
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this supplemental 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 (the “**Company**”), you should at once hand this supplemental circular together with the accompanying revised form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

Contel Technology Company Limited**康特隆科技有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1912)**

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 27 APRIL 2020
IN RELATION TO PROPOSED BONUS ISSUE OF SHARES
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read in conjunction with the circular issued by Contel Technology Company Limited (the “**Company**”) to its shareholders dated 27 April 2020 (the “**Circular**”), and form of proxy despatched with the Circular (the “**Original Proxy Form**”) and the notice convening an annual general meeting of the Company (the “**AGM**”) at 9:30 a.m. on Thursday, 28 May 2020 at Unit A, 13th Floor, Block 1, Leader Industrial Centre, No. 188-202 Texaco Road, Hong Kong.

The revised notice of the AGM adding resolutions in relation to the proposed bonus issue to the agenda of the AGM, is set out on pages AGM-1 to AGM-4 of this supplemental circular and is also published on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>). A revised form of proxy (the “**Revised Proxy Form**”) is also enclosed with this supplemental circular and is also published on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>) for use at the AGM.

The Original Proxy Form despatched with the Circular shall be superseded by the Revised Proxy Form. Whether you are able to attend the AGM or not, you are requested to complete the enclosed Revised Proxy Form in accordance with the instructions printed on it and return the completed Revised Proxy Form to the Company’s Hong Kong branch registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

7 May 2020

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DEFINITION

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

“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 28 May 2020 (Thursday) at 9:30 a.m.
“Announcement”	the announcement of the Company dated 27 March 2020 relating to, among others, the proposed Bonus Issue
“Articles of Association”	the articles of association of the Company
“Board”	board of Directors
“Bonus Issue”	the proposed bonus issue of Shares by the Company to the Shareholders (other than Non-Qualifying Shareholders) whose names appear on the register of members on the Record Date, on the basis of one (1) Bonus Share for every ten (10) existing Shares held on the Record Date
“Bonus Share(s)”	new Share(s) to be issued under the Bonus Issue
“CCASS”	the Central Clearing and Settlement System operated by HKSCC
“Circular”	the circular of the Company dated 27 April 2020
“Company”	Contel Technology Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange
“Director(s)”	directors of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries

DEFINITION

“HK Share Registrar”	Tricor Investor Services Limited, the Company’s branch share registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“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”	29 April 2020, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) whom the Board, after making enquiries, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant foreign regulatory body or stock exchange in that place not to extend the Bonus Issue to them
“Original AGM Notice”	notice of the AGM dated 27 April 2020
“Original Proxy Form”	the proxy form of the AGM which was despatched to the Shareholders on 27 April 2020
“Overseas Shareholder(s)”	Shareholders whose addresses as shown on the register of members of the Company on the Record Date are outside Hong Kong

DEFINITION

“PRC”	the People’s Republic of China
“Qualifying Shareholder(s)”	the Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholders), who are entitled to the Bonus Issue
“Record Date”	Thursday, 4 June 2020, being the date for determining the entitlement to the Bonus Issue
“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
“Revised Proxy Form”	revised proxy form of the AGM being despatched on 7 May 2020 and enclosed to this supplemental circular
“Share(s)”	ordinary share of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental AGM Notice”	supplemental notice of the AGM as set out on pages AGM-1 to AGM-4 of this supplemental circular
“HK\$”	Hong Kong Dollars, the lawful currency in Hong Kong
“%”	per cent

EXPECTED TIMETABLE

The expected timetable of the Bonus Issue is set out below:

2020

(Hong Kong time)

Latest time for lodging transfer of Shares to qualify for attending the AGM	4:30 p.m., Friday, 22 May
Closure of register of members	Monday, 25 May to Thursday, 28 May
Latest time for lodging the Revised Proxy Form for the AGM (not less than 48 hours prior to time appointed for the holding of the AGM)	9:30 a.m., Tuesday, 26 May
Date and time of the AGM	9:30 a.m., Thursday, 28 May
Announcement of poll results of the AGM	Thursday, 28 May
Last day of trading in Shares cum-entitlements to the Bonus Issue	Friday, 29 May
First day of trading in Shares ex-entitlements to the Bonus Issue	Monday, 1 June
Latest time for lodging transfer of Shares to qualify for the Bonus Issue	4:30 p.m., Tuesday, 2 June
Closure of register of members	Wednesday, 3 June to Thursday, 4 June (both days inclusive)
Record Date	Thursday, 4 June
Register of members re-opens	Friday, 5 June
Certificates for the Bonus Shares expected to be despatched	Wednesday, 17 June
Dealings in Bonus Shares commence	9:00 a.m., Thursday, 18 June

Dates or deadlines specified in this supplemental circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate.

LETTER FROM THE BOARD

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 and Chief Executive Officer*)

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 No. A, 13th Floor

Block 1, Leader Industrial Centre

Nos. 188-202 Texaco Road

Tsuen Wan, Hong Kong

7 May 2020

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 27 APRIL 2020
IN RELATION TO PROPOSED BONUS ISSUE OF SHARES
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read together with the Circular which contains, 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.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with the information of additional resolution to be proposed at the AGM relating to the proposed Bonus Issue and to provide Shareholders with the Supplemental AGM Notice and the Revised Proxy Form. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

2. PROPOSED BONUS ISSUE

References are made to the annual results announcement of the Company for the year ended 31 December 2019 dated 27 March 2020 for which the Board recommended a final dividend by way of the Bonus Issue on the basis of one (1) Bonus Share for every ten (10) existing Shares held by the Shareholders. Details of the Bonus Issue are set out below:

Basis of Bonus Issue

Subject to the conditions as set out under the heading “Conditions of the Bonus Issue” below having been fulfilled, the Bonus Shares will be issued and credited as fully paid at par value on the basis of one (1) Bonus Share for every ten (10) existing Shares held by the Shareholders on the Record Date. In compliance with Rule 13.64A, the theoretical adjusted price of the Shares based on the lowest daily closing price of HK\$1.19 per Share recorded on 21 November 2019 during the six-month period immediately preceding the date of the Announcement would be approximately HK\$1.08.

Assuming that no further Shares will be issued or repurchased on or before the Record Date, on the basis of 800,000,000 existing Shares in issue as at the Latest Practicable Date, 80,000,000 Bonus Shares will be issued under the Bonus Issue, representing 10% of the existing issued share capital of the Company as at the Latest Practicable Date. Immediately after the completion of the Bonus Issue, there will be a total of 880,000,000 Shares in issue as enlarged by the Bonus Issue. The Bonus Shares will be credited as fully paid at par value by way of capitalisation of an amount of HK\$800,000 in the share premium account of the Company pursuant to the Bonus Issue.

Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM for approving the Bonus Issue;
- (ii) the Listing Committee granting the approval for the listing of, and permission to deal in, the Bonus Shares; and

LETTER FROM THE BOARD

- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of Cayman Island and the Articles of Association to effect the Bonus Issue.

Overseas Shareholders

According to the latest information provided by the HK Share Registrar, Tricor Investor Services Limited, as at the Latest Practicable Date, there were two Overseas Shareholders whose registered addresses as shown on the register of members of the Company are located at British Virgin Islands. The Company has made preliminary enquiries with legal adviser of such relevant jurisdiction as to whether it is lawful or practicable to offer the Bonus Shares to the said two Overseas Shareholders in such place. According to the preliminary views of the overseas legal adviser, there is no applicable restriction that prevents the issuance of Bonus Shares to the said two Overseas Shareholders.

If as at the close of business on the Record Date, a Shareholder's address as recorded on the register of members of the Company is in a place outside Hong Kong, the Board will make enquiries as to whether the Bonus Issue to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of the relevant regulatory body or stock exchange. If, after making such enquiry, the Board is of the opinion that there is no legal restriction under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, such Overseas Shareholders will be permitted to participate in the Bonus Issue. If, however, after making such enquiry, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restriction under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to offer to such Overseas Shareholders, no issue of the Bonus Shares will be made to such Non-Qualifying Shareholders.

In circumstances where any Non-Qualifying Shareholders are not permitted to participate in the Bonus Issue, arrangements will then be made for the Bonus Shares which would otherwise have been issued to those Non-Qualifying Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholders, by post at his own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

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Notwithstanding the enquiries made by the Company with its legal adviser, any Shareholder with a registered address outside Hong Kong or otherwise residing outside Hong Kong should consult their professional advisers as to whether they are permitted to receive the Bonus Shares under the Bonus Issue and the taxation consequences of their decision. It is the responsibility of the Shareholders who wish to receive the Bonus Shares under the Bonus Issue to comply with the laws of the relevant jurisdiction(s).

Overseas Shareholders receiving a copy of the circular concerning the Bonus Issue may not treat the same as an invitation to participate in the Bonus Issue unless such invitation could lawfully be made to him/her/it without having to comply with any legislation or other legal requirements in the relevant territory.

Status of the Bonus Shares and Fractional Entitlements

The Bonus Issue is non-renounceable. The Bonus Shares, upon issue, will rank *pari passu* with the then existing Shares in all respects, including the entitlement of receiving dividends and other distributions on the record date for which is on or after the date of allotment and issue of those Bonus Shares. The total number of Bonus Shares to any Qualifying Shareholders will be issued on a pro-rata basis and rounded down to a whole number, if there are any fractional entitlements of the Bonus Shares. Such fractional entitlements arising from the Bonus Issue (if any) will not be allotted to Qualifying Shareholders and will be aggregated and sold for the benefit of the Company. As the scale of the Bonus Issue is not significant, no special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of the Bonus Shares that may be issued in odd lots as a result of the Bonus Issue.

Closure of register of members and Record Date

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated under the heading “Overseas Shareholders” above.

The register of members of the Company will be closed from Wednesday, 3 June 2020 to Thursday, 4 June 2020 (both days inclusive) in order to determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the HK Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 June 2020.

LETTER FROM THE BOARD

Trading Arrangements

Application will be made to the Listing Committee of the Stock Exchange for listing of and permission to deal in the Bonus Shares. Subject to the granting of listing of and permission to deal on the Stock Exchange as well as in compliance with the stock admission requirements of HKSCC, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date on which dealings in the Bonus Shares commence on the Stock Exchange or such other date as shall be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Subject to the conditions as set out in the paragraph headed “Conditions of the Bonus Issue” above, it is expected that (i) certificates for the Bonus Shares will be posted to Qualifying Shareholders on Wednesday, 17 June 2020 at their own risk, and (ii) the first day of dealing in the Bonus Shares will be on Thursday, 18 June 2020.

No action is required to be taken by the Qualifying Shareholders to receive the certificates for the Bonus Shares as a result of the Bonus Issue. The Qualifying Shareholders will either receive the certificates for such Shares or where appropriate, investors holding Shares through CCASS participants will receive the Bonus Shares through their respective brokers or custodians who are CCASS clearing or custodian participants or through their CCASS Investors Participant stock account. Qualifying Shareholders should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are not listed or dealt in on any stock exchange other than the Stock Exchange. The Directors do not intend to apply for listing of or permission to deal in the Bonus Shares on any stock exchange other than the Stock Exchange.

Reasons and Benefits for the Bonus Issue

Notwithstanding that the Board intends to maintain sufficient cash for its future business development, the Board recommends, subject to the approval of the Shareholders at the AGM, the Bonus Issue on the basis of one (1) Bonus Share for every ten (10) existing Shares. The Board believes that the Bonus Issue will, on the one hand, enable the Company to maintain its cash position for future development, and on the other hand, increase the number of Shares to be held by the Shareholders without incurring any significant cost, which will give them flexibility in managing their investment portfolios by way of disposing a portion of their Shares to realise cash return to meet their financial needs under favourable market conditions whilst at the same time choosing to hold the remaining portion of the Shares for long term investment.

LETTER FROM THE BOARD

3. SUPPLEMENTAL AGM NOTICE AND REVISED PROXY FORM

The AGM will be held at Unit A, 13th Floor, Block 1, Leader Industrial Centre, No. 188-202 Texaco Road, Tsuen Wan, Hong Kong on Thursday, 28 May 2020 at 9:30 a.m., or any adjournment thereof to consider and, if thought fit, approve, among other matters, (i) the ordinary resolutions for granting to the Directors the General Mandates; (ii) the ordinary resolution for re-electing Directors; (iii) the ordinary resolution for the re-appointment of auditor, and (iv) the ordinary resolution for the Bonus Issue.

A new ordinary resolutions (no. 8) is inserted in the Supplemental AGM Notice for the proposed Bonus Issue of the Company. The Supplemental AGM Notice is set out on pages AGM-1 to AGM-4 of this supplemental circular and the Revised Proxy Form is enclosed with this supplemental circular. The Revised Proxy Form is also published on the websites of the Company and the Stock Exchange. The Supplemental AGM Notice shall be read together with the Original AGM Notice. The Original Proxy Form despatched with the Circular shall be superseded by the Revised Proxy Form.

Whether or not you are able to attend the AGM, you are requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (the “**Closing Time**”). A Shareholder who has not yet lodged the Original Proxy Form with the HK Share Registrar is requested to lodge the Revised Proxy Form with the instructions printed thereon if the Shareholder wishes to appoint proxy or proxies to attend the AGM on his behalf. In this case, the Original Proxy Form should not be lodged with the HK Share Registrar.

A Shareholder who has already lodged the Original Proxy Form with the HK Share Registrar should note that:

- (a) if no Revised Proxy Form is lodged with the HK Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. To the extent no direction has been given as to how vote(s) should be cast, the proxy so appointed by the Shareholder will be entitled to vote at his discretion or to abstain on any resolution(s) properly put to the AGM; or
- (b) if the Revised Proxy Form is lodged with the HK Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by him; or

LETTER FROM THE BOARD

- (c) if the Revised Proxy Form is lodged with the HK Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the Original Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy or proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of poll by the Shareholders.

4. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that all resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

By order of the Board
Contel Technology Company Limited
Lam Keung
Chairman

SUPPLEMENTAL NOTICE OF AGM

Contel Technology Company Limited

康特隆科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1912)

SUPPLEMENTAL NOTICE OF AGM

Reference is made to (i) the circular (the “**Circular**”) of Contel Technology Company Limited (the “**Company**”) dated 27 April 2020; (ii) the notice (the “**Original AGM Notice**”) of the annual general meeting (the “**AGM**”) of the Company dated 27 April 2020 by which the AGM of the Company will be held at Unit A, 13th Floor, Block 1, Leader Industrial Centre, No. 188-202 Texaco Road, Tsuen Wan, Hong Kong on 28 May 2020 (Thursday) at 9:30 a.m.; and (iii) the supplemental circular (the “**Supplemental Circular**”) of the Company dated 7 May 2020. This supplemental notice shall be read together with the Original AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the following resolution will be considered and, if thought fit, approved (with or without modification) by shareholders of the Company (the “**Shareholders**”) at the AGM, in addition to the proposed resolutions set out in the Original AGM Notice:

ORDINARY RESOLUTION

To consider by way of special business and, if thought fit, to pass with or without modifications, the following resolutions as ordinary resolutions:

8. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Bonus Shares (as hereinafter defined) to be issued pursuant to this resolution:
 - (a) upon the recommendation of the directors of the Company (the “**Directors**”), the application of such amount standing to the credit of the share premium account of the Company to give effect to the bonus issue of ordinary shares (“**Share(s)**”) of HK\$0.01 each in the capital of the Company pursuant to this resolution, be and are hereby approved and accordingly the Directors be and are hereby authorised and directed to apply such sum in paying up in full at par such number of new Shares in the capital of the Company, and that such new Shares (“**Bonus Shares**”) shall be issued, allotted and distributed, credited as fully paid up, to and amongst those shareholders whose names appear on the register of members of the Company (the “**Register of Members**”) on Thursday, 4 June 2020 (the “**Record Date**”) (not being those shareholder(s) (the “**Non-Qualifying Shareholder(s)**”), whose

SUPPLEMENTAL NOTICE OF AGM

address(es) as shown on the register of members of the Company on the Record Date to be outside Hong Kong (if any), to whom the Directors of the Company, after making enquiries, consider to be necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue) on the basis of one (1) Bonus Share for every ten (10) existing issued Shares in the share capital of the Company held by them respectively on the Record Date (the “**Bonus Issue**”);

- (b) unless otherwise determined by the Directors, no fractional Bonus Shares shall be issued to members of the Company and fractional entitlements will be aggregated and sold for the benefit of the Company;
- (c) the Bonus Shares to be issued and allotted pursuant to this resolution shall rank pari passu in all respects with the then existing Shares in issue on the date on which the Bonus Shares are allotted and issued;
- (d) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and
- (e) the Directors be authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the Non-Qualifying Shareholders, the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

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

Hong Kong, 7 May 2020

SUPPLEMENTAL NOTICE OF AGM

Notes:

- (1) The Register of Members will be closed from Monday, 25 May 2020 to Thursday, 28 May 2020 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending the AGM to be held on Thursday, 28 May 2020, all properly completed share transfer forms, accompanied by the relevant share certificates, must be lodged with Tricor Investor Services Limited (the “**HK Share Registrar**”) at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 22 May 2020.
- (2) Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the HK Share Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjourned meeting (the “**Closing Time**”).
- (3) The original form of proxy (the “**Original Proxy Form**”) despatched with the Circular dated 27 April 2020 is superseded by the revised form of proxy (the “**Revised Proxy Form**”) enclosed with the Supplemental Circular.
- (4) A Shareholder who has not yet lodged the Original Proxy Form with the HK Share Registrar is requested to lodge the Revised Proxy Form with the instructions printed thereon if the Shareholder wishes to appoint proxy/proxies to attend the AGM on his behalf. In this case, the Original Proxy Form should not be lodged with the HK Share Registrar.
- (5) A Shareholder who has already lodged the Original Proxy Form with the HK Share Registrar should note that:
 - (i) if no Revised Proxy Form is lodged with the HK Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. To the extent no direction has been given as to how vote(s) should be cast, the proxy so appointed by the Shareholder will be entitled to vote at his discretion or to abstain on any resolution(s) properly put to the AGM; or
 - (ii) if the Revised Proxy Form is lodged with the HK Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by him; or
 - (iii) if the Revised Proxy Form is lodged with the HK Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the Original Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting should they so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF AGM

- (6) The Register of Members will be closed from Wednesday, 3 June 2020 to Thursday, 4 June 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the Bonus Shares, all completed transfer forms accompanied by the relevant share certificates must be lodged with the HK Share Registrar, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2020.
- (7) 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) and the Stock Exchange's website (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.
- (8) 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 AGM appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

As at the date of this supplemental 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.