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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) PROPOSED REFRESHMENT OF SHARE
OPTION SCHEME MANDATE LIMIT;
(3) RE-ELECTION OF DIRECTORS;
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 BDO Limited and the audited consolidated financial statements of the Company for the year ended 31 December 2015.

A notice convening the annual general meeting of the Company to be held at 9:15 a.m., on Wednesday, 11 May 2016, at Unit 302, 3rd Floor, Seapower Centre, 73 Lei Muk Road, Kwai Chung, 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 of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any 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.

This circular will remain on the website of the GEM of the Stock Exchange at www.hkgem.com on the “Latest Company Announcement” page for at least 7 days from the date of its posting and the Company's website at www.phoenitron.com.

31 March 2016

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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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DEFINITIONS

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

“2015 Annual Report”	the annual report of the Company for the year ended 31 December 2015
“Annual General Meeting” (or “AGM”)	the annual general meeting of the Company to be held at 9:15 a.m., on Wednesday, 11 May 2016, at Unit 302, 3rd Floor, Seapower Centre, 73 Lei Muk Road, Kwai Chung, New Territories, Hong Kong
“Articles of Association”	the articles of association of the Company, 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
“Directors”	the directors, including independent non-executive directors, of the Company from time to time
“GEM”	The Growth Enterprise Market 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 share capital of the Company 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 March 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Memorandum of Association”	the memorandum of association of the Company
“Registrar”	the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, 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 share capital of the Company 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
“Scheme Mandate Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme of the Company, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme on 8 January 2008, which may be renewed or refreshed pursuant to the rules of the Share Option Scheme but shall not exceed 30% of the shares in issue as at the date of approval of the proposed renewal/refreshment by the Shareholders
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Share(s)”	ordinary share(s) of HK\$0.02 each in the issued share capital of the Company
“Share Option Scheme”	the share option scheme currently in force and adopted by the Company on 8 January 2008
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	the lawful currency of Hong Kong
“%”	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. Wang Jia Hua (*Managing Director*)

Mr. Chang Wei Wen

Mr. Yang Meng Hsiu

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Leung Ka Kui, Johnny

Ms. Wong Ka Wai, Jeanne

Mr. Chan Siu Wing, Raymond

Principal place of business:

Unit 302, 3rd Floor

Seapower Centre

73 Lei Muk Road

Kwai Chung

New Territories

Hong Kong

31 March 2016

*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) PROPOSED REFRESHMENT OF SHARE
OPTION SCHEME MANDATE LIMIT;
(3) RE-ELECTION OF DIRECTORS;
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, to grant the General Mandate to the Directors to exercise the power of the Company to allot, issue, and deal

LETTER FROM THE BOARD OF DIRECTORS

with, new Shares up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution, 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, 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 issued share capital of the Company as at the date of passing of the relevant resolution, to refresh the Scheme Mandate Limit and to re-elect the Directors in accordance with 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 issued share capital of the Company as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 3,764,195,000. Subject to the passing of the relevant resolution, the maximum number of new Shares to be issued under the General Mandate will be 752,839,000 (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 the GEM or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the issued share capital of the Company 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 the 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

LETTER FROM THE BOARD OF DIRECTORS

informed decision on whether to vote for or against resolution set out in resolution 5 of the 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 Hong Kong Code on Share Repurchases which mean Shares of all classes and securities which carry a right to subscribe for or purchase Shares.

REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed by the Shareholders on the extraordinary general meeting of the Company held on 8 January 2008.

The existing Scheme Mandate Limit is 44,600,000 Shares, representing 10% of the Shares in issue as at 8 January 2008, being the date on which the then Shareholders passed the relevant resolution to adopt the Share Option Scheme. Since the adoption of the Share Option Scheme on 8 January 2008, no refreshment of the Scheme Mandate Limit has been made and as at the Latest Practicable Date, a total of 9,700,000 options were granted of which 2,200,000 were exercised, 2,500,000 options were lapsed and cancelled and 5,000,000 options remained outstanding. Accordingly, the Company is permitted to grant further options to subscribe for 34,900,000 Shares under the existing Scheme Mandate Limit, being approximately 0.93% of the issued share capital of the Company as at the Latest Practicable Date.

Subject to the approval of the Shareholders at the AGM and such other requirements prescribed under the GEM Listing Rules, the Scheme Mandate Limit will be renewed so that the total number of Shares in respect of which options may be granted under the Share Option Scheme under the Scheme Mandate Limit as renewed must not exceed 10% of the total number of Shares in issue as at the date of the approval by the Shareholders. Options previously granted under the Share Option Scheme, whether outstanding, cancelled or lapsed in accordance with its applicable rules or already exercised, will not be counted for the purpose of calculating the limit as renewed.

If the Scheme Mandate Limit is renewed, on the basis of 3,764,195,000 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed to grant options to subscribe for up to 376,419,500 Shares, which do not include the options that are outstanding, cancelled or have lapsed as at the AGM.

The maximum limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme must not exceed such number of Shares as shall represent 30% of the Shares in issue from time to time. No options under the Share Option Scheme may be granted if such grant will result in this 30% limit being exceeded.

The purpose of the Share Option Scheme is to provide incentive and reward to the Directors and employees of the Company and its subsidiaries for the long-term interests of the Company and to align their interests with those of the Shareholders. In order to achieve the

LETTER FROM THE BOARD OF DIRECTORS

purpose of the Share Option Scheme for the benefits of the Company and the Shareholders, the Board proposes to refresh the Scheme Mandate Limit. The Board considers that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as it provides more flexibility for the Company to provide incentive to encourage the participants to perform their best in achieving the goals of the Company and allow the participants to enjoy the results of the Company attained through their efforts and contributions.

The refreshment of the Scheme Mandate Limit is conditional on:

- (i) the Shareholders passing an ordinary resolution by way of poll pursuant to the GEM Listing Rules to approve the refreshment of the Scheme Mandate Limit at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, any new Shares (representing a maximum of 10% of the Shares in issue as at the date of approval of the resolution at the AGM) which may fall to be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, any Shares to be issued upon exercise of the options to be granted under the refreshed Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises four executive Directors, namely, Ms. Lily Wu, Mr. Wang Jia Hua, Mr. Chang Wei Wen and Mr. Yang Meng Hsiu, and three independent non-executive Directors, namely, Mr. Leung Ka Kui, Johnny, Ms. Wong Ka Wai, Jeanne, and Mr. Chan Siu Wing, Raymond.

According to article 86(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

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 by rotation 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 the Articles of Association, Mr. Wang Jia Hua, Ms. Wong Ka Wai, Jeanne and Mr. Yang Meng Hsiu shall retire at the Annual General Meeting and, being eligible, shall offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD OF DIRECTORS

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. Ms. Wong has served as an independent non-executive Director of the Company for more than 9 years. During her years of appointment, Ms. Wong has demonstrated her ability to provide an independent view to the Company's matters. Notwithstanding her years of service as an independent non-executive Director of the Company, the Board is of the view that Ms. Wong is able to continue to fulfill her role as required and thus recommends her for re-election 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 three retiring Directors are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 17 to 21 to this circular.

A copy of 2015 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 and consolidated financial statements of the Company for the year ended 31 December 2015, 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 Monday, 9 May 2016 to Wednesday, 11 May 2016 (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 Friday, 6 May 2016.

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.

LETTER FROM THE BOARD OF DIRECTORS

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.

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 proposed refreshment of the Scheme Mandate Limit and the re-election of Directors, 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 of Association. 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 REPURCHASE

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) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,764,195,000 Shares.

As at the Latest Practicable Date, share options carrying rights to subscribe for up to an aggregate of 5,000,000 Shares remained outstanding. If the conversion rights attached to the said share options are exercised in full, 5,000,000 new Shares will be issued by the Company.

Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate to repurchase Shares, the Company would be allowed under the Repurchase Mandate to repurchase Shares up to a maximum of 376,419,500 Shares (assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the date of the Annual General Meeting), representing not more than 10% of the issued share capital of the Company as at the date of the Annual General Meeting. Assuming the conversion

rights attached to the aforementioned share options are exercised in full prior to the date of passing of the resolution and assuming also that there are no other changes in the issued ordinary share capital of the Company prior to the date of passing of the said resolution, the total number of Shares in issue will be 3,769,195,000 Shares and the Directors would be authorised to repurchase up to 376,919,500 Shares.

(IV) 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 2015 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.

(V) SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the 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>
2015		
March	0.330	0.255
April	0.445	0.265
May	0.435	0.250
June	0.425	0.305
July	0.380	0.195
August	0.325	0.214
September	0.330	0.226
October	0.320	0.275
November	0.300	0.189
December	0.230	0.205
2016		
January	0.230	0.177
February	0.193	0.172
March (up to the Latest Practicable Date)	0.185	0.165

(VI) 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 have undertaken to the GEM that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Memorandum and Articles of Association, 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.

(VII) 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>)	13.80%	15.33%
Best Heaven Limited (<i>Note 1</i>)	8.39%	9.32%
Mr. Tsai Chi Yuan (<i>Note 1</i>)	22.19%	24.65%

Note:

1. 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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 the GEM to be held by the public.

(VIII) SHARES REPURCHASE MADE BY THE COMPANY

The Company repurchased and cancelled a total of 1,780,000 of its own Shares on the Stock Exchange at an aggregate consideration (before expenses) of HKD390,585 during the previous six months immediately preceding the Latest Practicable Date.

Particulars of the repurchases are as follows:

Date of repurchase	No. of Shares	Price per share		Aggregate price
		Highest	Lowest	
		<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
November	<u>1,780,000</u>	0.228	0.211	<u>390,585</u>

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

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. Wang Jia Hua (“Mr. Wang”), an executive Director

Length of service

Mr. Wang was appointed as executive Director and the Managing Director with effect from 5 January 2016 for a term of one year and can be terminated by either the Company or Mr. Wang 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. Wang will retire at the Annual General Meeting, at which he will, being eligible, offer himself for re-election pursuant to article 86(3) of the Articles of Association. Thereafter, Mr. Wang will be subject to retirement by rotation and re-election at Annual General Meetings in accordance with articles 87(1) and (2) of the Articles of Association

Qualifications and experience

Mr. Wang has extensive experience in the securities industry in the People’s Republic of China (the “PRC”). Mr. Wang has involved in the restructuring and merger and acquisition activities of several listed companies in the PRC and has extensive practical experience in the securities investment, assets management and risk control management of the securities market. Mr. Wang is currently an independent non-executive director of Earnest Investment Holdings Limited, a company whose shares are listed in the Main Board of the Stock Exchange. Save as aforesaid, Mr. Wang does not hold any other positions with the Company and other members of the Group and has not held any other directorships in any listed companies in the last three years.

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

Mr. Wang 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

Mr. Wang is interested in 5,000,000 shares of the Company as at the Latest Practicable Date pursuant to Part XV of the SFO.

Amount of emoluments

Under the service contract entered into between the Company and Mr. Wang, he is entitled to fixed annual salaries of HK\$240,000 and discretionary bonus which was determined with reference to his role and responsibilities and the prevailing market conditions. Save for the said salaries, Mr. Wang is not entitled to any other emoluments for holding his office as an executive Director.

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

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 Meetings in accordance with articles 87(1) and (2) of the Articles of Association.

Qualifications and experience

Ms. Wong 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 28 years of experience in finance, accounting, taxation and corporate affairs. Ms. Wong is a member of the Institute of Chartered Accountants in 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 and Consultant of a local law firm and CPA firm. Ms. Wong is also an independent non-executive director of Hua Xia Healthcare Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange. Ms. Wong does not hold any other positions with the Company and other members of the Group and has not held any other directorships in any listed companies in the last three years.

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 (as defined under GEM Listing Rules) as at the Latest Practicable Date.

Interests in Shares

Ms. Wong does not have any interests in Shares within the meaning of Part XV of the SFO 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 a fixed annual salary of HK\$120,000 which was determined with reference to her role and responsibilities and the prevailing market conditions. Save for the said salaries, Ms. Wong is not entitled to any other emoluments for holding her 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.

Mr. Yang Meng Hsiu (“Mr. Yang”), an executive Director

Length of service

Mr. Yang was appointed as executive Director with effect from 11 March 2011 and will continue thereafter unless and until terminated by either the Company or Mr. Yang by giving not less than three months’ prior notice in writing and such appointment is subject at all times to the Articles of Association. Mr. Yang 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. Yang will be subject to retirement by rotation and re-election at Annual General Meetings in accordance with articles 87(1) and (2) of the Articles of Association.

Qualifications and experience

Mr. Yang graduated from The Leader University of Taiwan (currently known as The University of Kang Ning) with a bachelor degree in leisure management. Mr. Yang had more than 10 years of experience in product planning and brand name marketing business. Mr. Yang has not held directorships in any other listed companies in the last 3 years.

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

Mr. Yang 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

Mr. Yang is the beneficial owner of the entire issued share capital of Big Run Investment Co. Limited, a company incorporated in the British Virgin Islands, which is interested in 43,000,000 shares of the Company as at the Latest Practicable Date. Mr. Yang is therefore deemed to be interested in the Shares held by Big Run Investments Co. Ltd pursuant to Part XV of the SFO.

Amount of emoluments

Under the service contract entered into between the Company and Mr. Yang, he is entitled to fixed annual salaries of HK\$180,000 and discretionary bonus which was determined with reference to his role and responsibilities and the prevailing market conditions. Save for the said salaries, Mr. Yang is not entitled to any other emoluments for holding his 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.

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 9:15 a.m. on Wednesday, 11 May 2016, at Unit 302, 3rd Floor, Seapower Centre, 73 Lei Muk Road, Kwai Chung, 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 auditors of the Company and the audited consolidated financial statements of the Company for the year ended 31 December 2015.
2. Each a separate resolution, to re-elect Mr. Wang Jia Hua, Ms. Wong Ka Wai, Jeanne and Mr. Yang Meng Hsiu as the Directors and to authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditors of the Company 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 the Growth Enterprise Market (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;
- (b) the approval in paragraph (a) of this resolution shall, in addition to any other authorisation given to the Directors, authorize 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;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital 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 (the “Articles of Association”) of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company 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).”

- 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 the GEM or any other stock exchange on which the Shares may be listed and which is recognized by The Securities and Futures

NOTICE OF ANNUAL GENERAL MEETING

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

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

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of options which may be granted under the Company’s share option scheme adopted by the Company on 8 January 2008 (the “**Share Option Scheme**”), the existing scheme mandate limit in respect of the granting of options to subscribe

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for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10 per cent. (10%) of the number of Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors be and are hereby authorized, subject to compliance with the GEM Listing Rules and the terms of the Share Option Scheme, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

By order of the Board
Phoenitron Holdings Limited
Lau Ka Chung
Company Secretary

Hong Kong, 31 March 2016

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 Monday, 9 May 2016 to Wednesday, 11 May 2016, both days 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 6 May 2016.
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 of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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 2015.