
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 Shanghai Voicecomm Information 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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Shanghai Voicecomm Information Technology Co., Ltd.*

上海聲通信息科技股份有限公司

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

(Stock Code: 2495)

- (1) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
- (2) REVISED REMUNERATION PLAN FOR INDEPENDENT NON-EXECUTIVE DIRECTORS**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND**
- (4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice convening the EGM of Shanghai Voicecomm Information Technology Co., Ltd.* to be held at 2:00 p.m. on Wednesday, September 4, 2024 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, PRC is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use in the EGM is published on the websites of The Stock Exchange of Hong Kong 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 the form of proxy in accordance with the instructions printed thereon and return them 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 Tuesday, September 3, 2024) 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 times and dates 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

August 20, 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Company”	Shanghai Voicecomm Information Technology Co., Ltd.* (上海聲通信息科技股份有限公司), a joint stock company incorporated in the PRC with limited liability on May 7, 2015, or, where the context requires (as the case may be), its predecessor with the same English name (上海聲通信息科技有限公司), a limited liability company established in the PRC on December 5, 2005, the H Shares of which are listed on the Stock Exchange (stock code: 2495)
“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 September 4, 2024 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, PRC
“Group”	the Company and its subsidiaries from time to time
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“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
“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

* *For identification purpose only*

LETTER FROM THE BOARD



Shanghai Voicecomm Information Technology Co., Ltd.*

上海聲通信息科技股份有限公司

(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

Registered office:

Unit 418, Building 2

No. 508, Chundong Road

Minhang District

Shanghai, PRC

*Principal place of business
in Hong Kong:*

40th Floor

Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong, China

August 20, 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**
- (2) REVISED REMUNERATION PLAN FOR INDEPENDENT NON-EXECUTIVE DIRECTORS**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND**
- (4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The Company intends to hold the EGM at 2:00 p.m. on Wednesday, September 4, 2024 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai. The notice to convene the EGM is set out on pages EGM-1 to EGM-2 of this circular.

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.

LETTER FROM THE BOARD

MATTERS TO BE RESOLVED AT THE EGM

(A) Ordinary Resolution

(1) Proposed Appointment of Independent Non-Executive Director

Reference is made to the announcement of the Company dated August 1, 2024 in relation to, among others, the Nomination Committee's recommendation of appointment of an independent non-executive director.

Based on the recommendation of the Nomination Committee, the Board has considered and approved a resolution proposing the appointment of Mr. Leung Kin Hong ("**Mr. Leung**") as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee. The proposed appointment of Mr. Leung as an independent non-executive Director is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

The biographical details of Mr. Leung are set out as follows:

Mr. Leung, aged 53, has been the Group Financial Controller of Shanghai Industrial Urban Development Group Limited, a company listed on the Stock Exchange (stock code: 563), where his duties include overseeing the finance activities, monitoring business planning and budgeting since November 2012. Prior to that, Mr. Leung has worked in an international professional accounting firm and several listed companies in Hong Kong to gain his extensive experience in financial and general management. Mr. Leung is currently an independent non-executive director of Doyen International Holdings Limited, a company listed on the Stock Exchange (stock code: 668).

Mr. Leung has been an associate member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants since 1998. He obtained his master degree of finance in 2002 from the Curtin University of Technology.

Save as disclosed in this circular, Mr. Leung (i) has not held any other directorship in any public company the securities of which are listed on any securities market in the Hong Kong or overseas during the last three years preceding the date of this announcement, or any other major appointment and/or professional qualification; (ii) has no relationship with any Director, supervisor, senior management or substantial or controlling shareholders of the Company; (iii) has no other position with the Company and its subsidiaries; and (iv) has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Leung has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

LETTER FROM THE BOARD

The appointment of Mr. Leung was recommended by the Nomination Committee after taking into account his qualification, work experience and his expected devotion to the Company in terms of time and effort. Having considered Mr. Leung's confirmation of independence, as well as a number of factors including but not limited to his gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, the Board is satisfied that Mr. Leung meets the independence requirements as set out in Rule 3.13 of the Listing Rules and is able to provide independent, objective and fair advice to the Board. Mr. Leung's appointment is also in line with the board diversity policy.

Save as disclosed in this circular, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Subject to the approval by the Shareholders of the appointment of Mr. Leung as an independent non-executive Director at the EGM, he will enter into a service contract with the Company for a term of service commencing on the date of passing of the relevant resolution at the EGM until the end of the term of the fourth session of the Board, and will be subject to retirement and re-election at the general meetings of the Company in accordance with the Articles of Association. Mr. Leung will be entitled to an annual remuneration of RMB360,000. Mr. Leung's remuneration was determined with reference to his qualification, experience, level of responsibilities undertaken and prevailing market conditions, subject to the review by the Remuneration Committee from time to time.

Mr. Leung is an ordinarily resident in Hong Kong. Upon the appointment of Mr. Leung as an independent non-executive Director becoming effective, Mr. Leung will also be appointed as the chairman of the Audit Committee and a member of the Remuneration Committee. Accordingly, the Company will re-comply with Rules 3.21, 3.25 and 19A.18(1) of the Listing Rules following Mr. Leung's appointment.

(2) Revised Remuneration Plan for Independent Non-Executive Directors

In accordance with the Company's remuneration management system and the actual operating conditions of the Company, and taking into account the prevailing market remuneration level with reference to the remuneration of the comparable companies in the same industry and region of the Company, the Remuneration Committee has recommended and the Board hereby proposes to adjust the remuneration plan for independent non-executive Directors as follows, with effect from the date of approval by the Shareholders at the EGM:

- a subsidy level of RMB10,000 per month after tax for independent non-executive Directors whose permanent address is located in mainland China; and
- a subsidy level of RMB30,000 per month after tax for independent non-executive Directors whose permanent address is located in Hong Kong.

LETTER FROM THE BOARD

(B) Special Resolutions

(3) *Proposed Amendments to the Articles of Association in relation to the Changes of Company's Headquarters and Principal Place of Business in the PRC, Registered Office in the PRC and Company name*

Reference is made to the announcement of the Company dated August 20, 2024 in relation to the changes of headquarters and principal place of business in the PRC, registered office in the PRC and company name of the Company. On August 20, 2024, the Board resolved to change the Company's headquarter and principal place of business in the PRC (the "**Change of Address**") and the Company's name to reflect the Change of Address in the Company's name (the "**Change of Company Name**"). Following the Change of Address and the Change of Company Name, the Board proposed to make corresponding amendments to the existing Articles of Association (the "**Proposed Amendments I**").

Details of the Proposed Amendments I are set out below (deleted texts are presented in strikethrough and additional texts are presented in underline):

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 1 To safeguard the legal interests of Shanghai Voicecomm Information Technology Co., Ltd. (hereinafter referred to as the "Company") and its shareholders and creditors and to regulate the organization and behaviors of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), the Accounting Law of the People's Republic of China (hereinafter referred to as "Accounting Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (hereinafter referred to as "Trial Measures"), the Guidelines for the Articles of Association of Listed Companies (hereinafter referred to as "Guideline on Articles"), the Official Reply of the State Council on Adjusting the Notice Period and Other Relevant Issues about Shareholders' Meeting Applicable to Overseas-listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Listing Rules"), and other applicable laws, administrative regulations, departmental rules, regulatory documents and regulations of the relevant regulatory authorities.	Article 1 To safeguard the legal interests of Shanghai Voicecomm Information Technology Co., Ltd. <u>Hubei Voicecomm Technology Co., Ltd.</u> [#] (hereinafter referred to as the "Company") and its shareholders and creditors and to regulate the organization and behaviors of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), the Accounting Law of the People's Republic of China (hereinafter referred to as "Accounting Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (hereinafter referred to as "Trial Measures"), the Guidelines for the Articles of Association of Listed Companies (hereinafter referred to as "Guideline on Articles"), the Official Reply of the State Council on Adjusting the Notice Period and Other Relevant Issues about Shareholders' Meeting Applicable to Overseas-listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Listing Rules"), and other applicable laws, administrative regulations, departmental rules, regulatory documents and regulations of the relevant regulatory authorities.

LETTER FROM THE BOARD

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 4 The registered name of the Company is 上海聲通信息科技股份有限公司 (English name: Shanghai Voicecomm Information Technology Co., Ltd.).	Article 4 The registered name of the Company is 上海聲通信息科技股份有限公司 (English name: Shanghai Voicecomm Information Technology Co., Ltd.) <u>湖北聲通科技股份有限公司 (English name: Hubei Voicecomm Technology Co., Ltd.)[#]</u>
Article 5 Domicile of the Company: Unit 418, Building 2, No. 508, Chundong Road, Minhang District, Shanghai.	Article 5 Domicile of the Company: Unit 418, Building 2, No. 508, Chundong Road, Minhang District, Shanghai <u>4th Floor, F11 Building, Phase 4.1, Wuhan Software New City, East Lake High-tech Development Zone, Wuhan, Hubei Province.</u>

the new name of the Company will depend on the actual filing result as approved by the relevant government or regulatory authorities.

The Change of Address and the Change of Company Name shall take effect upon the completion of the registration procedures with the relevant governmental authorities in the PRC, while the Proposed Amendments I is subject to the approval of the Shareholders by way of a special resolution at the EGM.

(4) Proposed Amendment to the Articles of Association in relation to the Change of Business Scope of the Company

Reference is made to the announcement of the Company dated July 21, 2024 in relation to the change of business scope of the Company. On July 21, 2024, the Board resolved and proposed to amend the existing Articles of Association to change the scope of business of the Company following the cancellation of the value-added telecommunication services operating license (the “**Proposed Amendment II**”).

LETTER FROM THE BOARD

Details of the Proposed Amendment II are set out below (deleted texts are presented in strikethrough):

Original Article of the Articles of Association	Amended Article of the Articles of Association
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. (Conduct business activities independently according to the law with the business license, except for the items subject to approval by law) Permitted items: basic telecommunication business; type I value-added telecommunication business; type II value-added telecommunication business; construction work. (For items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities, and specific business items are subject to the approval documents or licenses issued by the relevant departments). The business scope mentioned in the preceding paragraph shall be subject to the contents registered with the competent company registration authorities.	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. (Conduct business activities independently according to the law with the business license, except for the items subject to approval by law) Permitted items: basic telecommunication business; type I value-added telecommunication business; type II value-added telecommunication business; construction work. (For items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities, and specific business items are subject to the approval documents or licenses issued by the relevant departments). The business scope mentioned in the preceding paragraph shall be subject to the contents registered with the competent company registration authorities.

LETTER FROM THE BOARD

The Proposed Amendment II is subject to the approval of the Shareholders by way of a special resolution at the EGM.

(5) Proposed Amendments to the Articles of Association in relation to the Change of Registered Capital of the Company

On August 20, 2024, the Board resolved and proposed to amend the existing Articles of Association to make corresponding changes following the partial exercise of the over-allotment option (as defined in the prospectus dated June 28, 2024 issued by the Company) and other miscellaneous changes (the “**Proposed Amendments III**”). For further details relating to the partial exercise of the over-allotment option, please refer to the announcement of the Company dated August 4, 2024.

Details of the Proposed Amendments III are set out below (deleted texts are presented in strikethrough):

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 3 The Company completed the filing with China Securities Regulatory Commission on March 8, 2024, and issued 4,365,660 overseas-listed foreign shares in Hong Kong (hereinafter referred to as “H Shares”). H Share were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Stock Exchange”) on July 10, 2024 (hereinafter referred to as “Initial Public Offering of H Shares”). The H Shares are denominated in RMB, subscribed for and traded in Hong Kong dollars.	Article 3 The Company completed the filing with China Securities Regulatory Commission on March 8, 2024, and issued 4,365,660 overseas-listed foreign shares in Hong Kong (hereinafter referred to as “H Shares”). H Share were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Stock Exchange”) on July 10, 2024 (hereinafter referred to as “Initial Public Offering of H Shares”) and issued 4,464,980 overseas-listed foreign shares (including 99,320 shares issued pursuant to the over-allotment option, hereinafter referred to as “Initial Public Offering of H Shares” and the relevant foreign shares hereinafter referred to as “H Shares”) which were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Stock Exchange”) on July 10, 2024, with the shares issued under the over-allotment option on August 7, 2024. The H Shares are denominated in RMB, subscribed for and traded in Hong Kong dollars.

LETTER FROM THE BOARD

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 6 As of the date before the Initial Public Offering of H Shares, the registered capital of the Company is RMB31,059,230. Upon completion of the Initial Public Offering of H Shares, the registered capital of the Company will be RMB35,424,890 if the over-allotment option is not exercised, and RMB36,079,730 if the over-allotment option is exercised in full. After the completion of the Initial Public Offering of H Shares, if the over-allotment option is not exercised, the shares of the Company consist of 35,424,890 ordinary shares, comprising 12,991,573 H Shares (accounting for 36.67% of the total number of the ordinary shares of the Company) and 22,433,317 domestic shares (accounting for 63.33% of the total number of the ordinary shares of the Company). If the over-allotment option is exercised in full, the shares of the Company consist of 36,079,730 ordinary shares, comprising 13,646,413 H Shares (accounting for 37.82% of the total number of the ordinary shares of the Company) and 22,433,317 domestic shares (accounting for 62.18% of the total number of the ordinary shares of the Company).	Article 6 As of the date before the Initial Public Offering of H Shares, the registered capital of the Company is RMB31,059,230. Upon completion of the Initial Public Offering of H Shares, the registered capital of the Company will be RMB35,424,890 if the over-allotment option is not exercised, and RMB36,079,730 if the over-allotment option is exercised in full. After the completion of the Initial Public Offering of H Shares, if the over-allotment option is not exercised, the shares of the Company consist of 35,424,890 ordinary shares, comprising 12,991,573 H Shares (accounting for 36.67% of the total number of the ordinary shares of the Company) and 22,433,317 domestic shares (accounting for 63.33% of the total number of the ordinary shares of the Company). If the over-allotment option is exercised in full, the shares of the Company consist of 36,079,730 ordinary shares, comprising 13,646,413 H Shares (accounting for 37.82% of the total number of the ordinary shares of the Company) and 22,433,317 domestic shares (accounting for 62.18% of the total number of the ordinary shares of the Company). <u>The registered capital of the Company is RMB35,524,210. The shares of the Company consist of 35,524,210 ordinary shares.</u>

LETTER FROM THE BOARD

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 10 The Articles of Association is approved by a resolution at the shareholders' general meeting of the Company (hereinafter referred to as "general meeting") held on June 16, 2023, and shall come into effect from the date on which the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange. From the effective date hereof, the Articles of Association shall replace the original Articles of Association filed with the company registration authority. The Articles of Association shall become a legally binding document governing the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders and among shareholders since the effective date. According to the Articles of Association, shareholders may sue other shareholders, directors, supervisors, general manager and senior management of the Company and the Company. The Company may sue shareholders, directors, supervisors and senior management.	Article 10 The Articles of Association is approved by a resolution at the shareholders' general meeting of the Company (hereinafter referred to as "general meeting") held on June 16, 2023, and shall come into effect from the date on which the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange. From the effective date hereof, the Articles of Association shall replace the original Articles of Association filed with the company registration authority. The Articles of Association shall become a legally binding document governing the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders and among shareholders since the effective date. According to the Articles of Association, shareholders may sue other shareholders, directors, supervisors, general manager and senior management of the Company and the Company. The Company may sue shareholders, directors, supervisors and senior management.

The Proposed Amendments III are subject to the approval of the Shareholders by way of a special resolution at the EGM.

LETTER FROM THE BOARD

NOTICE OF THE EGM

The notice convening the EGM at 2:00 p.m. on Wednesday, September 4, 2024 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, is set out on pages EGM-1 to EGM-2 in 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 Friday, August 30, 2024 to Wednesday, September 4, 2024, 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 no later than 4:30 p.m. on Thursday, August 29, 2024 for registration.

PROXY ARRANGEMENT

Form of proxy for use at the EGM is published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.voicecomm.cn). 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 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, PRC (for Unlisted Shareholders), not less than 24 hours before the time fixed for the holding of the EGM (i.e. not later than 2:00 p.m. on Tuesday, September 3, 2024) 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 The Stock Exchange of Hong Kong 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 date of this circular, no Shareholders were required to abstain from voting on the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the resolutions to be proposed at the EGM in relation to (i) the appointment of Mr. Leung as an independent non-executive Director; (ii) the revised remuneration plan for independent non-executive Directors; (iii) the amendments to the Articles of Association in relation to changes of headquarters and principal place of business in the PRC, registered office in the PRC and Company's name; (iv) the amendments to the Articles of Association in relation to the change of business scope of the Company; and (v) the amendments to the Articles of Association in relation to the change of registered capital of the Company and other miscellaneous changes 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 the resolutions to be proposed at the EGM.

By order of the Board

Shanghai Voicecomm Information Technology Co., Ltd.*

Mr. TANG Jinghua

Chairman

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING



Shanghai Voicecomm Information Technology Co., Ltd.* 上海聲通信息科技股份有限公司

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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 second extraordinary general meeting of Shanghai Voicecomm Information Technology Co., Ltd.* (the “**Company**”) will be convened and held at 2:00 p.m. on Wednesday, September 4, 2024 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, 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 August 20, 2024 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the proposed appointment of Mr. Leung Kin Hong as an independent non-executive Director.
2. To consider and approve the revised remuneration plan for independent non-executive Directors.

SPECIAL RESOLUTIONS

3. To consider and approve the changes of headquarters and principal place of business in the PRC, registered office in the PRC and Company's name and the corresponding amendments to the Articles of Association (Proposed Amendments I).
4. To consider and approve the proposed amendment to the Articles of Association in relation to the change of business scope of the Company (Proposed Amendment II).
5. To consider and approve the proposed amendments to the Articles of Association in relation to the partial exercise of the over-allotment option and the change of registered capital of the Company and other miscellaneous changes (Proposed Amendments III).

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

Hong Kong, August 20, 2024

As of the date of this announcement, 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 and Mr. MU Binrui as independent non-executive Directors.

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. All resolutions at the 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting 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 of the Company. 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 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, PRC (for Unlisted Shareholders) not less than 24 hours before the time appointed for the meeting (i.e. not later than 2:00 p.m. on Tuesday, September 3, 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the 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 meeting, the register of members of the Company will be closed from Friday, August 30, 2024 to Wednesday, September 4, 2024, 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 of the Company 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 Thursday, August 29, 2024.
5. Holders of Shares shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the EGM. If corporate 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 corporate 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.