
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 Contel Technology Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Contel Technology Company Limited

康特隆科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1912)

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

Capitalised terms used in the lower portion of the cover and the first page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the AGM to be held at Unit A, 13th Floor, Block 1, Leader Industrial Centre, No. 188-202 Texaco Road, Tsuen Wan, Hong Kong on Monday, 27 May 2024 at 3:00 p.m., at which the above proposals will be considered, is set out on pages 18 to 22 of this circular.

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

30 April 2024

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DEFINITIONS

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

| | |
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| “AGM” or “Annual General Meeting” | 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 27 May 2024 (Monday) at 3:00 p.m. |
| “Articles of Association” | the articles of association of the Company |
| “Board” | the board of Directors |
| “Company” | Contel Technology Company Limited (康特隆科技有限公司) (Stock Code: 1912), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “General Mandates” | the Issue Mandate and the Repurchase Mandate |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Issue Mandate” | a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with additional Shares during the relevant period not exceeding 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution granting such mandate |

DEFINITIONS

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|---------------------------|--|
| “Latest Practicable Date” | 19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Date” | 16 July 2019, being the date on which the Shares were initially listed on the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time |
| “Remuneration Committee” | the remuneration committee of the Board |
| “PRC” | the People’s Republic of China |
| “Registrar” | Boardroom Share Registrars (HK) Limited, the Company’s branch share registrar at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing the relevant resolution at the AGM |
| “Retiring Directors” | Mr. Qing Haodong, Mr. Mai Lu, Mr. Dan Kun Lei, Raymond and Mr. Chan Kwok Kuen Kenneth |
| “SFC” | the Securities and Futures Commission in Hong Kong |
| “SFO” | Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time |
| “Share(s)” | the ordinary shares of HK\$0.01 each in the share capital of the Company |

DEFINITIONS

| | |
|------------------|--|
| “Shareholder(s)” | holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buybacks of Hong Kong approved by the SFC |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

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*)

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. Chan Kwok Kuen Kenneth

Mr. Dan Kun Lei, Raymond

Mr. Lai Man Shun

Headquarter and Principal Place of

Business in Hong Kong:

Unit A, 13th Floor

Block 1, Leader Industrial Centre

No. 188-202 Texaco Road

Tsuen Wan, Hong Kong

30 April 2024

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

LETTER FROM THE BOARD

GENERAL MANDATE FOR THE ISSUE OF NEW SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the AGM, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the Issue Mandate. The Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles or any applicable laws of the Cayman Islands and the Listing Rules; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting of the Company, whichever occurs first.

As at the Latest Practicable Date, 1,098,122,380 Shares have been fully paid and issued. Subject to the passing of the ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 219,624,476 Shares. If the share capital of the Company changes as a result of a share consolidation or subdivision after the approval of the Issue Mandate, the maximum number of Shares that can be issued will be adjusted accordingly such that the maximum percentage of Shares which may be allotted and issued under the Issue Mandate immediately before and after such share capital change shall be the same.

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

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

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate to exercise the powers of the Company to repurchase issued Shares subject to the criteria set forth in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the total number of issued Shares as at the date of passing of the resolution subject to the Listing Rules. The Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles or any applicable laws of the Cayman Islands and the Listing Rules; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting of the Company, whichever occurs first. As at the Latest Practicable Date, the total number of issued Shares was 1,098,122,380.

Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 109,812,238 Shares, representing 10% of the total number of issued Shares on the date of passing the resolution approving the Repurchase Mandate. If the share capital of the Company changes as a result of a share consolidation or subdivision after the approval of the Repurchase Mandate, the maximum number of Shares that can be purchased will be adjusted accordingly such that the maximum percentage of Shares which may be purchased under the Repurchase Mandate immediately before and after such share capital change shall remain the same.

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

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84 of the Articles of Association, one-third of the Directors (or if their number is not a multiple of three, the nearest number to but not less than one-third) shall retire from office by rotation at each annual general meeting of the Company. Accordingly, (i) Qing Haodong, (ii) Mr. Mai Lu, (iii) Mr. Dan Kun Lei, Raymond and (iv) Chan Kwok Kuen Kenneth will retire and, being eligible, have offered themselves for re-election as Directors at the AGM.

Pursuant to article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy on the Board shall hold office until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Mr. Chan Kwok Kuen Kenneth who was appointed on 30 June 2023 shall hold office until the forthcoming AGM and, being eligible, have offered himself for re-election thereat.

LETTER FROM THE BOARD

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

The Nomination Committee considered that, in view of their diverse and different educational backgrounds and professional knowledge and experience of the Retiring Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group's business.

The Nomination Committee also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules of Mr. Dan Kun Lei, Raymond and Mr. Chan Kwok Kuen Kenneth and re-affirmed his independence. Mr. Dan Kun Lei, Raymond and Mr. Chan Kwok Kuen Kenneth, keep this proposed to be re-elected as independent non-executive Director, confirmed that as at the Latest Practicable Date he does not held seven or more directorship in listed companies.

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

RE-APPOINTMENT OF THE INDEPENDENT AUDITOR

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

The Board, upon the recommendation of the audit committee of the Board, proposes to re-appoint Moore CPA Limited, as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

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

LETTER FROM THE BOARD

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the AGM or any adjournment thereof, the register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the AGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged with the Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Tuesday, 21 May 2024.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.conteltechnology.com>). Whether or not you are able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

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

LETTER FROM THE BOARD

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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the resolutions in relation to the Issue Mandate, the Repurchase Mandate, the re-election of the Retiring Directors, and re-appointment of auditor, to be proposed at the AGM are in the best interests of the Company and the Shareholders.

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

MISCELLANEOUS

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

GENERAL INFORMATION

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

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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

1. LISTING RULES RELATING TO THE SHARE REPURCHASE MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum of 10% of the total number of issued Shares as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 1,098,122,380 Shares of nominal value of HK\$0.01 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 109,812,238 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate, whichever occurs first.

3. REASONS FOR SHARE REPURCHASE

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

The Directors seek the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors and in accordance with the Repurchase Mandate at the relevant time, having regard to the circumstances then prevailing.

4. FUNDING FOR SHARE REPURCHASE

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the share repurchase would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. UNDERTAKING OF THE DIRECTORS

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

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

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

6. SHARE PRICES

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

| Month | Highest prices | Lowest prices |
|---|-----------------------|----------------------|
| | <i>HK\$</i> | <i>HK\$</i> |
| 2023 | | |
| April | 0.080 | 0.064 |
| May | 0.070 | 0.053 |
| June | 0.066 | 0.057 |
| July | 0.063 | 0.057 |
| August | 0.068 | 0.041 |
| September | 0.055 | 0.043 |
| October | 0.049 | 0.036 |
| November | 0.054 | 0.038 |
| December | 0.054 | 0.035 |
| 2024 | | |
| January | 0.052 | 0.035 |
| February | 0.058 | 0.033 |
| March | 0.058 | 0.042 |
| April (up to the Latest Practicable Date) | 0.042 | 0.035 |

7. TAKEOVERS CODE

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, and as recorded in the registers required to be kept by the Company under section 336 of the SFO, Mr. Lam, Mr. Qing and Ms. Feng Tao, the spouse of Mr. Qing (“**Ms. Feng**”) hold their interests in the Company commonly through P. Grand (BVI) Ltd. (“**P. Grand**”) and Kingtech (BVI) Ltd. (“**Kingtech**”), representing a total of 68.00% of the total number of issued Shares. Accordingly, under the SFO, Mr. Lam, Mr. Qing and Ms. Feng are deemed to be interested in 746,746,000 Shares, representing 68.00% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Repurchase Mandate, the shareholding of Mr. Lam, Mr. Qing and Ms. Feng would be increased to 75.56% of the total number of the issued Shares. Such increase would not give rise to an obligation on the part of Mr. Lam, Mr. Qing, Ms. Feng and parties acting in concert (as defined in the Takeovers Code) with it to make a mandatory offer under Rule 26 of the Takeovers Code.

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

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

8. SHARE REPURCHASE MADE BY THE COMPANY

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

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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

EXECUTIVE DIRECTOR

Mr. Qing Haodong (卿浩東) (“Mr. Qing”), aged 60, joined the Group in December 2016 and was appointed as a Director in December 2017. He was re-designated as the executive Director in March 2018.

Mr. Qing is responsible for the overall marketing activities of our Group. He is also responsible for liaising with electronics manufacturers and promoting the latest electronic products to customers.

Mr. Qing has over 22 years of experience in the IC and semiconductor industry. Prior to joining our Group, Mr. Qing was an automation engineer at Sichuan Food Fermentation Industry Research and Design Institute* (四川省食品發酵工業研究設計院) from September 1985 to November 2000, where he was responsible for the electrical design for automation control equipment. Mr. Qing joined Chengdu Flying Electronics Co., Ltd.* (成都飛環電子有限公司) (“**Chengdu Flying**”), an indirect wholly-owned subsidiary of the Company, as a sales manager in November 2000. Mr. Qing has been serving as the supervisor at Chengdu Flying, Shenzhen IH Technology Co., Ltd.* (深圳市英浩控制技術有限公司) and Shanghai IH Microelectronics Technology Co., Ltd.* (上海英浩微電子技術有限公司) (“**Shanghai IH**”), all of which are indirect wholly-owned subsidiaries of the Company, since February 2006, May 2005 and August 2009, respectively.

Mr. Qing obtained his professional certificate in industrial electronics and enterprise (工企電專業) from Harbin Jixie Industry School* (哈爾濱機械工業學校), the PRC, in August 1985.

Mr. Qing is the spouse of Mrs. Qing, who beneficially owns 100% of Kingtech (BVI) Ltd. (“**Kingtech**”). In addition, pursuant to the Confirmatory Deed, Mr. Lam, Mr. Qing and Mrs. Qing confirmed that they have been in cooperation to jointly manage and control the operations of the subsidiaries of the Company in Hong Kong and the PRC since 2011. In view of the fact that Mr. Lam, Mr. Qing and Mrs. Qing have been and will continue to be acting in concert in the control, management and operation of our Group, Mr. Qing is also deemed to be interested in all the Shares held by his spouse Mrs. Qing through Kingtech, and all the Shares held by Mr. Lam through P. Grand.

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

Mr. Mai Lu (麥魯) (“Mr. Mai”), aged 49, joined the Group in January 2017 and was appointed as the executive Director of the Company in March 2018.

Mr. Mai oversees the design and R&D functions of our Group and is responsible for the overall daily management of the design and R&D team.

Mr. Mai has over 21 years of experience in providing technical solutions of semiconductors. Mr. Mai worked as an assistant engineer at the Chinese People’s Liberation Army from July 1996 to July 2001, and his last rank at the Chinese People’s Liberation Army was Professional Technology Lieutenant (專業技術中尉). Mr. Mai worked as a sales engineer at Rohm Semiconductor (Shenzhen) Co. Ltd. from July 2001 to February 2003, where he was responsible for sales and providing technical supports to the customers, and worked as a manager at the R&D department of Shanghai Huanwei Electronics Company Limited* (上海環微電子有限公司) from March 2003 to August 2010, where he was responsible for overseeing the R&D department of the company.

Mr. Mai joined Shanghai IH as head of the R&D department in September 2010.

Mr. Mai obtained his bachelor’s degree in electronics and information system (電子學與信息系統學位) from National University of Defense Technology (中國人民解放軍國防科學技術大學, currently known as 中國人民解放軍國防科技大學), the PRC, in July 1996.

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Dan Kun Lei Raymond (鄧昆雷) (“Mr. Dan”), aged 53, was appointed as an INED of the Company in June 2019.

Mr. Dan has over 23 years of experience in the information technology industry. Mr Dan has worked as a solution consultant at China Mobile Hong Kong Company Limited, a company whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 941), since March 2020, where he was mainly responsible for providing technical and professional consultancy services to its customers.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Dan worked as senior systems consultant at Automated Systems (H.K.) Limited from April 2017 to March 2020, where he was mainly responsible for providing technical and professional consultancy services to its customers. Prior to joining Automated Systems (H.K.) Limited, he was a senior bid manager at CITIC Telecom International CPC Limited from December 2015 to April 2017, where he was responsible for managing bidding projects in relation to information technology products. Prior to joining CITIC Telecom International CPC Limited, he was an account manager at Huawei Tech. Investment Co., Limited from June 2013 to November 2015, where he was responsible for providing technical services to the customers during the process of sales. Mr. Dan worked as a business consulting officer at Hewlett-Packard HK SAR Limited from June 2010 to May 2013, where he was responsible for providing pre-sale support, performing technology assessment and maintaining customer relationship. Prior to that, he also gained experience from different information technology or telecommunication companies including Shen Milsom & Wilke Limited, PCCW Limited a company whose shares are listed on the Stock Exchange (stock code: 0008) and Unisys China/Hong Kong Limited from May 1999 to June 2010 in various positions.

Mr. Dan obtained his bachelor's degree in computer systems engineering from La Trobe University, Australia, in May 1997, and his master's degree in management from Macquarie University, Australia, in October 2000.

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

Mr. Chan Kwok Kuen Kenneth (陳國權) ("Mr. Kenneth Chan"), aged 45, was appointed as an INED of the Company in June 2023.

Mr. Kenneth Chan obtained a bachelor's degree of art in accountancy from the Edinburgh Napier University, United Kingdom, and a higher diploma in accountancy from the City University of Hong Kong in February 2008 and August 2002, respectively.

Mr. Kenneth Chan has over 21 years of experience in accounting, auditing, and financial management, as well as merger and acquisition of listing entities and private sectors in Hong Kong, Singapore, and the PRC. Mr. Kenneth Chan joined Premier Accounting and Corporate Services Limited as a senior consultant since January 2022.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

He served in several international accounting firms since 2004 and became a senior manager in assurance and audit services of BDO Limited since October 2011 until he resigned in November 2015.

He joined Moore CPA Limited as a senior manager, assurance and audit service in December 2015, and was promoted as a deputy director, consulting service in April 2018 until he resigned in November 2021.

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

GENERAL

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

Contel Technology Company Limited

康特隆科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1912)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Contel Technology Company Limited (the “**Company**” and the “**Meeting**”, respectively) will be held at Unit A, 13th Floor, Block 1, Leader Industrial Centre, No. 188-202 Texaco Road, Tsuen Wan, Hong Kong on 27 May 2024 (Monday) at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and independent auditor of the Company and its subsidiaries for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Qing Haodong as an executive Director;
 - (b) To re-elect Mr. Mai Lu as an executive Director;
 - (c) To re-elect Mr. Dan Kun Lei, Raymond as an independent non-executive Director; and
 - (d) To re-elect Mr. Chan Kwok Kuen Kenneth as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Moore CPA Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable law, a general and an unconditional mandate be and is hereby given to the directors of the Company (the “**Directors**”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the additional shares in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares), which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate number of Shares allotted, issued or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period, otherwise than pursuant to the followings, shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly:
 - (i) a rights issue where Shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
 - (ii) the exercise of options granted under a share option scheme or similar arrangement for the time being adopted by the Company from time to time;
 - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into Shares;

NOTICE OF ANNUAL GENERAL MEETING

- (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of any dividend in accordance with the articles of association of the Company (the “**Articles of Association**”); or
- (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required by the Articles of Association or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of Shares to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
 - (ii) the expiration of the period within which the next AGM is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”
7. “**THAT** conditional upon the passing of resolutions no. 5 and 6 as set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the general mandate granted to the directors of the Company pursuant to resolution no. 5 set out in the Notice to exercise the powers of the Company to allot, issue and deal with the shares of the Company (the “**Shares**”) be and is hereby extended by the addition thereto the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6 set out in the Notice, provided that such number in aggregate shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

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

Hong Kong, 30 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the Meeting may appoint one or, if he holds two or more Shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof (as the case may be). The proxy form will be published on the website of the Stock Exchange.
- (4) The register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024, both days inclusive, during which no transfer of Shares will be registered. In order to determine who are eligible to attend and vote at the Meeting of the Company to be held on Monday, 27 May 2024, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 21 May 2024.
- (5) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 3:00 p.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website (www.conteltechnology.com) 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.

As at the date of this notice, the Board comprises Mr. Lam Keung, Mr. Qing Haodong, Mr. Mai Lu and Ms. Cheng Yu Pik as executive Directors; Mr. Chan Kwok Kuen Kenneth, Mr. Dan Kun Lei, Raymond and Mr. Lai Man Shun as independent non-executive Directors.