
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Voicecomm Technology Co., Ltd.*, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Voicecomm Technology Co., Ltd.* 聲通科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2495)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (2) PROPOSED GRANTING OF GENERAL MANDATE TO
REPURCHASE H SHARES**
- (3) PROPOSED ADOPTION OF THE 2026 SHARE SCHEME FUNDED
BY EXISTING SHARES**
- (4) PROPOSED AUTHORIZATION TO THE BOARD AND/OR
AUTHORIZED PERSON TO HANDLE MATTERS RELATING TO
THE 2026 SHARE SCHEME
AND**
- (5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the EGM of Voicecomm Technology Co., Ltd.* to be held at 2:00 p.m. on Friday, January 30, 2026 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, the PRC is set out on pages EGM-1 to EGM-4 of this circular. A form of proxy for use at the EGM is enclosed with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.voicecomm.cn) respectively.

Whether or not you intend to attend the EGM, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 2:00 p.m. on Thursday, January 29, 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

Reference to dates and time in this circular are to Hong Kong dates and time. Where the context so permits or requires in this circular, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.

* For identification purpose only

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DEFINITIONS

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

“Adoption Date”	the date on which the 2026 Share Scheme is approved and adopted in accordance with the resolution of the Shareholders to be considered, and if thought fit, passed at the EGM, or any adjournment thereof
“Articles of Association” or ‘Articles’	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Company Law”	the Company Law of the PRC
“Company”	Voicecomm Technology Co., Ltd.* (聲通科技股份有限公司), a joint stock company incorporated in the PRC with limited liability on May 7, 2015, the H Shares of which are listed on the Stock Exchange (stock code: 2495)
“Connected Entity Participant(s)”	any director and employee of the holding company, fellow subsidiary or associated company of the Company
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting to be held by the Company at 2:00 p.m. on Friday, January 30, 2026 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, the PRC
“Eligible Person(s)”	an Employee Participant, Connected Entity Participant or Service Provider, whom the Board or the Scheme Administrator consider(s), in their sole discretion, to have contributed or will contribute to the Group

* For identification purpose only

DEFINITIONS

“Employee Participant(s)”	any PRC or non-PRC director(s) (including executive, non-executive and independent non-executive director(s)) and employee(s) (whether full-time or part-time) of the Company or any of its subsidiaries, and including any person(s) who is granted Options as an inducement to enter into employment contracts with the Company or any of its subsidiaries
“general meeting”	the general meeting of the Company
“Grant Date”	the date on which the grant of an Option is made to a Participant, being the date of an offer letter in respect of such Option
“Group”	the Company and its subsidiaries from time to time
“H Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the EGM to repurchase H Shares on the Stock Exchange of not exceeding 10% of the total number of issued H Shares (excluding any treasury shares) as at the date of passing of the relevant resolutions
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Share(s)
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	January 14, 2026, being the latest practicable date for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Option(s)”	a right to subscribe for such number of H Shares pursuant to the Scheme
“PRC”	the People’s Republic of China

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Scheme Administrator”	the committee of the Board or person(s) to which the Board has delegated its authority (as applicable) to administer the Scheme
“Scheme Rules”	the rules relating to the Scheme
“Selected Participant(s)” or “Participant(s)”	any Eligible Person(s) who, in accordance with the 2026 Share Scheme, is approved for participation in the 2026 Share Scheme, and has been granted any Options thereunder
“Service Provider(s)”	any person(s) who has continuously provided services beneficial to the Group’s long-term development in the ordinary course of the Group’s business as defined in the Scheme Rules
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising Unlisted Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	any subsidiary (as defined in the Listing Rules) of the Company
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“Unlisted Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange
“Unlisted Shareholder(s)”	holder(s) of the Unlisted Share(s)
“2026 Share Scheme” or “Scheme”	the 2026 H share option scheme funded by existing shares and proposed to be approved by the Shareholders at the EGM

LETTER FROM THE BOARD



Voicecomm Technology Co., Ltd.* 聲通科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2495)

Executive Directors:

Mr. Tang Jinghua (*Chairman*)
Mr. Sun Qi

Non-executive Directors:

Mr. Yang Xiaoyuan
Mr. Tan Xiaobo
Mr. Chen Yulei
Ms. Ma Tiantian

Independent Non-executive Directors:

Mr. Liu Rong
Mr. Wu Haipeng
Mr. Mu Binrui
Mr. Leung Kin Hong

Registered office:

4th Floor, F11 Building,
Phase 4.1
Wuhan Software New City
East Lake High-tech
Development Zone, Wuhan
Hubei Province, the PRC

*Principal place of business
in Hong Kong:*

40th Floor
Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

January 15, 2026

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (2) PROPOSED GRANTING OF GENERAL MANDATE TO
REPURCHASE H SHARES**
- (3) PROPOSED ADOPTION OF THE 2026 SHARE SCHEME FUNDED
BY EXISTING SHARES**
- (4) PROPOSED AUTHORIZATION TO THE BOARD AND/OR
AUTHORIZED PERSON TO HANDLE MATTERS RELATING TO
THE 2026 SHARE SCHEME
AND**
- (5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The Company intends to hold the EGM at 2:00 p.m. on Friday, January 30, 2026 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, the PRC. The notice convening the EGM is set out on pages EGM-1 to EGM-4 of this circular.

LETTER FROM THE BOARD

The purpose of this circular is to provide you the notice of EGM and the detailed information in relation to, among other things, the following resolutions to be proposed at the EGM, to enable you to make an informed decision on whether to vote for or against the following resolutions.

MATTERS TO BE RESOLVED AT THE EGM

Special Resolutions

(1) *Proposed Amendments to the Articles of Association*

Reference is made to the announcement of the Company dated January 5, 2026 in relation to (i) the proposed change of headquarters, principal place of business and the registered office of the Company in the PRC, (ii) the proposed change of business scope of the Company and (iii) the proposed amendments to the existing Articles of Association.

The Board has resolved to change the addresses of headquarters, principal place of business and the registered office of the Company in the PRC to 6th Floor, F11 Building, Phase 4.1, Wuhan Software New City, East Lake High-tech Development Zone, Wuhan, Hubei Province, the PRC (the “**Proposed Change of Address**”) and make certain wording adjustments to the description of the Company’s business scope in response to comments from the relevant authorities in the PRC (the “**Proposed Change of Business Scope**”).

Following the Proposed Change of Address and the Proposed Change of Business Scope, the Board proposed to make corresponding amendments to the existing Articles of Association and to incorporate other miscellaneous amendments (the “**Proposed Amendments**”). Details of the Proposed Amendments are set out in Appendix I to this circular. Except for the Proposed Amendments, other articles of the Articles of Association will remain unchanged. The English version of the Articles of Association (and/or the Proposed Amendments) is an unofficial translation of its Chinese version and is provided for reference only. In case of any discrepancy, the Chinese version shall prevail.

The Proposed Change of Address shall take effect upon the completion of the registration procedures with the relevant governmental authorities in the PRC, while the Proposed Change of Business Scope and the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the EGM. As the adjustment is clarificatory in nature, no filing or registration with the registration authorities in the PRC is required for the Proposed Change of Business Scope.

LETTER FROM THE BOARD

(2) Proposed Granting of General Mandate to Repurchase H Shares

In order to facilitate the optimization of the capital structure, stabilize the share price, convey confidence in development to the market, and ensure a degree of flexibility, the Board considered and approved the resolution in relation to the proposed grant of the H Share Repurchase Mandate. The resolution in relation to the proposed grant of the H Share Repurchase Mandate will be submitted, by way of a special resolution, for the Shareholders' consideration and approval at the EGM, particulars of which are set out as follows and in the notice of EGM.

It is proposed that the Board be authorized to repurchase, during the Relevant Period, an aggregate number of H Shares not exceeding 10% of the total number of H Shares (excluding treasury shares) in issue as at the date on which the resolution in relation to the grant of the H Share Repurchase Mandate is considered and approved at the EGM, in accordance with market conditions and the needs of the Company, in order to maintain the value of the Company and the interests of Shareholders, or to use the H Shares for purposes including but not limited to, employee stock ownership plan or equity incentive, conversion of corporate bonds issued by the Company that are convertible into Shares, etc.

For the purpose of the H Share Repurchase Mandate, “**Relevant Period**” means the period from the passing of the special 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 to be held; and
- (iii) the date on which the authority set out in the special resolution is revoked or varied by a special resolution of the shareholders in a general meeting.

It is proposed that the Board also be generally authorized to handle relevant matters in relation to the repurchase of the H Shares, including but not limited to:

- (i) determining detailed repurchase plan, including but not limited to repurchase price, number of H Shares to be repurchased, timing of repurchase and period of repurchase, pursuant to the requirements under the relevant laws and regulations including the Company Law, the Listing Rules and the Articles of Association;
- (ii) preparing, amending, supplementing, executing, delivering, submitting and implementing all agreements, contracts and documents occurring in the course of the repurchase and making filings in accordance with the requirements of the regulatory authorities (if applicable);

LETTER FROM THE BOARD

- (iii) opening overseas share account(s) and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to the transfer of overseas repurchase funds;
- (iv) keeping the repurchased H Shares as treasury shares and to deal with the same subject to the provisions of the Articles of Association and the Listing Rules, or carrying out cancellation procedures for repurchased H Shares, reducing registered capital of the Company in order to reflect the amount of H Shares repurchased in accordance with the H Share Repurchase Mandate and making relevant amendments to the Articles of Association as it deems appropriate in order to reflect the reduction of the registered capital of the Company;
- (v) carrying out any other necessary actions and dealing with any matters which the Board reasonably considers necessary to the exercise of the H Share Repurchase Mandate, provided that such matters are not in contravention of the applicable laws and regulations; and
- (vi) subject to the above authorizations, the Board continues to authorize any one executive Director to determine, execute and handle all matters relating to the aforesaid repurchase of Shares.

The Directors believe that the H Share Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Subject to prevailing market conditions and funding arrangements, exercising the H Share Repurchase Mandate may enhance the Company's net asset value per Share and will only be undertaken when the Directors believe that the repurchase is in the interests of the Company and the Shareholders as a whole. Subject to the consideration and approval by the Shareholders at the EGM, the Company will determine whether it will proceed with the repurchase and make specific repurchase plans as and when appropriate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the H Share Repurchase Mandate is set out in Appendix II to this circular.

(3) Proposed Adoption of the 2026 Share Scheme Funded by Existing Shares

In accordance with the Company's strategic development needs and with the recommendation of the remuneration committee of the Board of the Company, the Board has proposed to adopt the 2026 Share Scheme subject to the approval by the Shareholders at the EGM. For summary of the principal terms of the 2026 Share Scheme, please refer to Appendix III to this circular.

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The 2026 Share Scheme will constitute a share scheme that is funded by existing shares of the issuer under Rule 17.01(1)(b) of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. It does not constitute a share scheme involving the issue of new Shares as referred to in Chapter 17 of the Listing Rules as the 2026 Share Scheme is funded by existing H Shares only, and as such, does not require Shareholders' approval under the Listing Rules. However, according to the Articles of Association, the adoption of the 2026 Share Scheme shall be subject to Shareholders' approval. Accordingly, a special resolution in relation to the proposed adoption of the 2026 Share Scheme will be submitted for the Shareholders' consideration and approval at the EGM. In addition, the trustee of the 2026 Share Scheme will also comply with Rule 17.05A of the Listing Rules, under which the trustee holding unvested Shares of the 2026 Share Scheme, whether directly or indirectly, will abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. If any award is proposed to be granted to a connected person of the Company, and such grant constitutes a connected transaction under Chapter 14A of the Listing Rules, the Company shall comply with the applicable provisions under Chapter 14A of the Listing Rules.

As of the Latest Practicable Date, the Company did not have any share option scheme or share award scheme in effect, and there were no share options or awards granted under any share scheme of the Company which remain outstanding.

The rules of the 2026 Share Scheme will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.voicecomm.cn) for display for a period of 14 days from (and including) the date of this circular and will be made available for inspection at the EGM.

(4) Proposed Authorization to the Board and/or Authorized Person to Handle Matters Relating to the 2026 Share Scheme

In order to ensure the successful implementation of the 2026 Share Scheme, a special resolution will be proposed at the EGM to grant an authorization to the Board and/or its authorized person to handle matters relating to the 2026 Share Scheme with full authority, including but not limited to:

- (i) to authorize the Board to consider, appoint and establish the management committee for the purpose of the 2026 Share Scheme (the “**Management Committee**”) as the Scheme Administrator under the 2026 Share Scheme, consisting of Mr. Tang Jinghua, the chairman of the Board, Mr. Lian Zhuyan, the director of the Board office and Ms. Zeng Aijie, the investor relations manager of the Company;
- (ii) to authorize any member of the Management Committee to enter into the trust deed on behalf of the Company with the trustee (the “**Trustee**”) for the purpose of the 2026 Share Scheme and to affix the Company seal onto such trust deed, pursuant to which the Trustee will provide trust services for the 2026 Share Scheme;

LETTER FROM THE BOARD

- (iii) to authorize the Board to consider and approve the plan management agreement and to authorize any member of the Management Committee to enter into the plan management agreement with the Trustee on behalf of the Company, pursuant to which the Trustee will provide plan management services in respect of the 2026 Share Scheme;
- (iv) to authorize the Board to set up a cash securities account so as to facilitate the provision of trading services and trading platform for the Selected Participants of the 2026 Share Scheme by the Trustee;
- (v) to authorize the Board to consider and authorize the Management Committee to handle matters pertaining to the 2026 Share Scheme with full authority during the validity period of the 2026 Share Scheme, including but not limited to:
 - a. to interpret and construe the rules of the 2026 Share Scheme and the terms of Options granted thereunder, and such interpretation and construction shall be binding on all relevant parties;
 - b. to formulate or amend arrangements, guidelines, procedures and/or regulations relating to the administration, interpretation, implementation and operation of the 2026 Share Scheme, provided that such documents shall not be inconsistent with the rules of the 2026 Share Scheme or applicable laws and regulations;
 - c. to select and determine from time to time the Selected Participants and grant Options to such participants pursuant to the 2026 Share Scheme;
 - d. to determine the number of Options to be granted to each Selected Participant, ensuring compliance with the limits prescribed under the 2026 Share Scheme;
 - e. to determine the specific terms and conditions of the Options (including, without limitation, the exercise price, vesting period and validity period of the Options), and to make such discretionary adjustments to the terms of the Options granted under the 2026 Share Scheme as may be necessary or appropriate in light of changes in the Company's capital structure, regulatory requirements or otherwise, provided that the Scheme Limit (as defined in the Scheme Rules) shall not be adjusted and if such amendments require the approval of the Shareholders' meeting and/or relevant regulatory authorities pursuant to the relevant laws, regulations or requirements of the relevant regulatory authorities, the Board or the authorized person shall obtain the corresponding authorization for such amendments;
 - f. to determine whether, and to what extent and under what circumstances, the exercise price of Options granted under the 2026 Share Scheme may be satisfied in cash, by non-H Shares or other property, or to decide on the lapse, cancellation, forfeiture and/or return of Options;

LETTER FROM THE BOARD

- g. to determine the commencement and/or termination dates of employment of a Selected Participant with any member of the Group, as the basis for determining the vesting, exercise or lapse of the Options granted under the 2026 Share Scheme;
- h. where applicable, to formulate and administer performance targets in relation to the 2026 Share Scheme and to assess the achievement of such performance targets as the principal basis for the vesting of Options;
- i. to approve the form and content of grant letters under the 2026 Share Scheme, which need not be identical for each participant and may be adjusted flexibly according to the circumstances of the grant;
- j. to determine all other matters requiring determination in connection with the grant of Options under the 2026 Share Scheme, and to make any other decisions and take any actions which it considers necessary or desirable for the administration of the 2026 Share Scheme;
- k. to take such other steps or actions as may be necessary to ensure the effective implementation of the rules of the 2026 Share Scheme and the terms of the Options and to achieve the intended purposes of the 2026 Share Scheme; and
- l. on behalf of the Company, to approve, execute, perfect, deliver, negotiate and enter into all agreements, contracts, documents, regulations and matters which are reasonable, necessary, desirable, appropriate or beneficial for the implementation and/or giving effect to all transactions relating to the 2026 Share Scheme, and, where necessary, to make reasonable modifications, amendments, replacements, adjustments and/or supplements thereto; and where the affixing of the Company's common seal is required, to sign the relevant documents and affix the common seal in accordance with the Articles of Association.

A special resolution will be proposed at the EGM to consider and approve the above proposed authorization to the Board and/or authorized person to handle matters relating to the 2026 Share Scheme.

LETTER FROM THE BOARD

NOTICE OF EGM

The notice convening the EGM of the Company to be held at 2:00 p.m. on Friday, January 30, 2026 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, the PRC, is set out on pages EGM-1 to EGM-4 of this circular. In order to ascertain holders of H Shares who are entitled to attend the EGM, the register of members of H Shares of the Company will be closed from Tuesday, January 27, 2026 to Friday, January 30, 2026, both days inclusive, during which period no transfer of H Shares will be registered. To be eligible to attend and vote at the EGM, unregistered holders of H Shares shall ensure all transfer documents accompanied by the relevant share certificates are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, January 26, 2026 for registration.

PROXY ARRANGEMENT

A form of proxy for use at the EGM is enclosed with this circular and published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.voicecomm.cn) respectively. Whether or not you intend to attend the EGM, you are required to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) or the business address of the Company at 4th Floor, F11 Building, Phase 4.1, Wuhan Software New City, East Lake High-tech Development Zone, Wuhan, Hubei Province, the PRC (for Unlisted Shareholders), not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the EGM if you so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted on by poll except where the chairman of the meeting decides to allow a resolution solely in respect of a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice of the EGM will be voted on by poll. The poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.voicecomm.cn) upon the conclusion of the EGM.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as of the Latest Practicable Date, no Shareholders were required to abstain from voting on the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Board considers that the resolutions to be proposed at the EGM in relation to (i) the proposed amendments to the Articles of Association, (ii) the proposed granting of general mandate to repurchase H Shares, (iii) the proposed adoption of the 2026 Share Scheme funded by existing shares and (iv) the proposed authorization to the Board and/or authorized person to handle matters relating to the 2026 Share Scheme are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all resolutions to be proposed at the EGM.

By order of the Board
Voicecomm Technology Co., Ltd.*
Mr. TANG Jinghua
Chairman

* *For identification purpose only*

The details of the proposed amendments to the Articles of Associations are as follows (deleted texts are presented in strikethrough and additional texts are presented in underline and bold):

Content of the original Articles of Association	Content of the amended Articles of Association
<p>Article 5 Domicile of the Company: 4th Floor, F11 Building, Phase 4.1, Wuhan Software New City, East Lake High-tech Development Zone, Wuhan, Hubei Province.</p>	<p>Article 5 Domicile of the Company: <u>46</u>th Floor, F11 Building, Phase 4.1, Wuhan Software New City, East Lake High-tech Development Zone, Wuhan, Hubei Province.</p>
<p>Article 14 As registered in accordance with the law, the business scope of the Company is: General items: technology services, technology development, technology consultation, technology exchanges, technology transfer, technology promotion; wholesale of computer hardware, software and auxiliary equipment; retail of computer hardware, software and auxiliary equipment; sales of electronic products; sales of communication equipment; computer system services; information system integration services; application system integration services for the artificial intelligence industry; smart control system integration; information technology consultation services; artificial intelligence public data platform; IoT technology services; IoT application services; IoT equipment sales; big data services; advertisement design, agency; sales agency; Internet sales (except for the sale of commodities subject to licensing); import and export of technology; sales of Class II medical devices; sales of motor vehicles; sales of new energy motor vehicles. (Conduct business activities independently according to the law with the business license, except for the items subject to approval by law.)</p> <p>The business scope mentioned in the preceding paragraph shall be subject to the contents registered with the competent company registration authorities.</p>	<p>Article 14* As registered in accordance with the law, the business scope of the Company is: General items: technology services, technology development, technology consultation, technology exchanges, technology transfer, technology promotion; wholesale of computer hardware, software and auxiliary equipment; retail of computer hardware, software and auxiliary equipment; sales of electronic products; sales of communication equipment; computer system services; information system integration services; application system integration services for the artificial intelligence industry; smart control system integration; information technology consultation services; artificial intelligence public data platform; IoT technology services; IoT application services; IoT equipment sales; big data services; advertisement design, agency; sales agency; Internet sales (except for the sale of commodities subject to licensing); import and export of technology; sales of Class II medical devices; sales of motor vehicles; sales of new energy motor vehicles. (Conduct business activities independently according to the law with the business license, except for the items subject to approval by law.)</p> <p>The business scope mentioned in the preceding paragraph shall be subject to the contents registered with the competent company registration authorities.</p>

* The amendment is made to the Chinese version of Article 14 only and the English version remains unchanged.

APPENDIX I**PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION**

Content of the original Articles of Association	Content of the amended Articles of Association
<p>Article 117 The Board shall perform the following functions:</p> <p>(I) to convene the general meetings and report to the general meetings;</p> <p>(II) to implement the resolutions of the general meetings;</p> <p>(III) to determine business operation plans and investment proposals of the Company;</p> <p>(IV) to formulate the plans for profit distribution and recovery of losses of the Company;</p> <p>(V) to formulate plans for increase or reduction of the registered capital of the Company, issuance of bonds or other securities and listing;</p> <p>(VI) to formulate plans for major acquisitions, purchase of shares of the Company, merger, division, dissolution or changes in the form of the Company;</p> <p>(VII) to determine the matters such as the Company's external investment, purchase or sales of assets, asset pledge, external guarantee, entrusted wealth management, connected transactions and external donation within the scope authorized by the general meeting and the Articles of Association;</p> <p>(VIII) to decide on the setup of the internal management organization of the Company;</p>	<p>Article 117 The Board shall perform the following functions:</p> <p>(I) to convene the general meetings and report to the general meetings;</p> <p>(II) to implement the resolutions of the general meetings;</p> <p>(III) to determine business operation plans and investment proposals of the Company;</p> <p>(IV) to formulate the plans for profit distribution and recovery of losses of the Company;</p> <p>(V) to formulate plans for increase or reduction of the registered capital of the Company, issuance of bonds or other securities and listing;</p> <p>(VI) to formulate plans for major acquisitions, purchase of shares of the Company, merger, division, dissolution or changes in the form of the Company;</p> <p>(VII) to determine the matters such as the Company's external investment, purchase or sales of assets, asset pledge, external guarantee, entrusted wealth management, connected transactions and external donation within the scope authorized by the general meeting and the Articles of Association;</p> <p>(VIII) to decide on the setup of the internal management organization of the Company;</p>

APPENDIX I**PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION**

Content of the original Articles of Association	Content of the amended Articles of Association
<p>(IX) to determine the appointment or dismissal of the general manager and secretary to the Board and other senior management of the Company, as well as to determine their remuneration and rewards and punishments; and based on the nomination of the general manager, to appoint or dismiss the deputy general manager, the chief financial officer and other senior management of the Company, and to determine their remuneration, rewards and punishments;</p> <p>(X) to formulate the basic management systems of the Company;</p> <p>(XI) to formulate plans for any amendments to the Articles of Association;</p> <p>(XII) to manage the disclosure of information of the Company;</p> <p>(XIII) to propose at the general meeting the appointment or replacement of the accounting firm that performs audit for the Company;</p> <p>(XIV) to receive the work report of the general manager of the Company and examine on the work of the general manager;</p> <p>(XV) to formulate and implement the equity incentive plan of the Company;</p> <p>(XVI) to fulfill other duties and powers granted by laws, administrative regulations, departmental rules, listing rules of the place where the shares of the Company are listed or the Articles of Association and the general meeting.</p>	<p>(IX) to determine the appointment or dismissal of the general manager and secretary to the Board and other senior management of the Company, as well as to determine their remuneration and rewards and punishments; and based on the nomination of the general manager, to appoint or dismiss the deputy general manager, the chief financial officer and other senior management of the Company, and to determine their remuneration, rewards and punishments;</p> <p>(X) to formulate the basic management systems of the Company;</p> <p>(XI) to formulate plans for any amendments to the Articles of Association;</p> <p>(XII) to manage the disclosure of information of the Company;</p> <p>(XIII) to propose at the general meeting the appointment or replacement of the accounting firm that performs audit for the Company;</p> <p>(XIV) to receive the work report of the general manager of the Company and examine on the work of the general manager;</p> <p>(XV) to formulate and implement the equity incentive plan of the Company;</p> <p><u>(XVI) to consider or authorize executive directors to decide on bank loans or credit facilities where the aggregate exposure of the Company's application to banks for integrated credit facilities exceeds 50% of the total assets disclosed in the most recent published annual report or interim report (whichever is later);</u></p>

APPENDIX I**PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION**

Content of the original Articles of Association	Content of the amended Articles of Association
<p>The limitation of the functions and powers of the Board in the Articles of Association shall not be against a bona fide third party.</p> <p>Where the Board makes decisions on the above matters that fall within the scope of the participation of the Party organization of the Company in decision-making on major issues, it shall first listen to the opinions and advice of the Party organization of the Company.</p> <p>Matters exceeding the scope of authorization by the general meeting shall be submitted to the general meeting for consideration.</p>	<p>(XVI) (XVII) to fulfill other duties and powers granted by laws, administrative regulations, departmental rules, listing rules of the place where the shares of the Company are listed or the Articles of Association and the general meeting.</p> <p>The limitation of the functions and powers of the Board in the Articles of Association shall not be against a bona fide third party.</p> <p>Where the Board makes decisions on the above matters that fall within the scope of the participation of the Party organization of the Company in decision-making on major issues, it shall first listen to the opinions and advice of the Party organization of the Company.</p> <p>Matters exceeding the scope of authorization by the general meeting shall be submitted to the general meeting for consideration.</p>
<p>Article 141 The general manager shall report to the Board, and shall exercise the following functions and powers:</p> <p>(I) to be in charge of the production operation and management work of the Company, to organize the implementation of the resolutions of the Board and to report his or her work to the Board;</p> <p>(II) to organize the implementation of the annual operation plans and investment proposals of the Company;</p> <p>(III) to draft the plan for establishing the internal management body of the Company;</p> <p>(IV) to draft the basic management system of the Company;</p>	<p>Article 141 The general manager shall report to the Board, and shall exercise the following functions and powers:</p> <p>(I) to be in charge of the production operation and management work of the Company, to organize the implementation of the resolutions of the Board and to report his or her work to the Board;</p> <p>(II) to organize the implementation of the annual operation plans and investment proposals of the Company;</p> <p>(III) to draft the plan for establishing the internal management body of the Company;</p> <p>(IV) to draft the basic management system of the Company;</p>

APPENDIX I**PROPOSED AMENDMENTS TO THE
ARTICLES OF ASSOCIATION**

Content of the original Articles of Association	Content of the amended Articles of Association
<p>(V) to develop the specific rules of the Company;</p> <p>(VI) to suggest the Board on the appointment or dismissal of any deputy general manager, the chief financial officer and other senior management of the Company;</p> <p>(VII) to appoint or dismiss management other than those to be appointed or dismissed by the Board;</p> <p>(VIII) to exercise other functions and powers granted by the Articles of Association or the Board.</p> <p>Where the general manager makes decisions on the above matters that fall within the scope of the participation of the Party organization of the Company in decision-making on major issues, it shall first listen to the opinions and advice of the Party organization of the Company.</p> <p>The general manager shall attend meetings of the Board.</p>	<p>(V) to develop the specific rules of the Company;</p> <p>(VI) to suggest the Board on the appointment or dismissal of any deputy general manager, the chief financial officer and other senior management of the Company;</p> <p>(VII) to appoint or dismiss management other than those to be appointed or dismissed by the Board;</p> <p><u>(VIII) to decide on bank loans or credit facilities where the aggregate exposure of the Company's application to banks for integrated credit facilities does not exceed 50% of the total assets disclosed in the most recent published annual report or interim report (whichever is later);</u></p> <p><u>(VIII) (IX)</u> to exercise other functions and powers granted by the Articles of Association or the Board.</p> <p>Where the general manager makes decisions on the above matters that fall within the scope of the participation of the Party organization of the Company in decision-making on major issues, it shall first listen to the opinions and advice of the Party organization of the Company.</p> <p>The general manager shall attend meetings of the Board.</p>

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolution to be proposed at the EGM in relation to the granting of the H Share Repurchase Mandate.

1. REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB35,524,210, comprising 6,997,250 Unlisted Shares and 28,526,960 H Shares of RMB1.00 each.

Subject to the passing of the special resolution in respect of the granting of the H Share Repurchase Mandate at the EGM and on the basis that the issued share capital of the Company remains unchanged on the date of the EGM, i.e. being 6,997,250 Unlisted Shares and 28,526,960 H Shares, the Board would be authorized under the H Share Repurchase Mandate to repurchase, during the period in which the H Share Repurchase Mandate remains in force, a total of 2,852,696 H Shares, representing 10% of the total number of H Shares in issue (excluding any treasury shares) as at the date of the EGM.

2. REASONS FOR SHARE REPURCHASE

The Board believes that the granting of the H Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on the market conditions and funding arrangements at the time, leads to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Board believes that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the Listing Rules, the laws of the PRC and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

The Directors are of the view that, in the light of the financial position disclosed in the most recently published audited accounts of the Company for the year ended December 31, 2024, there will not be any material adverse impact on the Company's working capital or gearing levels in the event of the exercise of the H Share Repurchase Mandate in full at any time during the Relevant Repurchase Period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors in due course with the market conditions then prevailing considered and in the best interests of the Company.

The Company will cancel any repurchased Shares and/or hold the repurchased Shares as treasury shares based on the circumstances at the time of repurchasing the Shares, including market conditions and its capital management needs. If the Company holds any H Shares as treasury shares, the sale or transfer of the H Shares held in treasury will be conducted in accordance with the Listing Rules and applicable PRC laws and regulations.

5. MARKET PRICES OF H SHARES

The highest and lowest prices of the H Shares traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
January	227.0	195.0
February	281.0	209.0
March	295.0	221.2
April	268.6	209.0
May	650.0	101.9
June	148.0	80.5
July	101.0	58.5
August	95.7	60.8
September	75.2	59.0
October	78.8	56.0
November	58.2	48.5
December	74.9	50.3
2026		
January (<i>up to the Latest Practicable Date</i>)	77.2	52.5

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the H Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the H Share Repurchase Mandate is approved by the Shareholders.

The Board will exercise the power of the Company to make repurchases pursuant to the H Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the PRC. To the best of the knowledge of the Directors, there is nothing unusual in this Explanatory Statement and the proposed H Share repurchase.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in its own name as treasury shares.

7. TAKEOVERS CODE

If as a result of a repurchase of H Shares pursuant to the H Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, (i) Mr. Tang Jinghua and Mr. Sun Qi were parties acting in concert with each other by virtue of the concert party agreement dated March 20, 2021 and the supplemental agreement to the concert party agreement dated July 21, 2025; (ii) Mr. Tang Jinghua held 2,098,000 Unlisted Shares and 1,400,000 H Shares and 99% of Hubei Voicecomm Rongzhi Technology Group Co., Ltd. (湖北聲通融智技術集團有限公司), which held 3,043,558 Unlisted Shares and 2,050,000 H Shares; and (iii) Mr. Sun Qi held 700,000 Unlisted Shares and 1,100,000 H Shares and the entire issued share capital of Shanghai Jiageng Culture Communication Co., Ltd. (上海甲庚文化傳播有限公司), which held 210,000 Unlisted Shares and 330,000 H Shares. Accordingly, Mr. Tang Jinghua and Mr. Sun Qi controlled or were entitled to control the voting rights of 10,931,558 Shares (comprising 4,880,000 H Shares and 6,051,558 Unlisted Shares), representing approximately 30.77% of the total issued shares of the Company as at the Latest Practicable Date. In the event that the Directors exercise the proposed H Share Repurchase Mandate in full, the aggregate voting rights controlled by Mr. Tang Jinghua and Mr. Sun Qi would be increased to approximately 33.46% of the issued share capital of the Company. The Directors consider that such an increase in shareholding may trigger an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the H Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

Save as disclosed above, the Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law.

8. H SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the H Shares (whether on the Stock Exchange or otherwise).

The following is a summary of the principal terms of the 2026 Share Scheme to be adopted at the EGM to provide sufficient information to Shareholders for their consideration of the 2026 Share Scheme proposed to be adopted at the EGM. It does not form part of, nor is it intended to be part of the 2026 Share Scheme.

1. PURPOSES

The purposes of the Scheme are:

- (a) to attract, motivate and retain skilled and experienced personnel who are Eligible Persons to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests in the Company;
- (b) to deepen the reform on the Company's remuneration system and to develop and constantly improve the interests balance mechanism among the Shareholders, the operational and executive management;
- (c) to recognize the contributions of the leadership of the Company; encourage, motivate and retain the leadership of the Company whose contributions are beneficial to the continual operation, development and long-term growth of the Group; and provide additional incentive for the leadership of the Company and long standing employee by aligning the interests of the leadership of the Company to those of the Shareholders and the Group as a whole; and
- (d) to recognize the important support of Connected Entity Participants and Service Providers for the Group's business expansion, technological innovation and ecological construction; to establish a long-term interest binding mechanism by granting Options to motivate them to continuously create value for the Group; and to attract more high-quality external resources to develop together with the Group.

2. CONDITIONS

The Scheme is conditional upon the passing of a resolution by the shareholders to approve the adoption of the Scheme and to authorize the Board or the Scheme Administrator to grant Options under the Scheme and to deal with the H Shares in connection with the exercise of Options.

The Participants are determined in accordance with the applicable laws and regulatory documents and the relevant provisions of the Articles, together with the actual circumstances and matters of the Company including the present and expected contribution of the relevant Participant to the Group. No person shall be considered as a Participant of the Scheme if he or she:

- (a) has been publicly reprimanded or deemed as an inappropriate candidate for similar option schemes or share incentive plans of a listed company by any securities regulatory bodies with authority in the last twelve (12) months;
- (b) has been imposed with penalties or is banned from trading securities by securities regulatory bodies due to material non-compliance with laws or regulations in the last twelve (12) months;
- (c) is prohibited from serving as a Director or the senior management of the Company under the Company Law of the PRC;
- (d) is prohibited by any applicable laws to participate in option schemes or share incentive plans of a listed company.

3. DURATION

The Scheme shall be valid and effective for a period of ten (10) years commencing from the Adoption Date, after which no further Options may be granted, but Options granted during the life of the Scheme shall continue to be valid and exercisable in accordance with their terms of grant and that the provisions of the Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of Options granted prior to the expiration of the Scheme. The Scheme may be terminated earlier in accordance with the Scheme.

4. ADMINISTRATION

The Scheme shall be subject to the administration of (i) the Board or (ii) the Scheme Administrator. A decision of the Board or the Scheme Administrator shall be final and binding on all persons affected thereby. The authority to administer the Scheme may be delegated by the Board to the Scheme Administrator at the sole discretion of the Board.

Subject to the Scheme Rules and any applicable laws, the Board and the Scheme Administrator shall have the power from time to time to:

- (a) construe and interpret the Scheme Rules and the terms of the Options granted under the Scheme;
- (b) make or vary such arrangements, guidelines, procedures and/or regulations for the administration, interpretation, implementation and operation of the Scheme, provided that they are not inconsistent with the Scheme Rules;
- (c) grant Options to those Eligible Persons whom it shall select from time to time;

- (d) determine the number of Options to be granted;
- (e) determine the terms and conditions of the Options and make any such appropriate adjustments to the terms of the Options granted as it deems necessary or appropriate;
- (f) determine whether and to what extent, and circumstances pursuant to which the exercise price of an Option may be paid in, cash, Shares (other than H Shares), or other property, or cashless, or an Option may be lapsed, cancelled, forfeited and/or surrendered;
- (g) determine the vesting commencement and/or termination date of an Eligible Person;
- (h) where applicable, establish and administer performance targets in respect of the Scheme;
- (i) approve the form of an offer letter regarding the offer of Option under the 2026 Share Scheme;
- (j) decide any other matters that need to be determined in connection with an Offer and make any other determination and take any other actions as it deems necessary or desirable for the administration of the Scheme; and
- (k) take such other steps or actions to give effect to the terms and intent of the Scheme Rules and/or the Options.

5. OPERATION

The Board (or the Scheme Administrator) may, from time to time, select any Eligible Person to be a Participant and grant such Options to such Participant during the Scheme Period. The nature, amount, terms and conditions of any such Options so granted shall be determined by the Board (or the Scheme Administrator) in its sole and absolute discretion, subject to these Scheme Rules. In determining the Participants, the Board (or the Scheme Administrator) may take into consideration matters including (but not limited to) the present and potential contribution of the relevant Participant to the Group.

No grant of any Options to or for the benefit of any Participant may be made:

- (a) in any circumstances where the requisite approval from any applicable regulatory authorities has not been granted;
- (b) in any circumstances that any member of the Group will be required under applicable laws to issue a prospectus or other offer documents in respect of such grant or the Scheme;

- (c) where such offer of Options would result in a breach by any member of the Group or its directors of any applicable laws in any jurisdiction;
- (d) (save where relevant waiver(s) from the Stock Exchange and/or the required approval of the Shareholders have been obtained) where such grant of Option would result in a breach of the Scheme Limit or the Personal Limit (as defined in paragraph 12 below), or the minimum public float requirement as required under the Listing Rules (or the minimum percentage of public float as prescribed by the Stock Exchange); and/or
- (e) where an Option is granted to, or for the benefit of, a connected person of the Company and will require specific approval of the Shareholders under the Listing Rules.

6. TIMING OF OFFER

No Options shall be granted to a Participant under the Scheme:

- (a) where the Company has come to knowledge of any inside information (as defined in the SFO), until (and including) the trading day after the Company has announced the information;
- (b) in circumstances prohibited by the Listing Rules or where dealings by the Participant will be prohibited under any code or requirement of the Listing Rules or any applicable laws;
- (c) during the period commencing 30 days immediately before the earlier of:
 - (i) the date of the Board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the results of the Company for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
 - (ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement, provided that such period will also cover any period of delay in the publication of any results announcement;

- (d) no Options shall be granted to any director of the Company under the Scheme on any day on which the financial results of the Company are published and:

- (i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (ii) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and the half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results,

unless the circumstances are exceptional (for example, where a pressing financial commitment has to be met) and otherwise in accordance with the Listing Rules.

In respect of the administration and implementation of the Scheme, the Company shall comply with all applicable disclosure regulations including those imposed by the Listing Rules.

7. EXERCISE OF OPTIONS

An Option may be exercised in whole or in part by any Eligible Person who accepts an offer of Option in accordance with the terms of the Scheme (the “**Grantee**”) (or his or her personal representatives). Subject to compliance with the applicable laws, the Company shall satisfy the Option by either one (or a combination) of the following ways:

- (a) transfer from a trust plan established for the Scheme to the Grantee (or their personal representatives), which shall be credited as fully paid. The Company shall transfer such H Shares from the trust plan to the Grantee (or their estate in the event of exercise by their personal representatives as aforesaid). For the avoidance of doubt, the trust is established by the Company in accordance with applicable laws (including the Listing Rules and relevant trust regulations). The trustee shall hold H Shares acquired on-market at prevailing prices using the Company’s own or self-raised funds, which are solely for incentive obligations (including Option exercise thereunder). The Company may instruct the trustee to use the H Shares corresponding to the Options that are unexercised, cancelled, lapsed or forfeited in accordance with the Scheme Rules for such transfer; if insufficient, the Company shall, subject to the Scheme Rules, promptly provide funds to the trust and instruct the trustee to acquire additional H Shares on-market at prevailing prices, subject to the applicable laws and regulations. The trustee shall only transfer such H Shares upon satisfaction of exercise conditions and to the extent held in the trust;
- (b) sell the relevant H Shares on-market at prevailing market prices and remit the actual price at which the H Shares are sold (net of brokerage, Stock Exchange trading fee, SFC transaction levy, the Accounting and Financial Reporting Council transaction levy and any other applicable costs) to the Grantee; or
- (c) a combination thereof.

8. VESTING PERIOD

An Option must be held for at least twelve (12) months from the Grant Date before such Option can be exercised, except that at the sole and absolute discretion of the Board or the Scheme Administrator, a shorter vesting period may be granted to an Employee Participant in certain circumstances stipulated under the Scheme Rules.

The Board (or the Scheme Administrator) may, in respect of each Option and subject to applicable laws, determine any performance targets or other criteria as condition(s) to the vesting of Options. If any of the vesting conditions (including any performance targets) for the Options are not satisfied on or prior to the relevant vesting date, the relevant Options shall lapse automatically and shall not be vested in the Participant, unless the Board (or the Scheme Administrator) determines otherwise in its sole and absolute discretion.

9. LAPSE OR CANCELLATION OF OPTIONS

In the event that prior to the vesting date, and subject to the circumstances where an Option shall lapse pursuant to the offer letter granting the Options as determined by the Board (or the Scheme Administrator), an Option shall lapse automatically in case of any event of lapse stipulated under the Scheme Rules (including cessation of employment, insolvency, death and disability) and the relevant Options shall not be vested or exercisable. Any Options lapsed in accordance with the terms of the Scheme will not be regarded as utilized for the purpose of calculating the Scheme Limit.

The Board (or the Scheme Administrator) may also cancel any Options granted by not yet vested in case of any event of cancellation stipulated under the Scheme Rules (including contravention of relevant laws and regulations, involvement in unlawful acts and misconducts, failure to discharge duties and serious breach of the terms and conditions of the Scheme or grant of Options). The Options so cancelled will be regarded as utilized for the purpose of calculating the relevant Scheme Limit.

10. TRANSFERABILITY

Any Option granted hereunder shall not be assignable or transferable, except in circumstances where approval from the Board has been obtained and the transfer is in compliance with the Listing Rules and provided that any such transferee agrees to be bound by the Scheme and the Scheme Rules as if the transferee were the Participant. Any actual or purported breach of the foregoing shall result in lapse of any outstanding Options or part thereof granted to such Participant.

11. REORGANIZATION OF CAPITAL STRUCTURE

Where there is any alteration in the capital structure of the Company by way of a sub-division, consolidation or reduction of the share capital of the Company, a capitalization of profits or reserves or bonus issue or a rights issue or open offer (other than an alteration in the Company's capital structure as a result of an issue of H Shares as consideration in a transaction to which the Company is a party), the Board (or the Scheme Administrator) shall make such corresponding adjustments (if any) as it may deem appropriate to reflect such changes with respect to the number and/or the exercise price (and/or the combination of both) for the H Shares subject to the unexercised Option.

12. SCHEME LIMITS

The maximum limit under the Scheme shall be the highest numbers of H Shares acquired by the trustee appointed or to be appointed by the Company for the administration of the Scheme or any additional or replacement trustee through on-market transactions at the prevailing market price in accordance with the Scheme Rules from time to time, and in any event not more than 3,552,421 H Shares (the "**Scheme Limit**"). The Company shall not make any further grant of the Option which would otherwise cause the total numbers of such H Shares (excluding H Shares corresponding to lapsed, cancelled or forfeited Options) in respect of which all the grants are to be made under the Scheme exceeds the Scheme Limit on the premise of no approvals are obtained from the Shareholders.

The total number of Options granted to each Eligible Person under the Scheme and any other share plans of the Company (including the H Shares corresponding to the cancelled Options pursuant to the Scheme Rules, but excluding any H Shares corresponding to the lapsed or forfeited Options) shall not exceed 1% of the share capital in issue from time to time (the "**Personal Limit**").

13. RIGHTS ON GENERAL OFFER, WINDING-UP AND OTHER ARRANGEMENTS

In the event a notice is given by the Company to its Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, all Grantees who are Employee Participants shall be entitled to exercise all or any of his Options (to the extent vested but not yet exercised). The Grantee shall accordingly be entitled in respect of the H Shares to participate in the distribution of the assets of the Company available in liquidation pari passu with the holders of the H Shares in issue on the day prior to the date of such proposed general meeting. Subject thereto, all Options (where vested or unvested) then outstanding shall lapse and determine on the commencement of the winding-up of the Company.

If a general offer (whether by way of a takeover, share repurchase offer, scheme of arrangement or otherwise in like manner) is made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer, having been approved in accordance with all applicable laws, becomes or is declared unconditional, any Grantee who is an Employee Participant may exercise all or any of his Options (to the extent vested but not yet exercised). Subject to the above, an option will lapse automatically (to the extent not exercised) on the expiry of the notice period as stipulated under the Scheme Rules.

Other than a general offer or a scheme of arrangement contemplated in this Rule, if a compromise or arrangement between the Company and its Shareholders or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to the Grantee who is an Employee Participant (together with a notice of the existence of the provisions of this paragraph) on the same date or soon after it despatches the notice to each member or creditor of the Company summoning the meeting to consider such a compromise or arrangement, and thereupon such Grantee (or his personal representatives) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of two (2) months thereafter and the date on which such compromise or arrangement is sanctioned by the court of competent jurisdiction, exercise any of his Options (to the extent vested but not yet exercised) in full or in part, but the aforesaid exercise of an Option shall be conditional upon such compromise or arrangement being sanctioned by the court of competent jurisdiction and becoming effective. Upon such compromise or arrangement becoming effective, all outstanding Options shall lapse except insofar as previously exercised under the Scheme. The Company may require the aforesaid Grantee (or his personal representatives) to transfer or otherwise deal with the H Shares in respect of the exercise of Options in these circumstances so as to place the aforesaid Grantee in the same position as nearly as would have been the case had such H Shares been subject to such compromise or arrangement.

14. ALTERATION OF THE SCHEME

Subject to the Scheme Limit, the Scheme may be altered or supplemented in any respect by a resolution of the Board provided that no such amendment shall operate to affect materially and adversely any subsisting rights of any Selected Participant hereunder. The altered Scheme shall comply with the applicable provisions of the Listing Rules.

Any change to the terms of Options the grant of which was subject to the approval of a particular authority (such as the Board or the Scheme Administrator, the remuneration committee of the Company, the independent non-executive directors or the Shareholders in general meeting) shall be subject to approval by that same authority, provided that this requirement does not apply where the relevant alteration takes effect automatically under the terms of the Scheme. Without limiting the foregoing, any change in the terms of the Options granted to any Participant who is a director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the Shareholders in general meeting in the manner required by the Listing Rules if the initial grant of the Options requires such approval (except where the changes take effect automatically under the terms of the Scheme).

No amendment shall be made to any Options to the extent that such amendment has a material adverse effect on the subsisting rights of a Participant at that date in respect of the Options already granted to that Participant and to the extent that such Options have been lapsed or forfeited, without the consent of such Participant, provided that no such consent shall be required if the Board (or the Scheme Administrator) determines in its sole and absolute discretion that such amendment or alteration either (a) is necessary or advisable in order for the Company, the Scheme or the Options to satisfy any applicable laws (including the Listing Rules) or to meet the requirements of, or avoid any adverse consequences under, any accounting standards; or (b) is not reasonably likely to diminish materially the benefits provided under such Options, or that any such diminishment has been adequately compensated.

Any change to the authority of the Board or the Scheme Administrator to alter the terms of the Scheme must be approved by Shareholders in general meeting.

15. TERMINATION

The Scheme shall terminate on the earlier of:

- (a) the end of the Scheme period, except otherwise as may be required in accordance with the provisions of the Scheme; and
- (b) such date of early termination as determined by Shareholders at a general meeting,

following which no further Options will be offered or granted under the Scheme, provided that notwithstanding such termination, the Scheme and the Scheme Rules shall continue to be valid and effective to the extent necessary to give effect to the Options granted and remaining unvested, unexercised and unexpired prior to the termination of the Scheme, and that such termination shall not affect the subsisting rights already granted to a Participant.

NOTICE OF EXTRAORDINARY GENERAL MEETING



Voicecomm Technology Co., Ltd.* 聲通科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2495)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Voicecomm Technology Co., Ltd.* (the “**Company**”) will be held at 2:00 p.m. on Friday, January 30, 2026 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, the PRC (the “**EGM**”) to consider and, if thought fit, approve the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated January 15, 2026 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. To consider and approve the proposal on the proposed amendments to the Articles of Association.
2. To consider and approve the grant of H Share Repurchase Mandate to repurchase H Shares.

“**THAT**:

- (a) The Board be authorized to repurchase, during the Relevant Period, an aggregate number of H Shares not exceeding 10% of the total number of H Shares in issue (excluding treasury shares) as at the date on which the resolution in relation to the grant of the H Share Repurchase Mandate is considered and approved at the EGM, in accordance with market conditions and the needs of the Company, in order to maintain the value of the Company and the interests of Shareholders, or to use the Shares for purposes including but not limited to, employee stock ownership plan or equity incentive, conversion of corporate bonds issued by the Company that are convertible into Shares, etc.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(b) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting.

(c) the Board also be generally authorized to handle relevant matters in relation to the repurchase of the H Shares, including but not limited to:

- (i) determining detailed repurchase plan, including but not limited to repurchase price, number of H Shares to be repurchased, timing of repurchase and period of repurchase, pursuant to the requirements under the relevant laws and regulations including the Company Law, the Listing Rules and the Articles of Association;
- (ii) preparing, amending, supplementing, executing, delivering, submitting and implementing all agreements, contracts and documents occurring in the course of the repurchase and making filings in accordance with the requirements of the regulatory authorities (if applicable);
- (iii) opening overseas share account(s) and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to the transfer of overseas repurchase funds;
- (iv) keeping the repurchased H Shares as treasury shares and to deal with the same subject to the provisions of the Articles of Association and the Listing Rules, or carrying out cancellation procedures for repurchased H Shares, reducing registered capital of the Company in order to reflect the amount of H Shares repurchased in accordance with the H Share Repurchase Mandate and making relevant amendments to the Articles of Association as it deems appropriate in order to reflect the reduction of the registered capital of the Company;
- (v) carrying out any other necessary actions and dealing with any matters which the Board reasonably considers necessary to the exercise of the H Share Repurchase Mandate, provided that such matters are not in contravention of the applicable laws and regulations; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

(vi) subject to the above authorizations, the Board continues to authorize any one executive Director to determine, execute and handle all matters relating to the aforesaid repurchase of Shares.”

3. To consider and approve the adoption of the 2026 Share Scheme.
4. To consider and approve the proposed authorization to the Board and/or authorized person to handle matters relating to the 2026 Share Scheme.

By order of the Board
Voicecomm Technology Co., Ltd.*
Mr. TANG Jinghua
Chairman

Hong Kong, January 15, 2026

As of the date of this notice, the Board of Directors of the Company comprises Mr. TANG Jinghua as chairman and executive Director, Mr. SUN Qi as executive Director, Mr. YANG Xiaoyuan, Mr. TAN Xiaobo, Mr. CHEN Yulei and Ms. MA Tiantian as non-executive Directors, and Mr. LIU Rong, Mr. WU Haipeng, Mr. MU Binrui and Mr. LEUNG Kin Hong as independent non-executive Directors.

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. All resolutions at the general meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders), or the business address of the Company at 4th Floor, F11 Building, Phase 4.1, Wuhan Software New City, East Lake High-tech Development Zone, Wuhan, Hubei Province, the PRC (for Unlisted Shareholders) not less than 24 hours before the time appointed for the general meeting (i.e. not later than 2:00 p.m. on January 29, 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the general meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, January 27, 2026 to Friday, January 30, 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, January 26, 2026.
5. Holders of shares shall produce their identity documents and supporting documents in respect of the shares held when attending the EGM. If Shareholders appoints authorized representative to attend the EGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy forms signed by the Shareholders or their attorneys when attending the EGM.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. Details of the aforesaid resolutions to be proposed at the EGM are set out in the circular of the Company dated January 15, 2026.