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Voicecomm Technology Co., Ltd.*

聲通科技股份有限公司

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

(Stock code: 2495)

(I) SECOND ISSUE OF NEW H SHARES UNDER GENERAL MANDATE; AND (II) SECOND SUPPLEMENTAL AGREEMENT IN RELATION TO ISSUE OF NEW H SHARES UNDER GENERAL MANDATE

(I) THE SUBSCRIPTION B

On 10 April 2026 (after trading hours of the Stock Exchange), the Company and the Subscriber B entered into the Subscription Agreement B, pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber B has conditionally agreed to subscribe for 2,029,374 Subscription Shares B at a price of HK$46.3 per Subscription Share.

The 2,029,374 Subscription Shares B to be allotted and issued represent (i) approximately 5.71% of the existing shares capital of the Company of 35,524,210 Shares as at the date of this announcement; (ii) approximately 5.40% of the issued share capital of the Company of 37,553,584 Shares as enlarged by the allotment and issue of the Subscription Shares B, 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 B; and (iii) approximately 4.87% of the issued share capital of the Company of 41,688,433 Shares as enlarged by the allotment and issue of the Subscription Shares A and Subscription Shares B, 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 A and the Completion B.

The gross proceeds and net proceeds from the Subscription B will be approximately HK$94.0 million and HK$93.6 million.

The Subscription Shares B will be issued under the General Mandate granted to the Directors by a resolution of the Shareholders passed at the AGM.

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

(II) THE SECOND SUPPLEMENTAL AGREEMENT A

On 10 April 2026 (after trading hours of the Stock Exchange), the Company and the Subscriber A entered into the Second Supplemental Agreement A to (i) adjust the number of Subscription Shares A from 6,730,000 Subscription Shares A to 4,134,849 Subscription Shares A; and (ii) extend the Long Stop Date A to 8 May 2026 (or such other time and date as may be agreed by the Company and the Subscriber A).

(I) THE SUBSCRIPTION B

The principal terms of the Subscription Agreement B are summarised below:

Date

10 April 2026 (after trading hours of the Stock Exchange)

Parties

Issuer: The Company

Subscriber B: Mr. Yang Minghuan

Number of Subscription Shares B

Pursuant to the Subscription Agreement B, the Subscriber B shall subscribe for a total of 2,029,374 Subscription Shares B at the Subscription Price of HK$46.3 per Subscription Share B for an aggregate consideration of HK$93,960,000.

The 2,029,374 Subscription Shares B to be allotted and issued represent (i) approximately 5.71% of the existing shares capital of the Company of 35,524,210 Shares as at the date of this announcement; (ii) approximately 5.40% of the issued share capital of the Company of 37,553,584 Shares as enlarged by the allotment and issue of the Subscription Shares B, 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 B; and (iii) approximately 4.87% of the issued share capital of the Company of 41,688,433 Shares as enlarged by the allotment and issue of the Subscription Shares A and Subscription Shares B, 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 A and the Completion B. The aggregate nominal value of the Subscription Shares B will be RMB2,029,374.

Ranking of Subscription Shares B

The Subscription Shares B, when issued and fully paid, will rank *pari passu* in all respects among themselves and with the other H Shares in issue on the date of allotment and issue of the Subscription Shares B.

Subscription Price

The Subscription Price of HK$46.3 per Subscription Share B represents (i) a discount of approximately 11.5% to the closing price of HK$52.3 per H Share as quoted on the Stock Exchange on the date of the Subscription Agreement B; and (ii) a discount of approximately 11.0% to the average closing price of HK$52.02 per H Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Subscription Agreement B.

The net Subscription Price (after deducting the costs and expenses of the Subscription B) of Subscription B is approximately HK$46.10 per Subscription Share.

The Directors consider that the Subscription Price, which was agreed after arm's length negotiations between the Company and the Subscriber B 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.

Condition precedent of the Subscription B

Completion B is conditional upon:

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

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

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

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

The Company shall use its reasonable endeavours to procure the fulfilment of the above conditions precedent. The Company in its sole discretion may waive condition precedent (d) above, in whole or in part and with or without conditions, by notice to the Subscriber B. The Subscriber B in its sole discretion may waive condition precedent (c) and/or (e) above, in whole or in part and with or without conditions, by notice to the Company.

In the event the conditions precedent set out above not being fulfilled by Long Stop Date B, all rights, obligations and liabilities of the Company and the Subscriber B under the Subscription Agreement B shall cease and be terminated, and neither party shall have any claim against the other, save for any antecedent breaches of the terms thereof.

For avoidance of doubt, Subscription A and Subscription B are not inter-conditional on each other.

Completion B

Completion B shall take place within five Business Days (or such other date and time as may be agreed by the Company and the Subscriber B) after the satisfaction or, as the case may be, waiver of the conditions precedent set out above.

INFORMATION OF THE PARTIES

The Group

The Group is an IT solution provider in China, and committed to providing services for enterprise-level users to improve the level of convenience and intelligence for their information exchanges and business interactions. Based on unified communication technologies, core conversational AI technologies and product engine technologies, the Group is capable of addressing enterprise-level users' demand of "communication", "thinking" and "execution", respectively, thus facilitating a complete enterprise-level conversational AI experience.

The Subscriber B

The Subscriber B is an individual who is a PRC citizen.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Subscriber B is a third party independent of and not connected with (i) the Company and its connected persons; and (ii) each of the Subscriber A and its ultimate beneficial owner(s).

GENERAL MANDATE

The Subscription Shares B will be allotted and issued under the General Mandate granted to the Directors by a resolution of the Shareholders passed at the AGM to allot, issue or deal with 7,104,842 additional Shares, i.e. not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of the AGM.

Up to the date of this announcement and immediately prior to the entering into of the Subscription Agreement B, save for the 4,134,849 Subscription Shares A under the Subscription A which has not been issued as at the date of this announcement, the Company has not issued any Share or sold or transferred any treasury shares under the General Mandate.

APPLICATION FOR LISTING

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares B on the Stock Exchange.

CSRC FILINGS

The Company shall comply with CSRC Rules and complete the CSRC Filings in connection with the Subscription B.

REASONS FOR THE SUBSCRIPTION B AND USE OF PROCEEDS

The Company's principal business relies on advanced unified communication technologies, core conversational AI technologies and self-developed product engines to meet diverse enterprise demand across "collaborative communication", "intelligent decision-making", and "efficient execution". It provides enterprises with a one-stop enterprise-level intelligent interaction experience, helping customers significantly improve information exchange efficiency and the level of intelligent commercial interaction. The Company's solutions have been widely applied in key industries such as city management and administration, automotive and transportation, telecommunications and finance, empowering clients in digital transformation and business innovation.

The Directors are of the view that the Subscription B will strengthen the Group's financial position and broaden the Company's shareholder and capital base, supporting its long-term development and business growth in the conversational AI sector. In particular, the Directors believe that the Subscription B can further enhance the Company's technological advantages and commercial implementation capabilities in the field of enterprise-level interactive artificial intelligence. Based on the latest technological trends in the industry and changes in customer demands in commercial scenarios, and building upon the Company's existing technology foundation and solutions, the Subscription B will support further research, development and product innovation in building a multimodal fusion architecture based on meta models, as well as the development of lifelong learning agents and an orchestrated multi-agent system for role-based collaboration, while significantly strengthening the delivery capabilities of solutions in actual commercial scenarios.

The gross proceeds and net proceeds from the Subscription B will be approximately HK$94.0 million and HK$93.6 million, respectively. The Company intends to apply the net proceeds from the Subscription B for the following purposes:

(1) Approximately 50% of the proceeds will be used for research and development investments to enhance the Company's technological capabilities and improve product innovation level, which consists of:

    (a) Research, development and product innovation in building a multimodal fusion architecture based on meta models; and

    (b) Development of lifelong learning agents and an orchestrated multi-agent system for role-based collaboration;

(2) Approximately 50% of the proceeds will be used for working capital and general corporate purposes, including:

(a) Payment of staff salaries, social insurance, housing provident funds and other human resources expenses;

(b) Procurement of hardware and equipment and services for principal business;

(c) Repayment of bank loans; and

(d) Other administrative expenses.

The Board has considered other alternative fund-raising methods such as debt financing, rights issue or open offer. The Board considered that debt financing may incur further interest burden on the Group and may be subject to lengthy due diligence and negotiations with the banks with reference to the Group's financial position and the then financial market condition and it may be relatively uncertain and time-consuming. On the other hand, rights issue or open offer may also involve relatively substantial time and cost to complete as compared to the equity financing through issue of the new Shares under General Mandate. The Directors consider that the Subscription B represents an opportunity to raise additional funding for the business operations of the Group, strengthen the Group's financial position, and provide working capital to the Group to meet any financial obligations of the Group without any interest burden, within a relatively shorter time frame and at lower costs when compared with other means of fundraising.

The Directors consider that the terms of the Subscription Agreement B (including the Subscription Price), which were arrived at after arm's length negotiations between the Company and the Subscriber B, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EQUITY FUND RAISING ACTIVITY DURING THE PAST TWELVE MONTHS

Save for the Subscription A which has not completed as at the date of this announcement, the Company has not conducted any other equity fund raising activities during the past 12 months immediately preceding the date of this announcement.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the total number of Shares in issue was 35,524,210 Shares, comprising 6,997,250 Unlisted Shares and 28,526,960 H Shares, with no treasury shares.

The table below sets out a summary of the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon the Completion A (assuming there is no other change in the number of issued Shares from the date of this announcement up to the Completion Date A); (ii) immediately upon the Completion B (assuming there is no other change in the number of issued Shares from the date of this announcement up to the Completion Date B); and (iv) immediately upon the Completion A and Completion B (assuming there is no other change in the number of issued Shares from the date of this announcement up to the Completion Date A and Completion Date B):

	As at the date of this announcement		**Immediately after Completion A only**		**Immediately after Completion B only**		**Immediately after Completion A and Completion B**	
	Number of Shares	*Approximate percentage of total issued Shares (%)*	*Number of Shares*	*Approximate percentage of total issued Shares (%)*	*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	5.91	2,098,000	5.29	2,098,000	5.59	2,098,000	5.03
Voicecomm Rongzhi[(1)(3)]	3,043,558	8.57	3,043,558	7.67	3,043,558	8.10	3,043,558	7.30
Mr. Sun[(2)(3)]	700,000	1.97	700,000	1.77	700,000	1.86	700,000	1.68
Jiageng Culture[(2)(3)]	210,000	0.59	210,000	0.53	210,000	0.56	210,000	0.50
Jiangfan Technology[(4)]	96,000	0.27	96,000	0.24	96,000	0.26	96,000	0.23
Unlisted Shares held by public holders	849,692	2.39	849,692	2.14	849,692	2.26	849,692	2.04
Sub-total of Unlisted Shares	**6,997,250**	**19.70**	**6,997,250**	**17.64**	**6,997,250**	**18.63**	**6,997,250**	**16.78**
H Shares								
Mr. Tang[(1)(3)]	1,400,000	3.94	1,400,000	3.53	1,400,000	3.73	1,400,000	3.36
Voicecomm Rongzhi[(1)(3)]	2,050,000	5.77	2,050,000	5.17	2,050,000	5.46	2,050,000	4.92
Mr. Sun[(2)(3)]	1,100,000	3.10	1,100,000	2.77	1,100,000	2.93	1,100,000	2.64
Jiageng Culture[(2)(3)]	330,000	0.93	330,000	0.83	330,000	0.88	330,000	0.79
Jiangfan Technology[(4)]	119,540	0.34	119,540	0.30	119,540	0.32	119,540	0.29
The Subscriber A	–	–	4,134,849	10.43	–	–	4,134,849	9.92
The Subscriber B	–	–	–	–	2,029,374	5.40	2,029,374	4.87
H Shares held by other public holders	23,527,420	66.23	23,527,420	59.32	23,527,420	62.65	23,527,420	56.44
Sub-total of H Shares	**28,526,960**	**80.30**	**32,661,809**	**82.36**	**30,556,334**	**81.37**	**34,691,183**	**83.22**
Total	**35,524,210**	**100.00**	**39,659,059**	**100.00**	**37,553,584**	**100.00**	**41,688,433**	**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.

GENERAL

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

(II) THE SECOND SUPPLEMENTAL AGREEMENT A

References are made to the announcements of the Company dated 12 January 2026, 9 March 2026 and 11 March 2026 (the "**Announcement(s)**") in relation to the Subscription A.

As disclosed in the Announcements, pursuant to the Subscription Agreement A, the Company has conditionally agreed to allot and issue and the Subscriber A has conditionally agreed to subscribe for 6,730,000 Subscription Shares at a price of HK$46.3 per Subscription Share A. The Company and the Subscriber entered into the First Supplemental Agreement A on 9 March 2026 to extend the Long Stop Date A to 10 April 2026 (or such other time and date as may be agreed by the Company and the Subscriber A). Regarding condition precedent (b) under the Subscription Agreement A, the Company is advised by the Subscriber A that the Subscriber has been liaising with one of its investors which is a listed company in the PRC to obtain relevant approval.

On 10 April 2026 (after trading hours of the Stock Exchange), the Company and the Subscriber A entered into the Second Supplemental Agreement A to (i) adjust the number of Subscription Shares A from 6,730,000 Subscription Shares A to 4,134,849 Subscription Shares A; and (ii) extend the Long Stop Date A to 8 May 2026 (or such other time and date as may be agreed by the Company and the Subscriber A).

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

As a result of the Second Supplemental Agreement A, the Subscriber A shall subscribe for a total of 4,134,849 Subscription Shares A, representing (i) approximately 11.64% of the existing shares capital of the Company of 35,524,210 Shares as at the date of this announcement; (ii) approximately 10.43% of the issued share capital of the Company of 37,553,584 Shares as enlarged by the allotment and issue of the Subscription Shares A, 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 A; and (iii) approximately 9.92% of the issued share capital of the Company of 41,688,433 Shares as enlarged by the allotment and issue of the Subscription Shares A and Subscription Shares B, 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 A and the Completion B. Please refer to the section headed "Effect on shareholding structure of the Company" for the effect of the Subscription A on shareholding structure of the Company.

REASONS FOR ENTERING INTO THE SECOND SUPPLEMENTAL AGREEMENT A AND USE OF PROCEEDS

The Subscriber A is a strategic shareholder of the Company. In order to facilitate the establishment and maintenance of a long-term strategic relationship with the Subscriber A, and having considered the Subscriber A's internal funding allocation arrangements, the Company has agreed to adjust the number of Subscription Shares A.

Subject to the completion of the Subscription A, gross proceeds and net proceeds from the Subscription A will be approximately HK$191.4 million and HK$190.9 million, respectively. The net subscription price (after deducting the costs and expenses of the Subscription A) is approximately HK$46.18 per Subscription Share A. The net proceeds from the Subscription A 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 AND USE OF PROCEEDS" in the Announcement dated 12 January 2026.

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

GENERAL

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

DEFINITIONS

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

"acting in concert"	has the meaning ascribed to it under the Takeovers Code
"AGM"	the annual general meeting of the Company held on 20 June 2025 at which, among others, a resolution for the grant of the General Mandate to the Directors was duly passed by the Shareholders
"Board"	the board of Directors
"Business Day"	a day (excluding Saturday, Sunday and public holidays) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"Company"	Voicecomm Technology Co., Ltd.* (聲通科技股份有限公司), a joint stock company incorporated in the PRC with limited liability on 7 May 2015, or, where the context requires (as the case may be), its predecessor with the English name of Shanghai Voicecomm Information Technology Co., Ltd.* (上海聲通信息科技有限公司), a limited liability company established in the PRC on 5 December 2005, the H Shares of which are listed on the Stock Exchange (stock code: 2495)
"Completion A"	completion of the Subscription A in accordance with the terms and conditions of the Subscription Agreement A
"Completion B"	completion of the Subscription B in accordance with the terms and conditions of the Subscription Agreement B
"Completion Date A"	the date on which the Completion A takes place
"Completion Date B"	the date on which the Completion B takes place
"connected person"	has the meaning ascribed to it under the Listing Rules
"CSRC"	China Securities Regulatory Commission

"CSRC Archive Rules"	the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定) issued by the CSRC on 24 February 2023 (as amended, supplemented or otherwise modified from time to time)
"CSRC Filings"	the CSRC Filing Report and any relevant supporting materials (including, but not limited to, the PRC legal opinion to be issued by the counsel for the Company on the PRC laws, where applicable) and including any amendments, supplements and/or modifications thereof, to be submitted by the Company to the CSRC pursuant to the CSRC Filing Rules
"CSRC Filing Report(s)"	the filing report in relation to the Subscription B and any transactions contemplated by the Subscription Agreement B, to be submitted by the Company to the CSRC pursuant to the CSRC Filing Rules
"CSRC Filing Rules"	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法) and supporting guidelines issued by the CSRC (effective from 31 March 2023), as amended, supplemented or otherwise modified from time to time
"CSRC Rules"	the CSRC Filing Rules and the CSRC Archive Rules
"Directors"	directors of the Company
"First Supplemental Agreement A"	the first supplemental agreement to the Subscription Agreement A entered into between the Company and the Subscriber A dated 9 March 2026 in relation to the Subscription A
"General Mandate"	a general mandate granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of the AGM
"Group"	the Company and its subsidiaries
"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
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Jiageng Culture"	Shanghai Jiageng Culture Communication Co., Ltd. (上海甲庚文化傳播有限公司), a limited liability company established under the laws of PRC and is wholly owned by Mr. Sun

"Jiangfan Technology"	Shanghai Jiangfan Technology Development Co., Ltd. (上海江泛科技發展有限公司), a limited liability company established under the laws of PRC, is wholly-owned by Shanghai Jiangcheng Asset Management Co., Ltd. (上海江程資產管理有限公司) and 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)
"Long Stop Date A"	8 May 2026 (or such other time and date as may be agreed by the Company and the Subscriber A), being the long stop date of the Subscription Agreement A as amended by the Second Supplemental Agreement A
"Long Stop Date B"	8 May 2026 (or such other time and date as may be agreed by the Company and the Subscriber B), being the long stop date of the Subscription Agreement B
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Sun"	Mr. Sun Qi (孫琪), the general manager of the Company, an executive Director
"Mr. Tang"	Mr. Tang Jinghua (湯敬華), the chairman of the Board, an executive Director
"Mr. Yang"	Mr. Yang Xiaoyuan, a non-executive Director
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Second Supplemental Agreement A"	the second supplemental agreement to the Subscription Agreement A entered into between the Company and the Subscriber A dated 10 April 2026 in relation to the Subscription A
"SFO"	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)
"Shareholders"	holders of the Shares
"Shares"	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)

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber A"	State Fortune Global Strategic LPF, whose information is more particularly set out in the section headed "Information of the Subscriber" of the announcement of the Company dated 11 March 2026
"Subscriber B"	Mr. Yang Minghuan, whose information is more particularly set out in the section headed "Information of the parties – The Subscriber B" of this announcement
"Subscription A"	the subscription of the Subscription Shares A in accordance with the terms and conditions of the Subscription Agreement A
"Subscription B"	the subscription of the Subscription Shares B in accordance with the terms and conditions of the Subscription Agreement B
"Subscription Agreement A"	the subscription agreement entered into between the Company and the Subscriber A dated 12 January 2026 in relation to the Subscription A, as amended and supplemented by supplemental agreements from time to time
"Subscription Agreement B"	the subscription agreement entered into between the Company and the Subscriber B dated 10 April 2026 in relation to the Subscription B
"Subscription Price"	HK$46.3 per Subscription Share A and Subscription Share B
"Subscription Share A"	4,134,849 new H Shares to be subscribed by the Subscriber A pursuant to the Subscription Agreement A
"Subscription Shares B"	2,029,374 new H Shares to be subscribed by the Subscriber B pursuant to the Subscription Agreement B
"substantial shareholder"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"treasury share(s)"	has the meaning ascribed to it under the Listing Rules
"Unlisted Share(s)"	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange

"Voicecomm Rongzhi"	Hubei Voicecomm Rongzhi Technology Group Co., Ltd. (湖北聲通融智技術集團有限公司), formerly known as Shanghai Voicecomm Rongzhi Technology Group Co., Ltd. (上海聲通融智技術集團有限公司) and Shanghai Fengjing Information Consultation Co., Ltd. (上海蜂競信息諮詢有限公司), a limited liability company established under the laws of PRC and is owned as to 99.0% and 1.0% by Mr. Tang and Ms. Xu Xiangfeng, respectively
"%"	per cent.

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

Hong Kong, 10 April 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*