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)

SECOND SUPPLEMENTAL AGREEMENT IN RELATION TO THIRD ISSUE OF NEW H SHARES UNDER GENERAL MANDATE

Reference is made to the announcements of Voicecomm Technology Co., Ltd.* (the "**Company**") dated 20 May 2026 and 18 June 2026 (the "**Announcement(s)**") in relation to the Subscription C. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meaning as defined in the Announcements.

FULFILLMENT STATUS OF CONDITIONS PRECEDENT OF THE SUBSCRIPTION C

As disclosed in the Announcements, Completion C is conditional upon:

(a) the Stock Exchange granting the listing of and permission to deal in the Subscription Shares C;

(b) all necessary consents and approvals required to be obtained by the parties in respect of the Subscription Agreement C and the transactions contemplated thereunder, including but not limited to the Subscription C, having been obtained;

(c) the representations and warranties made by the Company under the Subscription Agreement C being true and accurate and not misleading as of the date of the Subscription Agreement C and the Completion Date C;

(d) the representations and warranties made by the Subscriber C under the Subscription Agreement C being true and accurate and not misleading as of the date of the Subscription Agreement C and the Completion Date C; and

(e) there has been no material adverse effect in, or effect on, the business, operations, assets, liabilities, financial condition or prospects of the Group, as of the date of the Subscription Agreement C and the Completion Date C.

As at the date of this announcement, none of the above condition precedent has been fulfilled.

Regarding condition precedent (a), the Company intends to make application to Stock Exchange for the listing of, and permission to deal in, the Subscription Shares C on the Stock Exchange in due course.

Regarding condition precedent (b), to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there are no consents and approvals required to be obtained by the Company, other than (i) the approval by the Board regarding the Subscription C, which has been obtained as at the date of this submission; and (ii) the listing of, and permission to deal in, Subscription Shares C from the Stock Exchange (i.e. condition precedent (a)).

The Subscriber C advised the Company that, as at the date of this announcement, it is awaiting the execution of subscription agreements by, and the contribution of capital from, its limited partners. The Subscriber C further indicated that since several limited partners and their legal advisers are involved, the finalisation of the agreements has taken longer time than expected. Nevertheless, based on current progress the Subscriber C expects that the aforesaid steps will be completed by 31 July 2026. Upon such completion, the aforementioned condition precedent will be satisfied, as no other consents or approvals are required regarding condition precedent (b).

All other conditions precedent under the Subscription Agreement C (i.e. conditions precedent (c), (d) and (e)) are currently expected to be capable of being fulfilled in due course.

THE SECOND SUPPLEMENTAL AGREEMENT C

As disclosed in the Announcements, the Company and the Subscriber C entered into the Subscription Agreement C, pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber C has conditionally agreed to subscribe for 2,198,488 Subscription Shares C at a price of HK$46.3 per Subscription Share C.

On 17 July 2026 (after trading hours of the Stock Exchange), the Company and the Subscriber C entered into a supplemental agreement (the "**Second Supplemental Agreement C**") to (i) adjust the number of Subscription Shares C from 2,198,488 Subscription Shares C to 2,241,684 Subscription Shares C; and (ii) extend the Long Stop Date C to 7 August 2026 (or such other time and date as may be agreed by the Company and the Subscriber C).

Save as disclosed above, all other terms and conditions of the Subscription Agreement C remain unchanged.

The Subscription Price C of HK$46.3 per Subscription Share C represents (i) a premium of approximately 19.08% over the closing price of HK$38.88 per H Share as quoted on the Stock Exchange on the date of the Second Supplemental Agreement C; and (ii) a premium of approximately 15.38% over the average closing price of approximately HK$40.13 per H Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Second Supplemental Agreement C. The Directors consider that the Subscription Price C, which was agreed after arm's length negotiations between the Company and the Subscriber C with reference to market condition and recent trading price of the H Shares, is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As a result of the Second Supplemental Agreement C, the Subscriber C shall subscribe for a total of 2,241,684 Subscription Shares C, representing (i) approximately 5.65% of the existing shares capital of the Company of 39,659,059 Shares as at the date of this announcement; (ii) approximately 5.35% of the issued share capital of the Company of 41,900,743 Shares as enlarged by the allotment and issue of the Subscription Shares C, assuming there will be no other change to the total number of Shares in issue from the date of this announcement and up to the Completion C.

REASONS FOR THE SECOND SUPPLEMENTAL AGREEMENT C AND USE OF PROCEEDS

Having taken into account (i) the reasons for the Subscription C, including strengthening the Group's financial position, broadening the Company's shareholder and capital base and supporting its long-term development and business growth; (ii) the orderly completion facilitated by the extension of the Long Stop Date C; and (iii) that the increase in number of Subscription Shares C would provide more funds for the business development of the Group and the extension will not have any material adverse impact on the Group's existing business, operations or financial condition, the Directors consider that terms and conditions of the Second Supplemental Agreement C are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Subject to the completion of the Subscription C, gross proceeds and net proceeds from the Subscription A will be approximately HK$103.8 million and HK$103.3 million, respectively. The net subscription price (after deducting the costs and expenses of the Subscription C) is approximately HK$46.08 per Subscription Share C. The net proceeds from the Subscription C are intended to be allocated for the purposes and in proportion to the allocation as set out in the section headed "REASONS FOR THE SUBSCRIPTION C AND USE OF PROCEEDS" in the Announcement dated 20 May 2026.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the total number of Shares in issue was 39,659,059 Shares, comprising 6,997,250 Unlisted Shares and 32,661,809 H Shares, with no treasury shares.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Completion C (assuming there is no other change in the number of issued Shares from the date of this announcement up to the Completion Date C) are set out as follows:

	As at the date of this announcement		**Immediately after the Completion C**	
	Number of Shares	*Approximate percentage of total issued Shares (%)*	*Number of Shares*	*Approximate percentage of total issued Shares (%)*
Unlisted Shares				
Mr. Tang(1)(3)	2,098,000	5.29	2,098,000	5.01
Voicecomm Rongzhi(1)(3)	3,043,558	7.67	3,043,558	7.26
Mr. Sun(2)(3)	700,000	1.77	700,000	1.67
Jiageng Culture(2)(3)	210,000	0.53	210,000	0.50
Jiangfan Technology(4)	96,000	0.24	96,000	0.23
Unlisted Shares held by public holders	849,692	2.14	849,692	2.03
Sub-total of Unlisted Shares	**6,997,250**	**17.64**	**6,997,250**	**16.70**
H Shares				
Mr. Tang(1)(3)	1,400,000	3.53	1,400,000	3.34
Voicecomm Rongzhi(1)(3)	2,050,000	5.17	2,050,000	4.89
Mr. Sun(2)(3)	1,100,000	2.77	1,100,000	2.63
Jiageng Culture(2)(3)	330,000	0.83	330,000	0.79
Jiangfan Technology(4)	119,540	0.30	119,540	0.29
The Subscriber A(5)	4,134,849	10.43	4,134,849	9.87
The Subscriber C	–	–	2,241,684	5.35
H Shares held by other public holders	23,527,420	59.32	23,527,420	56.15
Sub-total of H Shares	**32,661,809**	**82.36**	**34,903,493**	**83.30**
Total	**39,659,059**	**100.00**	**41,900,743**	**100.00**

Notes:

1. Mr. Tang is the chairman of the Board and an executive Director. As of the date of this announcement, Shares in which Mr. Tang is interested consist of (i) 2,098,000 Unlisted Shares and 1,400,000 H Shares held by him in his own personal capacity; (ii) 3,043,558 Unlisted Shares and 2,050,000 H Shares held by Voicecomm Rongzhi, a company held as to 99% by Mr. Tang and 1% by his spouse, Ms. Xu Xiangfeng (徐向鋒), in which Mr. Tang is deemed to be interested under the SFO; and (iii) 910,000 Unlisted Shares and 1,430,000 H Shares in which Mr. Tang is deemed to be interested as a result of being a party acting in concert with Mr. Sun.

2. Mr. Sun is the general manager of the Company and an executive Director. As of the date of this announcement, Shares in which Mr. Sun is interested consist of (i) 700,000 Unlisted Shares and 1,100,000 H Shares held by him in his own personal capacity; (ii) 210,000 Unlisted Shares and 330,000 H Shares held by Jiageng Culture, a company wholly-owned by Mr. Sun, in which Mr. Sun is deemed to be interested under the SFO; and (iii) 5,141,558 Unlisted Shares and 3,450,000 H Shares in which Mr. Sun is deemed to be interested as a result of being a party acting in concert with Mr. Tang.

3. Pursuant to the concert party agreement dated ("**Concert Party Agreement**") dated 20 March 2021, Mr. Tang, Mr. Sun and Jiangfan Technology agreed that they shall act in concert with respect to, inter alia, the right to convene board meetings and general meetings, right to propose resolutions, nomination right, voting rights, nomination of senior management, and other matters which are subject to approval in general meetings or board meetings of the Company, for the period since the date of the Concert Party Agreement and up until they cease to hold any shares of the Company or upon the termination of the Concert Party Agreement. For details, see "History, Development and Corporate Structure – Concert Party Arrangement" in the prospectus of the Company dated 28 June 2024. As such, each of Mr. Tang, Mr. Sun and Jiangfan Technology are deemed to be interested in the Shares each other is interested in. On 21 July 2025, Mr. Tang, Mr. Sun, and Jiangfan Technology entered into a supplemental agreement to the Concert Party Agreement, pursuant to which Mr. Tang, Mr. Sun and Jiangfan Technology agree that Jiangfan Technology be formally released from the Concert Party Agreement and is no longer bound by all the rights and obligations applicable to Jiangfan Technology under the Concert Party Agreement. Notwithstanding the above, the parties agree that the concert party arrangement under the Concert Party Agreement will continue to be valid between Mr. Tang and Mr. Sun. For further details, please refer to the announcement of the Company dated 21 July 2025.

4. Mr. Yang is a non-executive Director. Jiangfan Technology is wholly-owned by Shanghai Jiangcheng Asset Management Co., Ltd. (上海江程資產管理有限公司), which is ultimately held as to 60.0% by Shanghai Jiangkunchen Enterprise Management Co., Ltd. (上海江焜晨企業管理有限公司) (being held as to 98.3% by Mr. Yang and 1.7% by Mr. Gao Tianxiang) and 40.0% by Shanghai Qinyunlan Technology Development Co., Ltd. (上海沁澐瀾科技發展有限公司) (being held as to 99% by Ms. Jiang Zhuoyun and 1% by Ms. Zhou Wei). By virtue of the SFO, each of Mr. Yang and Ms. Jiang Zhuoyun is deemed to be interested in the Shares that Jiangfan Technology is interested in.

5. Pursuant to the subscription agreement dated 12 January 2026 (as supplemented by supplemental agreements) entered into between the Company and the Subscriber A, 4,134,849 Shares were allotted and issued to the Subscriber A by the Company on 27 April 2026. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the Company is not aware of any change in the number of Shares in which Subscriber A is interested since 27 April 2026.

6. The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places. Percentages may not add up to 100% due to rounding.

GENERAL

The Company will keep its Shareholders and potential investors informed of any significant development of the Subscription C and will make further announcement(s) as and when appropriate and in accordance with the Listing Rules.

The Subscription C may or may not proceed as Completion C is conditional upon the fulfillment or, as the case may be, waiver of the conditions precedent. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 17 July 2026

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, Mr. MU Binrui and Mr. LEUNG Kin Hong as independent non-executive Directors.

* *For identification purpose only*