5. Ms. Chen Baozhu is the spouse of Mr. Sie Tak Kwan. Under the SFO, Ms. Chen Baozhu is deemed to be interested in the same number of Shares in which Mr. Sie Tak Kwan is interested.
6. Copious Link Investments Limited is wholly-owned by Mr. Guan Haiqing. Under the SFO, Mr. Guan Haiqing is deemed to be interested in the Shares held by Copious Link Investments Limited.
7. Ms. Gu Wei is the spouse of Mr. Guan Haiqing. Under the SFO, Ms. Gu Wei is deemed to be interested in the same number of Shares in which Mr. Guan Haiqing is interested.
8. Hugemind Investments Limited is wholly-owned by Mr. Liang Judong. Under the SFO, Mr. Liang Judong is deemed to be interested in the Shares held by Hugemind Investments Limited.
9. Ms. Bai Xiaoqian is the spouse of Mr. Liang Judong. Under the SFO, Ms. Bai Xiaoqian is deemed to be interested in the same number of Shares in which Mr. Liang Judong 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.

Save as disclosed above, as at 31 March 2018, the Company has not been notified by any persons (other than the Directors or chief executives of the Company) who held an interest or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

## **PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY**

Since the Shares were listed on GEM on 15 December 2016, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any listed securities of the Company during the three months ended 31 March 2018 save for those related to the Reorganization.

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Code of Conduct"). The Company has made specific enquiries with all the Directors and the Directors have confirmed that they have complied with the Code of Conduct during the three months ended 31 March 2018.

## **INTERESTS OF THE COMPLIANCE ADVISER**

As confirmed by the Group's compliance adviser, KGI Capital Asia Limited (the "Compliance Adviser"), save for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated 10 August 2016 in connection with the Listing, as at 31 March 2018, none of the Compliance Adviser or its directors, employees or associates (as defined in the GEM Listing Rules) had any interest in the share capital of the Group or any member of the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## **DEED OF NON-COMPETITION BY CONTROLLING SHAREHOLDERS**

On 21 November 2016, Cohort Investments Limited, Copious Link Investments Limited, Hugemind Investments Limited, Worldgate Ventures Limited, Mr. Yue Yong, Mr. Sie Tak Kwan, Mr. Guan Haiqing and Mr. Liang Judong (the "Controlling Shareholders") entered into a deed of non-competition ("Deed of Non-Competition") in favour of the Company (for itself and as trustee for each of its subsidiaries), pursuant to which each Controlling Shareholder, jointly and severally, warrants and undertakes to the Company that, from the Listing Date, he/it shall not, and shall procure his/its close associates and any company directly or indirectly controlled by him/it (other than members of the Group) not to directly or indirectly, carry on, participate, engage or otherwise be interested in any business in anywhere or place which is or may be in competition with the business of any members of the Group from time to time. For details of the Deed of Non-Competition, please refer to the section headed "Relationship with Our Controlling Shareholders" in the Prospectus.

Each Controlling Shareholder has confirmed to the Company of its/his compliance with the Deed of Non-Competition during the three months ended 31 March 2018. The independent non-executive Directors have also reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied by each of the Controlling Shareholders during the three months ended 31 March 2018.

## AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) was established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and the code provision C.3.3 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules. The Audit Committee comprises three independent non-executive Directors, namely Mr. Cheung Hon Fai, Professor Lam Kin Man and Mr. Shen Qi. The chairman of the Audit Committee is Mr. Cheung Hon Fai, who holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules. None of the members of the Audit Committee are former partners of the Company’s existing external auditors.

The Group’s unaudited condensed consolidated financial results for the three months ended 31 March 2018 have been reviewed by the Audit Committee and the management, which were of the view that the preparation of such financial results have complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

On behalf of the Board  
**Vixtel Technologies Holdings Limited**  
**Yue Yong**  
*Chairman and Executive Director*

Hong Kong, 11 May 2018

*As at the date of this report, 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.*