THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

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

(Stock Code: 2495)

(1) CONSIDERATION AND APPROVAL OF THE PROPOSAL ON THE COMPANY'S 2025 ANNUAL REPORT
(2) CONSIDERATION AND APPROVAL OF THE PROPOSAL ON THE COMPANY'S 2025 PROFIT DISTRIBUTION PLAN
(3) CONSIDERATION AND APPROVAL OF THE PROPOSAL ON DIRECTORS' REMUNERATION PLAN
(4) CONSIDERATION AND APPROVAL OF THE PROPOSAL ON ENGAGING THE COMPANY'S AUDITOR FOR 2026
(5) PROPOSED CHANGE OF THE ENGLISH NAME OF THE COMPANY
(6) CONSIDERATION AND APPROVAL OF THE PROPOSAL ON GRANTING TO THE BOARD THE GENERAL MANDATE TO DECIDE ON THE ISSUANCE OF NEW SHARES
(7) PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE H SHARES
(8) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
(9) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the AGM of Voicecomm Technology Co., Ltd.* to be held at 2:00 p.m. on Thursday, June 25, 2026 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, the PRC is set out on pages AGM-1 to AGM-4 of this circular. A form of proxy for use at the AGM is enclosed with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.voicecomm.cn) respectively.

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

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

* *For identification purpose only*

June 3, 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 3

APPENDIX I – EXPLANATORY STATEMENT ON THE H SHARE REPURCHASE MANDATE I-1

NOTICE OF ANNUAL GENERAL MEETING AGM-1

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

"AGM"	the annual general meeting to be held by the Company at 2:00 p.m. on June 25, 2026 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, the PRC
"Articles of Association"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors of the Company
"Company"	Voicecomm Technology Co., Ltd.* (聲通科技股份有限公司), a joint stock company incorporated in the PRC with limited liability on May 7, 2015, the H Shares of which are listed on the Stock Exchange (stock code: 2495)
"Company Law"	the Company Law of the PRC
"Director(s)"	the director(s) of the Company
"General Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with (including sale or transfer of treasury shares) 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, details of which are set out on pages 5 to 8 of this circular
"general meeting"	the general meeting of the Company
"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

* *For identification purpose only*

"H Share Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the AGM to repurchase H Shares on the Stock Exchange of not exceeding 10% of the total number of issued H Shares (excluding any treasury shares) as at the date of passing of the relevant resolutions
"H Shareholder(s)"	holder(s) of the H Share(s)
"HK$" or "HK dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	June 3, 2026, being the latest practicable date for the purpose of ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising Unlisted Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of the share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"treasury share(s)"	has the meaning ascribed to it under the Listing Rules
"Unlisted Share(s)"	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange
"Unlisted Shareholder(s)"	holder(s) of the Unlisted Share(s)

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

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

(Stock Code: 2495)

Executive Directors:
Mr. Tang Jinghua *(Chairman)*
Mr. Sun Qi

Non-executive Directors:
Mr. Yang Xiaoyuan
Mr. Tan Xiaobo
Mr. Chen Yulei
Ms. Ma Tiantian

Independent Non-executive Directors:
Mr. Liu Rong
Mr. Wu Haipeng
Mr. Mu Binrui
Mr. Leung Kin Hong

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

Principal place of business in Hong Kong:
40th Floor
Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

June 3, 2026

To the Shareholders

Dear Sir or Madam,

(1) CONSIDERATION AND APPROVAL OF THE PROPOSAL ON THE COMPANY'S 2025 ANNUAL REPORT
(2) CONSIDERATION AND APPROVAL OF THE PROPOSAL ON THE COMPANY'S 2025 PROFIT DISTRIBUTION PLAN
(3) CONSIDERATION AND APPROVAL OF THE PROPOSAL ON DIRECTORS' REMUNERATION PLAN
(4) CONSIDERATION AND APPROVAL OF THE PROPOSAL ON ENGAGING THE COMPANY'S AUDITOR FOR 2026
(5) PROPOSED CHANGE OF THE ENGLISH NAME OF THE COMPANY
(6) CONSIDERATION AND APPROVAL OF THE PROPOSAL ON GRANTING TO THE BOARD THE GENERAL MANDATE TO DECIDE ON THE ISSUANCE OF NEW SHARES
(7) PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE H SHARES
(8) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
(9) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Company intends to hold the AGM at 2:00 p.m. on Thursday, June 25, 2026 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, the PRC. The notice convening the AGM is set out on pages AGM-1 to AGM-4 of this circular.

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

MATTERS TO BE RESOLVED AT THE AGM

(A) Ordinary Resolutions

(1) Consideration and Approval of the Proposal on the Company's 2025 Annual Report

Given that our work in 2025 was completed, the Company prepared the 2025 annual report which included the work report of the Board.

(2) Consideration and Approval of the Proposal on the Company's 2025 Profit Distribution Plan

Based on its actual business situation and development strategy, the Company does not intend to distribute profits for 2025. Instead, we will utilize our funds in technological research and development, business expansion and investment, and enhance the financial stability of the Company.

(3) Consideration and Approval of the Proposal on Directors' Remuneration Plan

The existing remuneration policy of the Board is as follows:

1. Executive Directors and non-executive Directors: Apart from the remuneration received for their positions in the Company, no additional allowances will be provided, subject to the agreements entered into between the Company and the executive Directors and non-executive Directors.

2. Independent non-executive Directors: Allowances are provided based on the salary level of the Director's permanent residence, subject to the agreements entered into between the Company and the independent non-executive Directors.

The Company believes that this remuneration policy not only conforms to the practices commonly adopted by listed companies, but also effectively meets various requirements of our corporate governance, which is conducive to the long-term development of the Company.

(4) Consideration and Approval of the Proposal on Engaging the Company's Auditor for 2026

The Company intends to engage KPMG as the Company's auditor for 2026, which shall hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine auditor's remuneration.

The estimated audit fee provided for the audit services provided by KPMG to the Company for the year ending 31 December 2026 is estimated to be approximately in the range of RMB3.0 million to RMB3.5 million (exclusive of out-of-pocket expenses). Such fee has been determined after due consideration and arm's length negotiations between the Company and KPMG, taking into account, among other things, historical audit fees, prevailing market rates, the complexity of the business of the Group and business plans of the Group, the expected scope of the audit, the audit timetable, and the auditor's resources required. The estimated audit fee has been determined on the basis that no material changes are expected in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the audit.

(5) Proposed Change of the English Name of the Company

Reference is made to the announcement of the Company dated June 3, 2026 in relation to, among other things, the proposed change of the English name of the Company.

In view of the business operational requirements of the Company in Hong Kong and other overseas regions, the Board has resolved to change the English name of the Company from "Voicecomm Technology Co., Ltd." to "Voicecomm International Limited" (the "**Proposed Change of English Name**"). The Chinese name of the Company remains unchanged.

Subject to the Shareholders' approval of the Proposed Change of English Name, the Board proposed that the management of the Company be authorized to handle all necessary procedures in respect of the Proposed Change of English Name, including registration and/or filing.

(B) Special Resolutions

(6) Consideration and Approval of the Proposal on Granting to the Board the General Mandate to Decide on the Issuance of New Shares

As of now, the Company has issued a total of 39,659,059 Unlisted Shares and H Shares. In order to enhance the Company's ability to handle complex situations in the capital markets, improve response speed, decision-making efficiency and execution efficiency, and boost the healthy development of the Company, the Company intends to issue certain Unlisted Shares or H Shares as appropriate in accordance with relevant laws and regulations and regulatory rules of the place where the Company is listed. Based on this, the Company intends to propose to the general meeting

to authorize the Board to decide on the aforementioned additional issuance of Shares as appropriate (hereinafter referred to as the "**Additional Issuance of Shares**"), with the number of additional Shares to be issued subject to the following conditions: ① the number of Shares decided to be issued within 3 years shall not be more than 50% of the total issued Shares of the Company (excluding treasury shares); ② the number of Shares decided to be issued during the Relevant Period (as defined below) shall not be more than 20% of the total issued Shares of the Company (excluding treasury shares).

Regarding the above matters, it is proposed to the general meeting to grant the Board and its authorized person(s) the following rights:

(1) subject to item (2) below, it is proposed to generally and unconditionally authorize the Board to, during the Relevant Period, exercise all rights of the Company to allot or issue (including sale or transfer of treasury shares), either separately or concurrently, Unlisted Shares or/and H Shares (including securities convertible into Shares or/and options, warrants or similar rights to subscribe for Shares) and make or grant any offers, agreements and arrangements which may require the exercise of such rights;

(2) subject to the approval of item (1) above, the Board is authorized to allot or issue (including sale or transfer of treasury shares), either separately or concurrently, Unlisted Shares or/and H Shares during the Relevant Period with an aggregate number of not more than 20% of the total issued Shares of the Company (excluding treasury shares) as at the date of passing of this resolution at the general meeting, and the number of Unlisted Shares or/and H Shares that the Board is authorized to allot or issue (including sale or transfer of treasury shares), either separately or concurrently, within 3 years shall not be, in aggregate, more than 50% of the total issued Shares of the Company (excluding treasury shares) as at the date of passing of this resolution at the general meeting;

(3) subject to the requirements of items (1) and (2) of this resolution, the Board may, within the given limits, determine the respective numbers of Unlisted Shares or/and H Shares to be allotted or issued (including sale or transfer of treasury shares), either separately or concurrently, as well as the price, use of proceeds, target, place and time of issuance;

(4) according to the Company's actual condition of the allotment or issuance of Unlisted Shares and new H Shares, either separately or concurrently, the Board may increase the registered capital of the Company and make appropriate amendments to relevant provisions of the Articles of Association;

(5) according to the applicable laws, regulations and requirements, the Board may fulfill the necessary approvals or perform the filing procedures, and obtain the approval of all relevant government departments or/and regulatory authorities, as applicable;

(6) the Board and its authorized person(s) are authorized to amend, execute, deliver and publish the filing report and other application documents involved in the Additional Issuance of Shares as they deem necessary or appropriate; execute, implement, amend, suspend or terminate any agreements (including but not limited to engagement letters for intermediaries), filing materials, other undertaking, confirmation, mandate that required to be issued to the CSRC and other domestic and overseas regulatory authorities, and any other matters or documents relating to the Additional Issuance of Shares; engage intermediaries for the Additional Issuance of Shares; communicate with domestic and overseas governmental and regulatory authorities on behalf of the Company; and other matters relating to the Additional Issuance of Shares;

(7) to authorize the Board and its authorized person(s) to deal with the relevant approval, registration, filing, verification or consent procedures with the relevant domestic and foreign government departments and regulatory authorities for the Additional Issuance of Shares; to draft, sign, execute, amend and complete all necessary documents to be submitted to relevant domestic and foreign government departments, authorities, organizations and individuals; to complete all actions and matters that are necessary, appropriate or desirable in connection with the Additional Issuance of Shares;

(8) to handle at absolute discretion the registration of the Shares held by the Shareholders with domestic and foreign securities depository and clearing institutions, including but not limited to signing relevant agreements, etc.;

(9) to consult the relevant government and regulatory authorities on the Additional Issuance of Shares, and make corresponding arrangements in accordance with the provisions of laws and regulations, the opinions of relevant government and regulatory authorities, the overall schedule of the Additional Issuance of Shares and the intention of Shareholders; to draft, sign, execute, amend and complete documents to be submitted to relevant domestic and foreign government authorities, regulatory authorities, organizations and individuals, and affix the Company's official seal to the above documents (if necessary); and to do all such acts and matters as they deem necessary, appropriate or desirable in connection with the Additional Issuance of Shares;

(10) to authorize the Board and its authorized person(s) to make corresponding amendments to the resolutions related to the Additional Issuance of Shares considered and passed by the general meeting and the Board in accordance with the requirements of relevant government departments and regulatory authorities and relevant approval documents, except for the amendments that must be considered by the general meeting in accordance with relevant laws, regulations and regulatory rules;

(11) to approve the submission of a copy of this resolution (or summary) (after certification by the Company's legal counsel (if necessary)) to domestic and foreign regulatory authorities (if necessary);

(12) to formulate, implement and adjust the specific plan for the Additional Issuance of Shares according to the review opinions of the relevant regulatory authorities on the application for the Additional Issuance of Shares or within the scope permitted by laws and regulations;

(13) to deal with declaration matters on behalf of the relevant Shareholders regarding this application for the Additional Issuance of Shares, including but not limited to the preparation, amendment, signing, supplementing, filing, presentation, execution and announcement of the relevant application documents and other legal documents for the Additional Issuance of Shares in accordance with the requirements of relevant regulatory authorities and to sign, amend, supplement, file, present and execute all legal documents related to this application for the Additional Issuance of Shares on behalf of the relevant Shareholders;

(14) to handle the registration, custody and foreign exchange registration of the relevant Shares on behalf of the relevant Shareholders after obtaining the approval or consent for the Additional Issuance of Shares from the relevant regulatory authorities;

(15) to take all necessary actions, make decisions and deal with all other matters relating to this application for the Additional Issuance of Shares on behalf of the relevant Shareholders within the scope permitted by the relevant domestic and foreign laws, regulations, normative documents and the Articles of Association;

(16) to authorize the Board to further delegate authority to the chairman of the Company (who may in turn delegate such authority) as needed, to deal with all specific matters related to this application for the Additional Issuance of Shares, including the execution and, if thought fit, amendment, adjustment or supplementation of the legal documents relating to the Additional Issuance of Shares and the approval of related matters;

(17) the Board agrees to grant the aforementioned authority to the chairman of the Company and/or the general manager or other persons authorized by them, who will be responsible for dealing with specific matters relating to the Additional Issuance of Shares.

The validity period of the aforementioned authorization for the issuance of Shares shall commence from the date of approval of this resolution at the general meeting and shall end on the earliest of the following three dates (the "**Relevant Period**"):

(1) the conclusion of the next annual general meeting of the Company;

(2) the date on which the next annual general meeting of the Company is required by the Articles of Association or applicable laws of the PRC to be held; or

(3) the date on which the authority given under this resolution is revoked or varied by a special resolution passed at any general meeting.

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

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

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

For the purpose of the H Share Repurchase Mandate, "**Relevant Period**" means the period from the passing of the special resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and

(iii) the date on which the authority set out in the special resolution is revoked or varied by a special resolution of the shareholders in a general meeting.

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

(i) determining detailed repurchase plan, including but not limited to repurchase price, number of H Shares to be repurchased, timing of repurchase and period of repurchase, pursuant to the requirements under the relevant laws and regulations including the Company Law, the Listing Rules and the Articles of Association;

(ii) preparing, amending, supplementing, executing, delivering, submitting and implementing all agreements, contracts and documents occurring in the course of the repurchase and making filings in accordance with the requirements of the regulatory authorities (if applicable);

(iii) opening overseas share account(s) and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to the transfer of overseas repurchase funds;

(iv) keeping the repurchased H Shares as treasury shares and to deal with the same subject to the provisions of the Articles of Association and the Listing Rules, or carrying out cancellation procedures for repurchased H Shares, reducing registered capital of the Company in order to reflect the amount of H Shares repurchased in accordance with the H Share Repurchase Mandate and making relevant amendments to the Articles of Association as it deems appropriate in order to reflect the reduction of the registered capital of the Company;

(v) carrying out any other necessary actions and dealing with any matters which the Board reasonably considers necessary to the exercise of the H Share Repurchase Mandate, provided that such matters are not in contravention of the applicable laws and regulations; and

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

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

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

(8) Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Company dated June 3, 2026 in relation to, among other things, the proposed amendments to the Articles of Association.

To reflect the Proposed Change of English Name, the Board proposed to make corresponding amendments to the Articles of Association (the "**Proposed Amendments**").

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

Original Articles of the Articles of Association	Amended Articles of the Articles of Association
Article 1 To safeguard the legal interests of Voicecomm Technology Co., Ltd. (hereinafter referred to as the "Company") and its shareholders, staffs and creditors and to regulate the organization and behaviors of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), the Accounting Law of the People's Republic of China (hereinafter referred to as "Accounting Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (hereinafter referred to as "Trial Measures"), the Guidelines for the Articles of Association of Listed Companies (hereinafter referred to as "Guideline on Articles"), the Official Reply of the State Council on Adjusting the Notice Period and Other Relevant Issues about Shareholders' Meeting Applicable to Overseas-listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Listing Rules"), and other applicable laws, administrative regulations, departmental rules, regulatory documents and regulations of the relevant regulatory authorities.	**Article 1** To safeguard the legal interests of Voicecomm **International Limited** ~~Technology Co., Ltd.~~ (hereinafter referred to as the "Company") and its shareholders, staffs and creditors and to regulate the organization and behaviors of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), the Accounting Law of the People's Republic of China (hereinafter referred to as "Accounting Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (hereinafter referred to as "Trial Measures"), the Guidelines for the Articles of Association of Listed Companies (hereinafter referred to as "Guideline on Articles"), the Official Reply of the State Council on Adjusting the Notice Period and Other Relevant Issues about Shareholders' Meeting Applicable to Overseas-listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Listing Rules"), and other applicable laws, administrative regulations, departmental rules, regulatory documents and regulations of the relevant regulatory authorities. * *The amendment is made to the English version of Article 1 only and the Chinese version remains unchanged.*
Article 4 The registered name of the Company is 聲通科技股份有限公司 (English name: Voicecomm Technology Co., Ltd.).	**Article 4** The registered name of the Company is 聲通科技股份有限公司 (English name: Voicecomm **International Limited**~~Technology Co., Ltd.~~).

Save for the Proposed Amendments, other content in the Articles of Association remains unchanged. Shareholders should be aware that the English version of the Articles of Association is the translation of the Chinese version. The Chinese version of the Articles of Association shall prevail in the case of any inconsistencies between the two versions.

Subject to the Shareholders' approval of the Proposed Amendments, the Board proposed that the management of the Company be authorized to handle all necessary procedures in respect of the Proposed Amendments, including registration and/or filing.

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

NOTICE OF ANNUAL GENERAL MEETING

The notice convening the AGM of the Company to be held at 2:00 p.m. on Thursday, June 25, 2026 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, the PRC, is set out on pages AGM-1 to AGM-4 of this circular. In order to ascertain holders of H Shares who are entitled to attend the AGM, the register of members of H Shares of the Company will be closed from Monday, June 22, 2026 to Thursday, June 25, 2026, both days inclusive, during which period no transfer of H Shares will be registered. To be eligible to attend and vote at the AGM, unregistered holders of H Shares shall ensure all transfer documents accompanied by the relevant share certificates are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, June 18, 2026 for registration. The record date for the AGM will be Thursday, June 25, 2026.

PROXY ARRANGEMENT

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

VOTING BY POLL

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

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

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Board considers that the resolutions to be proposed at the AGM in relation to (i) consideration and approval of the proposal on the Company's 2025 annual report; (ii) consideration and approval of the proposal on the Company's 2025 profit distribution plan; (iii) consideration and approval of the proposal on Directors' remuneration plan of the Company; (iv) consideration and approval of the proposal on engaging the Company's auditor for 2026; (v) the Proposed Change of English Name of the Company; (vi) consideration and approval of the proposal on granting to the Board of the Company the General Mandate to decide on the issuance of new shares; (vii) the proposed granting of general mandate to repurchase H Shares; and (viii) the proposed amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all resolutions to be proposed at the AGM.

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

* *For identification purpose only*

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

1. REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB39,659,059, comprising 6,997,250 Unlisted Shares and 32,661,809 H Shares of RMB1.00 each.

Subject to the passing of the special resolution in respect of the granting of the H Share Repurchase Mandate at the AGM and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 6,997,250 Unlisted Shares and 32,661,809 H Shares, the Board would be authorized under the H Share Repurchase Mandate to repurchase, during the period in which the H Share Repurchase Mandate remains in force, a total of 3,266,180 H Shares, representing 10% of the total number of H Shares in issue (excluding any treasury shares) as at the date of the AGM.

2. REASONS FOR SHARE REPURCHASE

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

3. FUNDING OF SHARE REPURCHASE

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

4. IMPACT OF SHARE REPURCHASE

The Directors are of the view that, in the light of the financial position disclosed in the most recently published audited accounts of the Company for the year ended December 31, 2025, there will not be any material adverse impact on the Company's working capital or gearing levels in the event of the exercise of the H Share Repurchase Mandate in full at any time during the Relevant Repurchase Period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors in due course with the market conditions then prevailing considered and in the best interests of the Company.

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

5. MARKET PRICES OF H SHARES

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

Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
June	148.00	80.50
July	101.00	58.50
August	95.70	60.80
September	75.20	59.00
October	78.80	56.00
November	58.20	48.50
December	74.85	50.30
2026		
January	77.15	52.50
February	63.90	53.35
March	62.00	49.30
April	58.85	49.50
May	54.00	44.28
June *(up to the Latest Practicable Date)*	58.00	46.78

6. GENERAL

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

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

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

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

7. TAKEOVERS CODE

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

To the best knowledge of the Company, as at the Latest Practicable Date, (i) Mr. Tang Jinghua and Mr. Sun Qi were parties acting in concert with each other by virtue of the concert party agreement dated March 20, 2021 and the supplemental agreement to the concert party agreement dated July 21, 2025; (ii) Mr. Tang Jinghua held 2,098,000 Unlisted Shares and 1,400,000 H Shares and 99% of Hubei Voicecomm Rongzhi Technology Group Co., Ltd. (湖北聲通融智技術集團有限公司), which held 3,043,558 Unlisted Shares and 2,050,000 H Shares; and (iii) Mr. Sun Qi held 700,000 Unlisted Shares and 1,100,000 H Shares and the entire issued share capital of Shanghai Jiageng Culture Communication Co., Ltd. (上海甲庚文化傳播有限公司), which held 210,000 Unlisted Shares and 330,000 H Shares. Accordingly, Mr. Tang Jinghua and Mr. Sun Qi controlled or were entitled to control the voting rights of 10,931,558 Shares (comprising 4,880,000 H Shares and 6,051,558 Unlisted Shares), representing approximately 27.56% of the total issued shares of the Company as at the Latest Practicable Date. In the event that the Directors exercise the proposed H Share Repurchase Mandate in full, the aggregate voting rights controlled by Mr. Tang Jinghua and Mr. Sun Qi would be increased to approximately 30.04% of the issued share capital of the Company. The Directors consider that such an increase in shareholding may trigger an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

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

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

8. H SHARE REPURCHASE MADE BY THE COMPANY

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

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

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

(Stock Code: 2495)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Voicecomm Technology Co., Ltd.* (the "**Company**") will be held at 2:00 p.m. on Thursday, June 25, 2026 at 7DEF, Building G, Weijing Center, No. 2337 Gudai Road, Minhang District, Shanghai, the PRC (the "**AGM**") to consider and, if thought fit, approve the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated June 3, 2026 (the "**Circular**").

ORDINARY RESOLUTIONS

1. To consider and approve the proposal on the Company's 2025 annual report.

2. To consider and approve the proposal on the Company's 2025 profit distribution plan.

3. To consider and approve the proposal on Directors' remuneration plan.

4. To consider and approve the proposal on engaging the Company's auditor for 2026.

5. To consider and approve the proposed change of the English name of the Company.

SPECIAL RESOLUTIONS

6. To consider and approve the proposal on granting to the Board the General Mandate to decide on the issuance of new shares.

7. To consider and approve the grant of H Share Repurchase Mandate to repurchase H Shares.

"THAT:

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

(b) for the purpose of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders in a general meeting.

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

(i) determining detailed repurchase plan, including but not limited to repurchase price, number of H Shares to be repurchased, timing of repurchase and period of repurchase, pursuant to the requirements under the relevant laws and regulations including the Company Law, the Listing Rules and the Articles of Association;

(ii) preparing, amending, supplementing, executing, delivering, submitting and implementing all agreements, contracts and documents occurring in the course of the repurchase and making filings in accordance with the requirements of the regulatory authorities (if applicable);

(iii) opening overseas share account(s) and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to the transfer of overseas repurchase funds;

(iv) keeping the repurchased H Shares as treasury shares and to deal with the same subject to the provisions of the Articles of Association and the Listing Rules, or carrying out cancellation procedures for repurchased H Shares, reducing registered capital of the Company in order to reflect the amount of H Shares repurchased in accordance with the H Share Repurchase Mandate and making relevant amendments to the Articles of Association as it deems appropriate in order to reflect the reduction of the registered capital of the Company;

(v) carrying out any other necessary actions and dealing with any matters which the Board reasonably considers necessary to the exercise of the H Share Repurchase Mandate, provided that such matters are not in contravention of the applicable laws and regulations; and

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

8. To consider and approve the proposed amendments to the Articles of Association.

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

Hong Kong, June 3, 2026

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

* *For identification purpose only*

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders), or the business address of the Company at 4th Floor, F11 Building, Phase 4.1, Wuhan Software New City, East Lake High-tech Development Zone, Wuhan, Hubei Province, the PRC (for Unlisted Shareholders) not less than 24 hours before the time appointed for the meeting (i.e. not later than 2:00 p.m. on Wednesday, June 24, 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, June 22, 2026 to Thursday, June 25, 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, June 18, 2026. The record date for the AGM will be Thursday, June 25, 2026.

5. Holders of shares shall produce their identity documents and supporting documents in respect of the shares held when attending the AGM. If Shareholders appoints authorized representative to attend the AGM, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy forms signed by the Shareholders or their attorneys when attending the AGM.

6. References to time and dates in this notice are to Hong Kong time and dates.

7. Details of the aforesaid resolutions to be proposed at the AGM are set out in the circular of the Company dated June 3, 2026.