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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult 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 Contel Technology Company Limited, 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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**Contel Technology Company Limited**  
**康特隆科技有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1912)**

**PROPOSALS FOR (1) GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
(2) RE-ELECTION OF DIRECTORS,  
(3) RE-APPOINTMENT OF AUDITOR  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting (“AGM”) of Contel Technology Company Limited (the “**Company**”) to be held at Unit A, 13th Floor, Block 1, Leader Industrial Centre, No. 188-202 Texaco Road, Tsuen Wan, Hong Kong on Friday, 25 June 2021 at 3:00 p.m., at which the above proposals will be considered, is set out on pages 18 to 22 of this circular.

Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE AGM**

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the AGM, including:

- compulsory body temperature checks and health declarations
- wearing of surgical face masks
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue. The Company encourages attendees to wear surgical face masks and reminds Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

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## CONTENTS

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	<i>Page</i>
<b>Precautionary measures for the AGM</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b> .....	4
<b>Appendix I — Explanatory statement on the Repurchase Mandate</b> .....	10
<b>Appendix II — Details of the Directors proposed for Re-election</b> .....	14
<b>Notice of Annual General Meeting</b> .....	18

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## PRECAUTIONARY MEASURES FOR THE AGM

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The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) The Company requires each attendee to wear a surgical face mask throughout the AGM and inside the AGM venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue.

In the interest of all stakeholders' health and safety and in accordance with recent guidelines for prevention and control of the spread of COVID-19, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the form of proxy attached to this circular.

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our registered office or to our email [IR@conteltechnology.com](mailto:IR@conteltechnology.com).

If any Shareholder has any question relating to the AGM, please contact Boardroom Share Registrars (HK) Limited, the Company's share registrar as follows:

Boardroom Share Registrars (HK) Limited  
Room 2103B, 21/F.,  
148 Electric Road, North Point, Hong Kong  
Email: [srinfo@boardroomlimited.com](mailto:srinfo@boardroomlimited.com)  
Tel: +852 2153 1688  
Fax: +852 3020 5058

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Unit A, 13th Floor, Block 1, Leader Industrial Centre, No. 188-202 Texaco Road, Tsuen Wan, Hong Kong on 25 June 2021 (Friday) at 3:00 p.m.
“Articles of Association”	The articles of association of the Company
“Board”	the board of Directors
“Company”	Contel Technology Company Limited (康特隆科技有限公司) (Stock Code: 1912), a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	20 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	16 July 2019, being the date on which the Shares are listed on the Stock Exchange

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China
“Registrar”	Boardroom Share Registrars (HK) Limited, the Company’s branch share registrar at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM.
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**Contel Technology Company Limited**

**康特隆科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1912)**

*Executive Directors:*

Mr. Lam Keung (*Chairman*)

Mr. Qing Haodong

Mr. Mai Lu

Ms. Cheng Yu Pik

*Registered Office:*

Cricket Square

Hutchins Drive

P O Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Independent Non-Executive Directors:*

Mr. Dan Kun Lei, Raymond

Mr. Wong Kwun Ho

Mr. Lai Man Shun

*Headquarter and Principal Place of  
Business in Hong Kong:*

Unit A, 13th Floor

Block 1, Leader Industrial Centre

No. 188-202 Texaco Road

Tsuen Wan, Hong Kong

26 May 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR (1) GRANT OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
(2) RE-ELECTION OF DIRECTORS  
AND  
(3) RE-APPOINTMENT OF AUDITOR**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders at the AGM in respect of, among other matters, (i) the ordinary resolutions for granting to the Directors the General Mandates; (ii) the ordinary resolution for re-electing Directors; and (iii) the ordinary resolution for the re-appointment of auditor.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE FOR THE ISSUE OF NEW SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the AGM, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, 800,000,000 Shares have been fully paid. Subject to the passing of the ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 160,000,000 Shares. If the share capital of the Company changes as a result of a share consolidation or subdivision after the approval of the Issue Mandate, the maximum number of Shares that can be issued will be adjusted accordingly such that the maximum percentage of Shares which may be allotted and issued under the Issue Mandate immediately before and after such share capital change shall be the same.

In addition, an ordinary resolution will be proposed to extend the limit of the Issue Mandate by adding the aggregate number of Shares repurchased under the Repurchase Mandate.

The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the Issue Mandate.

### GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate to exercise the powers of the Company to repurchase issued Shares subject to the criteria set forth in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the total number of issued Shares as at the date of passing of the resolution subject to the Listing Rules. The Repurchase Mandate will end on 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 pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting. As at the Latest Practicable Date, the total number of issued Shares was 800,000,000.

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## LETTER FROM THE BOARD

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Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 80,000,000 Shares, representing 10% of the total number of issued Shares on the date of passing the resolution approving the Repurchase Mandate. If the share capital of the Company changes as a result of a share consolidation or subdivision after the approval of the Repurchase Mandate, the maximum number of Shares that can be purchased will be adjusted accordingly such that the maximum percentage of Shares which may be purchased under the Repurchase Mandate immediately before and after such share capital change shall remain the same.

An explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set forth in Appendix I to this circular.

### **RE-ELECTION OF DIRECTORS**

In accordance with article 84 of the Articles of Association, one-third of the Directors (or if their number is not a multiple of three, the nearest number to but not less than one-third) shall retire from office by rotation at each annual general meeting of the Company. Accordingly, (i) Mr. Lam Keung, (ii) Mr. Wong Kwun Ho and (iii) Mr. Lai Man Shun will retire and, being eligible, have offered themselves for re-election as Directors at the AGM.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, skills, knowledge and experience, and potential time commitment for the Board and/or committee responsibilities), with due regard for the benefits of diversity as set out under the board diversity policy of the Company. The Nomination Committee had also taken into account the respective contributions of each of the above retiring Directors to the Board and their commitment to their roles.

The Nomination Committee considered that, in view of their diverse and difference educational backgrounds and professional knowledge and experience of Mr. Lam Keung, Mr. Wong Kwun Ho and Mr. Lai Man Shun, the Directors proposed to be re-elected will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group's business.

The Nomination Committee also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules of Mr. Wong Kwun Ho and Mr. Lai Man Shun and re-affirmed their independence. Each of Mr. Wong

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## LETTER FROM THE BOARD

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Kwun Ho and Mr. Lai Man Shun, who are proposed to be re-elected as independent non-executive Director, confirmed that as at the Latest Practicable Date they did not held seven or more directorship in listed companies.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### **RE-APPOINTMENT OF THE INDEPENDENT AUDITOR**

Moore Stephens CPA Limited will retire as the independent auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Moore Stephens CPA Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

Set out on pages 18 to 22 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for (i) grant of General Mandates to issue and repurchase Shares, (ii) re-election of Directors and (iii) re-appointment of auditor.

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the AGM or any adjournment thereof, the register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the AGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged with the Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Monday, 21 June 2021.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 13.49(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions set out in the notice of AGM will be voted by poll. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules, on the results of the AGM after being verified by the scrutineer.

### 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 in relation to the Issue Mandate, the Repurchase Mandate, the re-election of Directors, and re-appointment of auditor to be proposed at the AGM are in the best interests of the Company and the Shareholders.

Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

Your attention is also drawn to the information set out in the appendices to this circular.

By Order of the Board  
**Contel Technology Company Limited**  
**Lam Keung**  
*Chairman*

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in connection with the proposed Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares was 800,000,000 Shares of nominal value of HK\$0.01 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 80,000,000 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

The Directors seek the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of 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 and in accordance with the Repurchase Mandate at the relevant time, having regard to the circumstances then prevailing.

### **3. FUNDING FOR SHARE REPURCHASE**

Share repurchase must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the share repurchase would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2020, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### **4.    UNDERTAKING OF THE DIRECTORS**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

**5.    SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months immediately preceding and up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest prices</b>	<b>Lowest prices</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2020</b>		
May	3.69	2.93
June	3.46	2.92
July	3.46	0.206
August	0.610	0.260
September	0.405	0.223
October	0.320	0.215
November	0.265	0.213
December	0.224	0.195
<b>2021</b>		
January	0.325	0.189
February	0.430	0.229
March	0.390	0.245
April	0.355	0.265
May (up to the Latest Practicable Date)	0.310	0.255

**6.    TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, and as recorded in the registers required to be kept by the Company under section 336 of the SFO, Mr. Lam, Mr. Qing and Ms. Feng Tao, the spouse of Mr. Qing (“**Ms. Feng**”) hold their interests in the Company commonly through P. Grand (BVI) Ltd. (“**P. Grand**”) and Kingtech (BVI) Ltd. (“**Kingtech**”), representing a total of 69.80% of the total number of issued Shares. Accordingly, under the SFO, Mr. Lam, Mr. Qing and Ms. Feng are deemed to be interested in 558,390,000 Shares, representing 69.80% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Repurchase Mandate, the shareholding of Mr. Lam, Mr. Qing and Ms. Feng would be increased to 77.55% of the total number of the issued Shares. Such increase would not give rise to an obligation on the part of Mr. Lam, Mr. Qing, Ms. Feng and parties acting in concert (as defined in the Takeovers Code) with it to make a mandatory offer under Rule 26 of the Takeovers Code.

On the basis that the issued share capital of the Company remains the same, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if such repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of a company be held by the public. The Directors do not propose to repurchase the Shares which would result in less than the prescribed minimum percentage of the Shares be held by the public.

## **7. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares had been made by the Company during the six months immediately preceding the Latest Practicable Date.

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## APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM.

### EXECUTIVE DIRECTOR

**Mr. Lam Keung (林強) (“Mr. Lam”)**, aged 48, joined our Group in April 2010 and was appointed as a Director in August 2016. He was re-designated as our executive Director and appointed as the Chairman and the Chief Executive Officer in March 2018.

Mr. Lam is responsible for supervising the overall management, making strategic planning of our Group, implementing Board resolutions, as well as providing guidance and directions of our Group. Mr. Lam also conducts overall strategic review of the R&D department of our Group, giving R&D directions in relation to the latest trend of the IC and semiconductor industry.

Mr. Lam has over 24 years of experience in the IC and semiconductor industry. Prior to joining our Group, Mr. Lam worked at Rohm Electronics (H.K.) Company Limited (currently known as Rohm Semiconductor Hong Kong Company Limited) from September 1995 to August 2003 and his last position was assistant sales manager where he was responsible for the sale of IC products. Mr. Lam worked as a senior manager in marketing department at Synergy International Technology Limited from October 2003 to February 2010, where he was responsible for the sales and marketing of semiconductor solutions.

Mr. Lam joined IH Technology Limited (“**IH Technology**”), an indirect wholly-owned subsidiary of the Company, as a general manager in April 2010 and was subsequently promoted to serve as a director of IH Technology in November 2010. Mr. Lam has also been serving as a director of Flying Electronics Limited, an indirect wholly-owned subsidiary of the Company, since January 2011. Mr. Lam served as an independent non-executive director of EFT Solutions Holdings Limited, a company whose shares are listed on the GEM of the Stock Exchange (stock code: 8062), from 23 November 2016 to 26 March 2019, which is principally engaged in sourcing of electronic fund transfer at point-of-sale terminals and peripheral devices, and provision of electronic fund transfer at point-of-sale system support services and software solution services.

Mr. Lam obtained a bachelor’s degree in electrical engineering from the University of Tennessee, the United States in December 1993.

Mr. Lam has entered into a service contract with the Company for a term of three years commencing from the Listing Date and he is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 84 of the Articles of Association. Currently Mr. Lam is entitled to receive

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## APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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director's remuneration of HK\$2,322,000 per annum with a discretionary bonus which will be determined by the Board with reference to the role and responsibilities of Mr. Lam and the prevailing market conditions.

Mr. Lam, through P. Grand, a company which is 100% beneficially owned by him, holds approximately 62.30% of issued share capital of the Company. In addition, pursuant to the confirmatory deed dated 21 March 2018 (the “**Confirmation Deed**”), Mr. Lam, Mr. Qing and Ms. Feng confirmed that they have been in cooperation to jointly manage and control the operations of the subsidiaries of the Company in Hong Kong and the PRC since 2011. In view of the fact that Mr. Lam, Mr. Qing and Ms. Feng have been and will continue to be acting in concert in the control, management and operation of our Group, Mr. Lam is also deemed to be interested in all the Shares held by Kingtech which is 100% beneficially owned by Ms. Feng.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Wong Kwun Ho (黃冠豪)** (“**Mr. Wong**”), aged 37, was appointed as an independent non-executive Director of our Company in June 2019.

Mr. Wong has more than 11 years of experience in financial management and public offering transactions.

Prior to joining our Group, from September 2008, he was an associate in the Assurance Department at PricewaterhouseCoopers and was promoted to the position of senior associate in October 2010. He left PricewaterhouseCoopers in May 2011. From August 2011 to September 2013, Mr. Wong worked as assistant manager (corporate finance) at Fortune Financial Capital Limited, a subsidiary of China Fortune Financial Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 290). During the period from September 2013 to April 2017, Mr. Wong has been working in Guotai Junan (Hong Kong) Limited (corporate finance) at Guotai Junan Capital Limited, a subsidiary of Guotai Junan International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code:1788) and his last position was assistant vice president in the corporate finance department. From April 2017 to December 2017, he worked as vice president (corporate finance) at CCB International Capital Limited, a subsidiary of China Construction Bank, a company listed on the Main Board of the Stock Exchange (stock code: 939). Mr. Wong worked as an associate director (corporate finance) at Zhongtai International Management Limited from January 2018 to December 2018. Mr. Wong has been appointed as an executive director at Zhongtai International Management Limited since January 2019. Mr. Wong was the independent non-executive director of Ascent International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 264), from August 2018 to September 2019.

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## APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Wong has been appointed as the independent non-executive director of Legion Consortium Limited, a company listed in the Main Board of the Stock Exchange (stock code: 2129) with effect from December 2020. Mr. Wong is a licensed representative to carry on Type 1 (dealings in securities) and a responsible officer of Type 6 (advising on corporate finance) regulated activities under the SFO.

Mr. Wong obtained a bachelor degree in Business Administration from the City University of Hong Kong in November 2008. He became a member of the Hong Kong Institute of Certified Public Accountants in February 2012.

Mr. Wong has entered into a service contract with the Company for a term of three years commencing from the Listing Date and he is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 84 of the Articles of Association. Currently Mr. Wong is entitled to receive director's remuneration of HK\$120,000 per annum with a discretionary bonus which will be determined by the Board with reference to the role and responsibilities of Mr. Wong and the prevailing market conditions.

**Mr. Lai Man Shun (黎萬信) ("Mr. Lai")**, aged 48, was appointed as an independent non-executive Director in June 2019.

Mr. Lai has over 19 years of experience in information technology and telecommunication industry. He has been a general manager of EFT Payments (Asia) Limited since July 2016, mainly responsible for the business relationship management, development planning and overall supervision of different departments of the company. Immediately before that, Mr. Lai worked at EFT Solution Limited as the head of business development from March 2016 to June 2016. Before that, he was a chief executive officer and founder of Paxex International Limited from 2010 to 2016, mainly responsible for the overall business of the company. He was also a sales director and co-founder of RICC Limited, mainly responsible for the management of the business developments from 2001 to 2010.

Mr. Lai obtained his bachelor's degree in science from La Trobe University, Australia, in May 1997.

Mr. Lai has entered into a service contract with the Company for a term of three years commencing from the Listing Date and he is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 84 of the Articles of Association. Currently Mr. Lai is entitled to receive

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## APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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director's remuneration of HK\$120,000 per annum with a discretionary bonus which will be determined by the Board with reference to the role and responsibilities of Mr. Lai and the prevailing market conditions.

### GENERAL

Save as disclosed herein, each of the retiring Directors did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group and does not have any relationship with any other Director, senior management or substantial or controlling shareholders of the Company.

Save as disclosed herein, each of the above retiring Directors proposed for re-election has confirmed that there is no information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters need to be brought to the attention of the Shareholders in respect of each of the above retiring Directors' re-election.

\* The English translation of the Chinese name(s) in this circular, where indicated, is included for information only, and shall not be regarded as the official English name(s) of such Chinese name(s).

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## NOTICE OF ANNUAL GENERAL MEETING

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### Contel Technology Company Limited

### 康特隆科技有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1912)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Contel Technology Company Limited (the “**Company**” and the “**Meeting**”, respectively) will be held at Unit A, 13th Floor, Block 1, Leader Industrial Centre, No. 188-202 Texaco Road, Tsuen Wan, Hong Kong on 25 June 2021 (Friday) at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and independent auditor of the Company and its subsidiaries for the year ended 31 December 2020.
2. (a) To re-elect Mr. Lam Keung as an executive Director;  
  
(b) To re-elect Mr. Wong Kwun Ho as an independent non-executive Director; and  
  
(c) To re-elect Mr. Lai Man Shun as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Moore Stephens CPA Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.

As special businesses, to consider and if though fit, pass with or without modifications, the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

5. “**THAT:**
  - (a) subject to paragraph (b) of this resolution below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable law, a general and an unconditional mandate be and is hereby given to the directors of the Company (the “**Directors**”) to exercise all the powers

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## NOTICE OF ANNUAL GENERAL MEETING

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of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the additional shares in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares), which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;

- (b) the aggregate number of Shares allotted, issued or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period, otherwise than pursuant to the followings, shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly:
- (i) a rights issue where Shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
  - (ii) the exercise of options granted under a share option scheme or similar arrangement for the time being adopted by the Company from time to time;
  - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into Shares;
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of any dividend in accordance with the articles of association of the Company (the “**Articles of Association**”); or
  - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM 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 this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, is hereby generally and unconditionally approved;
- (b) the total number of Shares to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);

(ii) the expiration of the period within which the next AGM 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 an ordinary resolution of the shareholders of the Company in a general meeting.”

7. “**THAT** conditional upon the passing of resolutions no. 5 and 6 as set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the general mandate granted to the directors of the Company pursuant to resolution no. 5 set out in the Notice to exercise the powers of the Company to allot, issue and deal with the shares of the Company (the “**Shares**”) be and is hereby extended by the addition thereto the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6 set out in the Notice, provided that such number in aggregate shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

By Order of the Board  
**Contel Technology Company Limited**  
**Lam Keung**  
*Chairman*

Hong Kong,  
26 May 2021

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) A member of the Company entitled to attend and vote at the Meeting may appoint one or, if he holds two or more Shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof (as the case may be). The proxy form will be published on the website of the Stock Exchange.
- (4) The register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021, both days inclusive, during which no transfer of Shares will be registered. In order to determine who are eligible to attend and vote at the Meeting of the Company to be held on Friday, 25 June 2021, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 21 June 2021.
- (5) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 3:00 p.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website ([www.conteltechnology.com](http://www.conteltechnology.com)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.
- (6) Due to the ongoing COVID-19 pandemic, the Company regrets to inform Shareholders that there will be no distribution of souvenirs/gifts and no beverage and refreshments served during the AGM in order to maintain appropriate social distance and to safeguard the health and safety of Shareholders attending the AGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company strongly recommends the shareholders intending to attend the Meeting appoint the Chairman of the Meeting as their proxy to vote on the relevant resolutions at the Meeting instead of attending the Meeting in person.

*As at the date of this notice, the Board comprises Mr. Lam Keung, Mr. Qing Haodong, Mr. Mai Lu and Ms. Cheng Yu Pik as executive directors; Mr. Dan Kun Lei, Raymond, Mr. Wong Kwun Ho and Mr. Lai Man Shun as independent non-executive directors.*