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

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 the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities mentioned herein.

Contel Technology Company Limited
康特隆科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1912)

(1) SUBSCRIPTION OF NEW SHARES AND PLACING OF NEW SHARES UNDER SPECIFIC MANDATE;
(2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
AND
(3) NOTICE OF EGM

Financial adviser

中毅資本有限公司
Grand Moore Capital Limited

Placing Agent

中毅資本有限公司
Grand Moore Capital Limited

A notice convening the EGM of the Company to be held at Unit No. A, 13th Floor, Block 1, Leader Industrial Centre, Nos. 188–202 Texaco Road, Tsuen Wan, New Territories, Hong Kong, at 11:00 a.m. on Tuesday, 14 July 2026 is set out on pages EGM-1 to EGM-4 of this circular.

A proxy form is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed proxy form 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 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours (i.e., 11:00 a.m. on Sunday, 12 July 2026) before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the EGM or any adjournment thereof (as the case may be) should you so desire and, in such event, the proxy form shall be deemed to be revoked.

24 June 2026

CONTENTS

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

"Announcement"	the announcement dated 8 June 2026 issued jointly by the Company and the Subscriber in relation to, among other things, the Subscription, the Placing and the Increase in Authorised Share Capital
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Business Day"	a day (other than a Saturday or Sunday or public holiday in Hong Kong and any day on which a tropical cyclone warning no. 8 or above or a "black" rain warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general commercial business
"Company"	Contel Technology Company Limited (Stock Code: 1912), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Completion Date"	the date on which Subscription Completion takes place, being the fifth Business Day after all the Subscription Conditions Precedent (save for paragraph (g) of the Subscription Conditions Precedent which shall be satisfied on the Completion Date) have been fulfilled or waived (as the case may be), or such other date as may be agreed by the Subscriber and the Company in writing. It is also the date on which the Placing Completion takes place, being the fifth Business Day after all the Placing Conditions Precedent (save for paragraph (e) of the Placing Condition Precedent which shall be satisfied on the Completion Date) have been fulfilled, or such other date as may be agreed by the Company and the Placing Agent in writing
"connected person(s)"	has the meaning as ascribed to it in the Listing Rules

"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held for the purposes of approving, inter alia, (i) the Subscription Agreement and the transactions contemplated thereunder, including the allotment and issue of the Subscription Shares; (ii) the Placing Agreement and the transactions contemplated thereunder, including the allotment and issue of the Placing Shares; (iii) the granting of the Specific Mandate; and (iv) the Increase in Authorised Share Capital
"Enlarged Issued Share Capital"	the total issued share capital of the Company as enlarged by the Subscription and the Placing
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Increase in Authorised Share Capital"	the proposed increase in authorised share capital of the Company from HK$20,000,000 divided into 200,000,000 Shares of HK$0.1 each to HK$200,000,000 divided into 2,000,000,000 Shares of HK$0.1 each by creating additional 1,800,000,000 new Shares of HK$0.1 each
"Independent Third Party(ies)"	any person(s) or company(ies) and their respective ultimate beneficial owner(s) (if applicable) who are third parties which are (i) not existing Shareholders; (ii) independent of and not connected with the Company and its connected persons; and (iii) not acting in concert with the Subscriber, its ultimate beneficial owner and parties acting in concert with any of them
"Last Trading Date"	4 May 2026, the last trading day for the Shares prior to the trading halt of the Shares pending the publication of the Announcement

"Latest Practicable Date"	23 June 2026, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Committee"	the listing committee of the Stock Exchange
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Lam"	Mr. Lam Keung, the Chairman, the Chief Executive Officer of the Company, an executive Director and a controlling Shareholder
"Mr. Zhuang"	Mr. Zhuang Hezhong, the sole legal and beneficial shareholder and the sole director of the Subscriber
"Placing"	the placing of 58,205,000 new Shares at the Placing Price on a best effort basis subject to the terms and conditions of the Placing Agreement
"Placing Agent"	Grand Moore Capital Limited, a corporation licensed by the Securities and Futures Commission to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the placing agent in respect of the Placing and the financial adviser to the Company
"Placing Agreement"	the placing agreement dated 8 June 2026 entered into between the Company and the Placing Agent in relation to the Placing
"Placing Completion"	completion of the Placing pursuant to the Placing Agreement
"Placing Conditions Precedent"	the conditions precedent under the Placing Agreement

"Placing Long Stop Date"	the long stop date for the satisfaction of the Placing Conditions Precedent, being 31 July 2026, or such other date as may be agreed by the Company and the Placing Agent
"Placing Price"	HK$0.365 per Placing Share
"Placing Share(s)"	58,205,000 new Shares to be placed pursuant to the Placing Agreement
"PRC"	the People's Republic of China and, except where the context requires and only for the purpose of this circular, do not include Taiwan, Hong Kong or the Macau Special Administrative Region of the PRC
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of the Company of HK$0.1 each in the issued share capital of the Company
"Shareholder(s)"	holder(s) of the Shares from time to time
"Significant Public Float Shortfall"	has the meaning ascribed thereto under Rule 13.32F of the Listing Rules
"Specific Mandate"	the specific mandate proposed to be obtained from the Shareholders at the EGM to allot and issue the Subscription Shares and the Placing Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber"	Zhuangyan Investment International Limited, a company incorporated in the British Virgin Islands with limited liability

"Subscription"	the subscription of the Subscription Shares by the Subscriber pursuant to the Subscription Agreement
"Subscription Agreement"	the Subscription Agreement dated 5 May 2026 entered into between the Company and the Subscriber for the subscription of the Subscription Shares, as amended and supplemented by a supplemental deed dated 8 June 2026
"Subscription Completion"	completion of the Subscription pursuant to the Subscription Agreement
"Subscription Conditions Precedent"	the conditions precedent under the Subscription Agreement
"Subscription Long Stop Date"	the long stop date for the satisfaction of the Subscription Conditions Precedent, being 31 July 2026, or such other date as may be agreed by the Subscriber and the Company
"Subscription Price"	the issue price of HK$0.365 per Subscription Share for the Subscription under the Subscription Agreement
"Subscription Share(s)"	an aggregate of 271,230,595 new Shares to be subscribed by the Subscriber pursuant to the Subscription Agreement, and each a Subscription Share
"substantial shareholder"	has the meaning as ascribed to it under the Listing Rules
"Surviving Provisions"	provisions in the Subscription Agreement relating to the definition and interpretation, confidentiality, entire agreement and non-reliance, general provisions, notice and other communication, termination and governing laws and dispute resolution
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"US$"	United States Dollars, the lawful currency of the United States of America
"%"	per cent

For the purpose of this circular, the exchange rate of US$1.00 to HK$7.80 has been used for currency translation, where applicable. Such conversion is for illustrative purposes and does not constitute representations that any amount in HK$ or US$ has been, could have been or may be converted at this or any other rate.

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)*
Ms. Cheng Yu Pik

Independent Non-executive Directors:
Mr. Dan Kun Lei Raymond
Mr. Lai Man Shun
Mr. Chan Kwok Kuen Kenneth

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of Business in Hong Kong:
Unit No. A, 13th Floor, Block 1
Leader Industrial Centre
Nos. 188–202 Texaco Road
Tsuen Wan
New Territories
Hong Kong

24 June 2026

To the Shareholders

Dear Sir/Madam,

(1) SUBSCRIPTION OF NEW SHARES AND PLACING OF NEW SHARES UNDER SPECIFIC MANDATE; (2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND (3) NOTICE OF EGM

1. INTRODUCTION

Reference is made to the Announcement. On 5 May 2026 (before trading hours), the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 271,230,595 Subscription Shares at the Subscription Price of HK$0.365 per Subscription Share.

Furthermore, the Company entered into the Placing Agreement with the Placing Agent on 8 June 2026, pursuant to which the Placing Agent conditionally agreed to procure on a best effort basis not less than six placees who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties to subscribe 58,205,000 Placing Shares at the Placing Price of HK$0.365 per Placing Share.

The purpose of this circular is to provide you with, among other things, further details of (i) the Subscription Agreement and the transactions contemplated thereunder; (ii) the Placing Agreement and the transactions contemplated thereunder; (iii) the granting of the Specific Mandate; (iv) the Increase in Authorised Share Capital; (v) other information as required under the Listing Rules; and (vi) a notice convening the EGM.

2. SUBSCRIPTION OF NEW SHARES AND PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

The Subscription Agreement

Date: 5 May 2026

Parties: (i) the Company (as the issuer); and

(ii) Zhuangyan Investment International Limited (as the subscriber).

As at the Latest Practicable Date, the Subscriber and its ultimate beneficial owner are independent third parties not connected with the Company and its connected persons (as defined in the Listing Rules).

The Subscription Shares

As at the Latest Practicable Date, the Company had 131,774,238 Shares in issue. Save for the Subscription and the Placing and assuming there will be no other changes in the issued share capital of the Company between the Latest Practicable Date and the Completion Date, the 271,230,595 Subscription Shares represent (i) approximately 205.83% of the total issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 58.81% of the Enlarged Issued Share Capital.

Subscription Price

The Subscription Price of HK$0.365 per Subscription Share represents:

(i) a discount of approximately 34.82% to the closing price of HK$0.560 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 22.83% to the average closing price per Share of approximately HK$0.473 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Last Trading Day;

(iii) a discount of approximately 6.17% to the average closing price of approximately HK$0.389 per Share as quoted on the Stock Exchange for the last thirty consecutive trading days up to and including the Last Trading Day;

(iv) in respect of the Subscription only, a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 23.43%, represented by the theoretical diluted price of approximately HK$0.4288 per Share to the benchmarked price of approximately HK$0.560 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK$0.560 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to and including the Last Trading Day of approximately HK$0.473 per Share);

(v) in respect of both the Subscription and the Placing, a cumulative theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 24.88%, represented by the cumulative theoretical diluted price of approximately HK$0.4207 per Share to the benchmarked price of HK$0.560 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK$0.560 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to and including the Last Trading Day of approximately HK$0.473 per Share); and

(vi) a premium of approximately 17.36% over the unaudited consolidated net asset value attributable to the Company of approximately US$0.040 (equivalent to approximately HK$0.311) per Share (based on the number of issued Shares as at the Latest Practicable Date, being 131,774,238 Shares) as at 30 September 2025 calculated based on the information as set out in the Company's interim report for the six months ended 30 September 2025; and

(vii) a discount of approximately 75.99% to the closing price of HK$1.520 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

Based on the closing price of HK$0.560 per Share on the Last Trading Day, the aggregate market value of the Subscription Shares is HK$151,889,133.2. The aggregate nominal value of the Subscription Shares is HK$27,123,059.5.

The gross proceeds from the Subscription are approximately HK$99.0 million. The net subscription price per Subscription Share (after deducting the relevant expenses of the Subscription) is approximately HK$0.364 and the net proceeds from the Subscription are approximately HK$98.7 million.

The Subscription Price was negotiated on an arm's length basis between the Company and the Subscriber with reference to (i) the unsatisfactory financial performance of the Group since the financial year ended 31 December 2022; (ii) the current market conditions, in particular, the Board has conducted a research on recent placing and subscription of new shares under specific mandate over a period of approximately 6 months prior to the Last Trading Day (the "**Comparable(s)**"), which represents a reasonable and adequate period of time to reflect the recent market sentiment, and noted that the placing/subscription price of the Comparables ranged from (a) a discount of around 36% to a premium of around 4% when compared to the respective share price of the Comparables on the last trading day, with an average discount of around 19%; and (b) a discount of around 42% to a premium of around 1% when compared to the respective average share price of the Comparables over the 5 trading days prior to and including the last trading day, with an average discount of around 21%; (iii) prevailing market price of the Shares together with the historical prices of the Shares; and (iv) the financial distress situation of the Group as further elaborated in the section headed "5. Reasons for and Benefits of the Subscription and the Placing and intended use of proceeds by the Company" in this Circular. Having considered the aforementioned historical unsatisfactory financial performance together with the financial distress faced by the Group, the Directors consider it reasonable to set the Subscription Price at a level where its discount to the closing price on the Last Trading Day is still within the range of the Comparables but at the lower end thereof. In addition, the Directors note that (i) the discount of the Subscription Price to the average closing price per Share over the five consecutive trading days immediately prior to and including the Last Trading Day is just slightly higher than the average of the Comparables; and (ii) the discount of the Subscription Price to the average closing price per Share over the thirty consecutive trading days immediately prior to and including the Last Trading Day significantly narrows down to approximately 6.17%. Based on the above, the Directors are of the view that the Subscription Price is fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

Ranking of the Subscription Shares

The Subscription Shares, when fully paid and allotted and issued, will rank pari passu in all respects among themselves and with the Shares in issue on the Completion Date.

Subscription Conditions Precedent

Pursuant to the Subscription Agreement, the Subscription Completion is subject to the satisfaction or waiver (if applicable) of the following Subscription Conditions Precedent on or before the Subscription Long Stop Date:

(a) the passing of resolution(s) by the Shareholders at the EGM convened in accordance with the Listing Rules approving the Subscription Agreement, the Placing Agreement and the transactions contemplated thereunder, including the Specific Mandate;

(b) the passing of resolution by the Shareholders at the EGM approving the Increase in Authorised Share Capital;

(c) the listing status of the Company not having been withdrawn or cancelled, and the Shares continuing to be traded on the Stock Exchange at any time prior to the Subscription Completion (excluding any temporary suspension of trading of no more than ten consecutive trading days on the Stock Exchange or any other period agreed by the Subscriber in writing, or any temporary suspension of trading related to the transactions contemplated under Subscription Agreement), and neither the Stock Exchange nor the Executive having indicated that the listing status of the Company will be suspended, delisted, revoked or withdrawn at any time after the Subscription Completion;

(d) the Listing Committee of the Stock Exchange having granted approval for the listing of and permission to deal in the Subscription Shares and the Placing Shares and such approval not having been subsequently revoked or withdrawn;

(e) from the date of the Subscription Agreement until the Completion Date, the warranties made by the Company under the Subscription Agreement remaining true, complete, correct, and not misleading in all material respects;

(f) no parties to the Subscription Agreement having committed any material breach under the Subscription Agreement; and

(g) the Placing Completion having taken place simultaneously with the Subscription Completion.

The Company has undertaken to use its best reasonable endeavours to procure the fulfilment of the Subscription Conditions Precedent set out in paragraphs (a) to (g) above on or before the Subscription Long Stop Date. The Subscriber may, from time to time, waive the Subscription Conditions Precedent set out in paragraphs (c) and (e) by written notice signed and delivered to the Company. The Subscriber has undertaken to use its best reasonable endeavours to procure the fulfilment of the Subscription Conditions Precedent set out in paragraphs (f) above on or before the Subscription Long Stop Date.

If the Subscription Conditions Precedent are not satisfied by the Subscription Long Stop Date, the Subscription Agreement shall automatically lapse with immediate effect, save for any antecedent rights and obligations and the Surviving Provisions.

As at the Latest Practicable Date, none of the Conditions Precedent have been satisfied.

The Subscription Completion

The Subscription Completion shall take place on the Completion Date, being the fifth Business Day after all the Subscription Conditions Precedent (save for paragraph (g) of the Subscription Conditions Precedent which shall be satisfied on the Completion Date) having been satisfied or waived (as the case may be), or such other date as may be agreed between the Subscriber and the Company in writing.

Conditional upon all the Subscription Conditions Precedent having been satisfied or waived (as the case may be), upon the Subscription Completion, the Subscriber shall (i) deliver to the Company a subscription notice for the issuance of shares and a certified true copy of the Subscriber's board resolution approving the Subscription; and (ii) pay to a bank account designated by the Company by immediately available funds through bank transfer or wiring transfer of (or such other way as may be agreed between the Company and the Subscriber) the consideration for all the Subscription Shares, whereas the Company shall (i) deliver to the Subscriber a certified true copy of the Company's board resolutions approving the Subscription; (ii) allot and issue the Subscription Shares to the Subscriber; and (iii) deliver to the Subscriber a copy of the update register of members which demonstrates the Subscriber holds the Subscription Shares (altogether the "**Subscription Completion Items**").

In the event that the Subscription Completion does not take place on the Completion Date as a result of the non-performance of any of the Subscription Completion Items (whether or not constituting a repudiatory breach), the conforming party may by notice in writing to the breaching party elect to (i) postpone the Subscription Completion to another date; or (ii) terminate the Subscription Agreement.

If the Subscriber or the Company elects to postpone the Subscription Completion to another date, the terms of the Subscription Agreement shall remain effective and such postponed date shall be deemed to be the Completion Date.

If the Subscriber or the Company elects to terminate the Subscription Agreement, further rights and obligations of each of the Subscriber or the Company shall lapse immediately upon such termination, save for any antecedent rights and obligations and the Surviving Provisions.

The Subscription Completion and the Placing Completion are inter-conditional. The Company shall simultaneously issue 271,230,595 Subscription Shares to the Subscriber and 58,205,000 Placing Shares to the placees upon the Subscription Completion and the Placing Completion, respectively. As a result, the Subscription Completion and the Placing Completion would take place simultaneously such that the minimum prescribed public float under Rule 13.32B of the Listing Rules will be complied with. Immediately upon the Subscription Completion and the Placing Completion, the Subscriber will be interested in approximately 58.81% of the Enlarged Issued Share Capital, assuming that there will be no other changes in the issued share capital of the Company between the Latest Practicable Date and the Completion Date.

Based on the above, the Placing Completion and the Subscription Completion will not take place if there is public float shortfall resulted from the Placing and/or Subscription.

The Placing Agreement

Date: 8 June 2026

Parties: (i) the Company (as the issuer); and

(ii) Grand Moore Capital Limited (as the placing agent).

The Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Pursuant to the terms of the Placing Agreement, the Placing Agent will receive a placing commission of 1.0% of the aggregate Placing Price for the Placing Shares actually placed by the Placing Agent. The placing commission was negotiated on arm's length basis between the

Company and the Placing Agent and was determined with reference to the historical financial performance of the Company, the prevailing commission rate charged by other placing agents and the prevailing market conditions.

The Directors consider that the terms of the Placing, including the placing commission, are fair and reasonable and the Placing is in the interests of the Company and the Shareholders as a whole.

Placees

The Placing Shares will be placed to not less than six placees who shall be individuals, corporation(s) and/or institutional or professional investor(s) who and whose ultimate beneficial owners are Independent Third Parties. Upon the Placing Completion, it is expected that none of the placees will become a substantial Shareholder. Pursuant to the Placing Agreement, the Placing Agent will use its best endeavour to ensure that none of the placees to be procured by the Placing Agent will, immediately upon the Placing Completion, become a substantial Shareholder (within the meaning of the Listing Rules).

Although the Placing is on a best effort basis, in the event that the Placing Agent fails to procure enough placees for placing all of the 58,205,000 Placing Shares, the Placing Completion will not take place, and as a result, the Subscription Completion will not take place either as the Subscription Completion and Placing Completion are inter-conditional.

Placing Shares

Save for the Subscription and the Placing and assuming there will be no other changes in the issued share capital of the Company between the Latest Practicable Date and the Completion Date, the 58,205,000 Placing Shares represent (i) approximately 44.17% of the total issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 12.62% of the Enlarged Issued Share Capital. The aggregate of the 271,230,595 Subscription Shares and 58,205,000 Placing Shares represent (i) 250.00% of the total issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 71.43% of the Enlarged Issued Share Capital.

Placing Price

The Placing Price of HK$0.365 per Placing Share represents:

(i) a discount of approximately 34.82% to the closing price of HK$0.560 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 22.83% to the average closing price per Share of approximately HK$0.473 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Last Trading Day;

(iii) a discount of approximately 6.17% to the average closing price of approximately HK$0.389 per Share as quoted on the Stock Exchange for the last thirty consecutive trading days up to and including the Last Trading Day;

(iv) in respect of the Placing only, a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 10.66%, represented by the theoretical diluted price of approximately HK$0.5003 per Share to the benchmarked price of HK$0.560 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK$0.560 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to and including the Last Trading Day of approximately HK$0.473 per Share);

(v) in respect of both the Placing and the Subscription, a cumulative theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 24.88%, represented by the cumulative theoretical diluted price of approximately HK$0.4207 per Share to the benchmarked price of HK$0.560 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK$0.560 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to and including the Last Trading Day of approximately HK$0.473 per Share);

(vi) a premium of approximately 17.36% over the unaudited consolidated net asset value attributable to the Company of approximately US$0.040 (equivalent to approximately HK$0.311) per Share (based on the number of issued Shares as at the date of the Latest Practicable Date, being 131,774,238 Shares) as at 30 September 2025 calculated based on the information as set out in the Company's interim report for the six months ended 30 September 2025; and

(vii) a discount of approximately 75.99% to the closing price of HK$1.520 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

Based on the closing price of HK$0.560 per Share on the Last Trading Day, the aggregate market value of the Placing Shares is HK$32,594,800. The aggregate nominal value of the Placing Shares is HK$5,820,500.

The gross proceeds from the Placing are approximately HK$21.2 million. The net placing price per Placing Share (after deducting the relevant expenses of the Placing) is approximately HK$0.360 and the net proceeds from the Placing are approximately HK$21.0 million.

The Placing Price was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to (i) the unsatisfactory financial performance of the Group since the financial year ended 31 December 2022; (ii) the current market conditions; (iii) prevailing market price together with the historical prices of the Shares; and (iv) the financial distress situation of the Group. Please refer to the section headed "2. Subscription of new Shares and Placing of new Shares under Specific Mandate — Subscription Price" in this Circular for further information in relation to the basis of determining the Subscription Price which is also applicable to the Placing Price. The Directors consider that the Placing Price and the terms of the Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Ranking of the Placing Shares

The Placing Shares, when allotted and issued, will rank pari passu in all respects among themselves and with the Shares on the Completion Date.

Placing Conditions Precedent

Pursuant to the Placing Agreement, the Placing Completion is conditional upon the fulfillment of the following conditions:

(a) the Listing Committee of the Stock Exchange granting or agreeing to grant approval for the listing of and permission to deal in the Placing Shares and the Subscription Shares and such approval not having been subsequently revoked or withdrawn;

(b) the passing of all necessary resolution(s) at the EGM to be convened and held to approve the Placing Agreement, the Subscription Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate;

(c) the passing of all necessary resolution(s) at the EGM to be convened and held to approve the Increase in Authorized Share Capital;

(d) all necessary consents and approvals to be obtained on the part of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained; and

(e) the Subscription Completion having taken place simultaneously with the Placing Completion.

None of the Placing Conditions Precedent shall be waived by the Placing Agent or the Company. If the Placing Conditions Precedent are not satisfied on or before the Placing Long Stop Date, the Placing will lapse and all rights, obligations and liabilities of the parties hereunder in relation to the Placing shall cease and determine and neither of the parties shall have any claim against the others in respect of the Placing save for any antecedent breach and/or any rights or obligations which may accrue under the Placing Agreement prior to such termination.

Placing Completion

Placing Completion shall take place on the Completion Date.

The Subscription Completion and the Placing Completion are inter-conditional. The Company shall simultaneously issue 271,230,595 Subscription Shares to the Subscriber and 58,205,000 Placing Shares to the placees upon the Subscription Completion and the Placing Completion, respectively. As a result, the Subscription Completion and the Placing Completion would take place simultaneously such that the minimum prescribed public float under Rule 13.32B of the Listing Rules will be complied with.

Based on the above, the Placing Completion and the Subscription Completion will not take place if there is public float shortfall resulted from the Placing and/or Subscription.

Further announcement(s) will be made upon the Subscription Completion and the Placing Completion in accordance with the Listing Rules and the Takeovers Code.

Specific Mandate

The aggregate of 271,230,595 Subscription Shares and 58,205,000 Placing Shares represent (i) 250.00% of the total issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 71.43% of the Enlarged Issued Share Capital.

The Subscription Shares and the Placing Shares will be allotted and issued under the Specific Mandate to be sought from Shareholders at the EGM.

Application for listing

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares and the Placing Shares.

No application is being made or is currently proposed or sought for the Shares, the Subscription Shares, the Placing Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

3. SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately upon Subscription Completion and Placing Completion (assuming no other changes in the issued share capital of the Company between the Latest Practicable Date and the Completion Date):

	As at the Latest Practicable Date		Immediately upon the Subscription Completion and the Placing Completion (assuming no other changes in the issued share capital of the Company between the Latest Practicable Date and the Completion Date)	
	No. of Shares	*%*	*No. of Shares*	*%*
The Subscriber, its ultimate beneficial owner and parties acting in concert with any of them *(Note 6)*	—	—	271,230,595	58.81
Director and parties acting in concert with him *(Note 1)*				
Mr. Lam				
— through P. Grand (BVI) Ltd. *(Notes 1, 2 and 4)*	66,274,600	50.29	66,274,600	14.37
Ms. Feng Tao				
— through Kingtech (BVI) Ltd. *(Notes 1 and 3)*	8,400,000	6.37	8,400,000	1.82
Public Shareholders				
Placees to the Placing *(Note 5)*	—	—	58,205,000	12.62
Other public Shareholders	57,099,638	43.33	57,099,638	12.38
Total	**131,774,238**	**100.00**	**461,209,833**	**100.00**

Notes:

1. Pursuant to a confirmatory deed, Mr. Lam, Mr. Qing Haodong and Ms. Feng Tao (spouse of Mr. Qing Haodong) have acknowledged and confirmed, among other things, that they are acting in concert with each other. Accordingly, each of Mr. Lam, Mr. Qing Haodong and Ms. Feng Tao is deemed to be interested in all the Shares in which any of them is interested under the SFO.

2. P. Grand (BVI) Ltd. is 100% owned by Mr. Lam, and Mr. Lam is deemed to be interested in all the 66,274,600 Shares beneficially held by P. Grand (BVI) Ltd. under the SFO.

3. Kingtech (BVI) Ltd. is 100% owned by Ms. Feng Tao, and Ms. Feng Tao is deemed to be interested in all the 8,400,000 Shares beneficially held by Kingtech (BVI) Ltd. under the SFO.

4. Save for the 66,274,600 Shares beneficially held by P. Grand (BVI) Ltd. and the 8,400,000 Shares beneficially held by Kingtech (BVI) Ltd. which are deemed to be held by Mr. Lam, none of the other Directors holds any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

5. Such placees to the Placing shall be Independent Third Parties.

6. The Subscriber confirms that Mr. Lam, Mr. Qing Haodong, Ms. Feng Tao, P. Grand (BVI) Ltd. and Kingtech (BVI) Ltd. are not de facto or presumed concert parties of the Subscriber and its ultimate beneficial owners.

4. FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

In addition to the Subscription and the Placing, the Company has conducted the following fund raising activity in the past twelve months immediately preceding the date of the Announcement:

Date of initial announcement	Fund raising activity	Net proceeds	Intended use of proceeds as announced	Actual use of proceeds
22 September 2025	Placing of 219,620,000 new shares under general mandate	Approximately HK$12.83 million	(i) to not less than HK$10.00 million for repayment of the Group's indebtedness; and (ii) the remaining for general working capital of the Company	(i) HK$10.00 million for repayment of the Group's indebtedness; and (ii) the remaining for general working capital of the Company. The net proceeds of approximately HK$12.83 million had been fully utilized as at the Latest Practicable Date.

Save as disclosed above, the Company had not conducted any other fund raising activities in the past twelve months immediately preceding the date of the Announcement.

5. REASONS FOR AND BENEFITS OF THE SUBSCRIPTION AND THE PLACING AND INTENDED USE OF PROCEEDS BY THE COMPANY

The gross proceeds of the Subscription and the Placing will be approximately HK$120.2 million. After taking into account the estimated expenses related to the Subscription and the Placing, the estimated net proceeds of the Subscription and the Placing will be approximately HK$119.7 million. As the Company is in financial difficulty and is in urgent need of a sufficiently certain and substantial capital injection to resolve the claims from its creditors and suppliers, the main reason for conducting the Subscription simultaneously with the Placing is for the Company to secure a firm commitment from the Subscriber for the full subscription amount of the Subscription with the gross proceeds of approximately HK$99.0 million in order to resolve a significant portion of its financial difficulty and have more working capital for its business operation so as to generate interest for other investors to participate in the Placing which has a comparatively smaller scale.

As disclosed in the announcement of the Company dated 12 March 2026 (the "**Statutory Demand Announcement**"), the Company has received a statutory demand (the "**Statutory Demand**") dated 12 March 2026 from the legal advisors acting on behalf of Ms. Tse Hoi Ching ("**Creditor-I**"), a creditor of the Company, for outstanding sum of approximately US$7.5 million (equivalent to approximately HK$58.5 million) as at the date of the Statutory Demand Announcement. Since then, the Company has been in active negotiation with Creditor-I on the settlement of the debts and the Company is in urgent need of funding to repay the outstanding loan amount, to avoid Creditor-I from taking further action against the Company. Apart from the two demand letters dated 12 March 2026 and 2 April 2026 previously issued by Creditor-I and the Statutory Demand served by Creditor-I on the Company, Creditor-I continues to liaise with the Company on the repayment plan of the debts and has not taken any further legal action against the Company as of the Latest Practicable Date. As stated in the Statutory Demand Announcement, (a) Creditor-I is also (i) the lender of a loan facility due by Mr. Lam, an executive Director, the chairman of the Board and a controlling shareholder (as defined under the Listing Rules); and (ii) the chargee of the share charge created by Mr. Lam in respect of all of the issued share(s) of P. Grand (BVI) Ltd., a company wholly owned by Mr. Lam; and (b) save for the aforementioned relationship, Creditor-I is a third party independent of the Company and its connected persons (as defined under the Listing Rules) and not a Shareholder. The aforementioned personal loan of Mr. Lam and the share charge created by Mr. Lam are unrelated to the loans owed by the Company to Creditor-I. As at the Latest Practicable Date, Mr. Lam did not and would not have any side arrangement with the Creditor-I. Also, a subsidiary of the Company owes approximately HK$9.8 million to Grand Power Union Technologies Co., Limited ("**Creditor-II**"). Creditor-II's sole shareholder is Mr. Yao Yiling who is a third party independent of the Company and its connected persons and not a Shareholder. In addition, the Group owes certain suppliers outstanding fees for goods and services. The Subscription together with the Placing therefore provide sufficient amount of funds to settle a significant portion of the debts and other liabilities owed by the Group and is essential to maintain the financial health of the Group, avoiding the Group from being wound up by its creditors.

The Company intends to apply the aggregate net proceeds of the Subscription and the Placing in the following manner:

(i) approximately HK$66.3 million (comprising approximately HK$58.5 million as claimed by Creditor-I under the Statutory Demand which is overdue as at the Latest Practicable Date and the anticipated additional interest of approximately HK$7.8 million accruing up to the expected date of settlement determined with reference to the expected Completion Date) will be used for the full settlement of all debts due by the Company to Creditor-I;

(ii) approximately HK$9.8 million will be used for the full settlement of all debts due by a subsidiary of the Company to Creditor-II which are overdue as at the Latest Practicable Date;

(iii) approximately HK$13.4 million will be used for payment of outstanding fees due to suppliers which are overdue as at the Latest Practicable Date. Details of such payments are as follows:

Name of the supplier	**Nature of the transactions**	**Outstanding amount (approx.)**
Supplier A *(Note)*	Outstanding balance of accounts payables	HK$2.2 million
Supplier B *(Note)*	Outstanding balance of accounts payables	HK$4.9 million
Supplier C *(Note)*	Outstanding balance of accounts payables	HK$6.3 million
Total		**HK$13.4 million**

Note: Each of Supplier A, Supplier B and Supplier C is independent third party and is not a connected person of the Company.

; and

(iv) the balance of approximately HK$30.2 million will be used as general working capital of the Group. Details of the intended use are as follows:

Salaries for 12 months to be utilized within around 12 months from the Completion Date based on actual expense incurred in May 2026	HK$7.2 million
Rental expenses for 12 months to be utilized within around 12 months from the Completion Date based on actual expense incurred in May 2026	HK$0.9 million
Certain other administrative expenses for 12 months to be utilized within around 12 months from the Completion Date based on actual expense incurred in May 2026	HK$0.9 million
Professional fee incurred for the year ended 31 March 2026 and yet to be settled (including fees of share registrar, legal adviser, and auditor), which will be utilized shortly after the Completion Date	HK$2.7 million
Forecasted professional fee for the year ending 31 March 2027 based on actual professional fee for the year ended 31 March 2026 which will be utilized prior to the year ending 31 March 2027	HK$2.9 million
Liquid capital for purchase of inventory (monthly cost of sales of the Group amounts to approximately US$4.6 million (approximately HK$35.9 million) for the 6 months period ended 30 September 2025) *(Note)*	HK$15.6 million
Total	**HK$30.2 million**

Note: The Group derives revenue principally from sourcing and sale of integrated circuit products. On average, the Group has around 10 purchase orders in each month. Sale of products usually occurs shortly after the corresponding sourcing, and the capital returning to the Group upon settlement of the Group's accounts receivables could be applied for sourcing the next batch of inventory.

The Company confirms that the recipients (or where applicable, its ultimate beneficial owner(s)) of items (i) to (iii) of the above intended use of proceeds of the Subscription and the Placing are not Shareholders. The Company also confirms that, upon full utilisation of the aggregate net proceeds of the Subscription and the Placing, all outstanding amount of loan/ indebtedness (of a non-trade payable nature arising out of the Group's ordinary and usual course of business) owed by the Company up to the Latest Practicable will be discharged in full, and the liquidity and financial distress situation of the Group will be resolved.

Having considered the above, the Directors consider that the terms of the Subscription Agreement and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

6. INFORMATION ON THE GROUP

The Company is an investment holding company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1912). The Group is principally engaged in the provision of customised reference designs which are bundled together with the sale of integrated circuits and other electronic components as a package to customers in both Hong Kong and the PRC.

7. INFORMATION ON THE SUBSCRIBER

The Subscriber is a company incorporated in the British Virgin Islands with limited liability on 6 March 2026 and is an investment holding company. Mr. Zhuang Hezhong is the sole legal and beneficial shareholder and the sole director of the Subscriber.

8. LISTING RULES IMPLICATIONS

The Subscription Shares and the Placing Shares will be allotted and issued under the Specific Mandate and accordingly, the Subscription and the Placing are subject to the Shareholders' approval.

In general, the Stock Exchange would not grant the listing of, and permission to deal in new Shares where the issue of such new Shares would cause or facilitate a breach of requirement(s) under the Listing Rules. The Subscription Completion and the Placing Completion will take place simultaneously, such that the public float of the Shares will not be less than 25% immediately after the Subscription Completion and the Placing Completion, assuming there will be no other changes in the issued share capital of the Company between the Latest Practicable Date and the Completion Date.

9. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Board proposes to seek the approval by way of ordinary resolution at the EGM by the Shareholders of an increase in its authorised share capital from HK$20,000,000 divided into 200,000,000 Shares of HK$0.1 each to HK$200,000,000 divided into 2,000,000,000 Shares of HK$0.1 each by creating an additional 1,800,000,000 new Shares of HK$0.1 each, such Shares shall rank pari passu in all respects with the existing Shares.

In order to facilitate the transactions contemplated under the Subscription Agreement and the Placing Agreement, and taking into account that the Company's authorised share capital is insufficient to cover the Enlarged Issued Share Capital, and to accommodate subsequent business development of the Group and to provide the Company with greater flexibility to raise funds in the future, the Board proposed the Increase in Authorised Share Capital. The Board believes the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole.

10. GENERAL

The EGM will be convened and held for the purposes of considering and, if thought fit, approving, inter alia, (i) the Subscription Agreement and the transactions contemplated thereunder, including the allotment and issue of the Subscription Shares; (ii) the Placing Agreement and the transactions contemplated thereunder, including the allotment and issue of the Placing Shares; (iii) the granting of the Specific Mandate; and (iv) the Increase in Authorised Share Capital.

No Shareholder has a material interest in such matters and therefore no Shareholder is required to abstain from voting in relation to the resolutions concerning the Subscription Agreement, the Placing Agreement and the transactions contemplated thereunder, including but not limited to the Specific Mandate for the allotment and issue of the Subscription Shares and the Placing Shares, and the Increase in Authorised Share Capital to be proposed at the EGM. In particular, Shareholders should note that despite Creditor-I being (i) the lender of a loan facility due by Mr. Lam, an executive Director, the chairman of the Board and a controlling shareholder (as defined under the Listing Rules); and (ii) the chargee of the share charge created by Mr. Lam in respect of all of the issued share(s) of P. Grand (BVI) Ltd., a company wholly owned by Mr. Lam, Mr. Lam is still able to exercise his voting rights at the EGM.

11. THE EGM

A notice convening the EGM to be held at Unit No. A, 13th Floor, Block 1, Leader Industrial Centre, Nos. 188–202 Texaco Road, Tsuen Wan, New Territories, Hong Kong, at 11:00 a.m. on Tuesday, 14 July 2026 is set out on pages EGM-1 to EGM-4 of this circular for the purpose of considering and, if thought fit, approving (i) the Subscription Agreement and the transactions contemplated thereunder, including the allotment and issue of the Subscription Shares; (ii) the Placing Agreement and the transactions contemplated thereunder, including the allotment and issue of the Placing Shares; (iii) the granting of the Specific Mandate; and (iv) the Increase in Authorised Share Capital.

A form of proxy for use by Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. 11:00 a.m. on Sunday, 12 July 2026) before the time appointed for the holding of the EGM or any adjournment or postponement thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the EGM or any adjournment or postponement thereof (as the case may be) should you so desire and, in such event, the form of proxy shall be deemed to be revoked.

12. CLOSURE OF THE REGISTER OF MEMBERS

For the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 9 July 2026 to Tuesday, 14 July 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 EGM, Shareholders must lodge all transfer documents accompanied by the relevant share certificates for registration with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on Wednesday, 8 July 2026. The record date of the attending and voting at the EGM is Tuesday, 14 July 2026.

13. VOTING BY POLL

The voting in respect of the resolutions proposed at the EGM will be conducted by way of poll pursuant to Rule 13.39(4) of the Listing Rules. At the conclusion of the EGM, the results of the poll will be announced in accordance with Rule 13.39(5) of the Listing Rules.

14. RECOMMENDATION

The Directors consider that (i) the Subscription Agreement and the transactions contemplated thereunder, including the allotment and issue of the Subscription Shares; (ii) the Placing Agreement and the transactions contemplated thereunder, including the allotment and issue of the Placing Shares; (iii) the granting of the Specific Mandate; and (iv) the Increase in Authorised Share Capital are fair and reasonable and in the interest of the Company and the Shareholders as a whole and so recommend all Shareholders to vote in favour of the resolutions to be proposed at the EGM.

The Subscription Completion and the Placing Completion are subject to the fulfilment of the Subscription Conditions Precedent and the Placing Conditions Precedent respectively, and may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors of the Company are in any doubt about their position, they should consult their professional advisers.

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

1. 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.

2. SHARE CAPITAL

Set out below are the authorised and issued share capital of the Company as at the Latest Practicable Date:

Authorised		*HK$*
200,000,000	Shares	20,000,000
Issued and fully paid		*HK$*
131,774,238	Shares	13,177,423

3. DISCLOSURE OF INTERESTS

(a) The Directors' interests and short positions in the Shares, underlying Shares and debenture

As at the Latest Practicable Date, the interests or short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required: (i) to be notified to the Company and the Stock Exchange as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 to the Listing Rules, and Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) are as follows:

Name of Director	Capacity in which Shares were held	Number of the Shares[4]	Approximate percentage of the Shares to total issued Shares %
Mr. Lam[(1), (2) and (3)]	Interest in a controlled corporation/person acting in concert	74,674,600 (L)	56.67

Notes:

(1) Pursuant to a confirmatory deed, Mr. Lam, Mr. Qing Haodong and Ms. Feng Tao (spouse of Mr. Qing Haodong) have acknowledged and confirmed, among other things, that they are acting in concert with each other. Accordingly, each of Mr. Lam, Mr. Qing Haodong and Ms. Feng Tao is deemed to be interested in all the Shares in which any of them is interested under the SFO.

(2) P. Grand (BVI) Ltd. is 100% owned by Mr. Lam, and Mr. Lam is deemed to be interested in all the Shares held by P. Grand (BVI) Ltd. under the SFO.

(3) Kingtech (BVI) Ltd. is 100% owned by Ms. Feng Tao, and Ms. Feng Tao is deemed to be interested in all the Shares held by Kingtech (BVI) Ltd. under the SFO.

(4) The letter "L" denotes the person's long position in the Shares.

Save as disclosed above and as at the Latest Practicable Date, so far as is known to the Directors, none of the Directors and the chief executives of the Company had or were deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which would have to be notified the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) and/or required to be recorded in the Register or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial Shareholders' interests or short positions in the Shares and underlying Shares

So far as is known to the Directors and chief executives of the Company, as at the Latest Practicable Date, the person (other than a Director or the chief executives of the Company) or corporations who had interests or short position in the Share and underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

Name	Capacity/nature of interest	Number of Shares[4]	Approximate percentage of shareholding %
P. Grand (BVI) Ltd.[2]	Beneficial owner	66,274,600 (L)	50.29
Ms. Feng Tao[(1), (2) and (3)]	Interest of controlled corporation/person acting in concert	74,674,600 (L)	56.67
Kingtech (BVI) Ltd.[3]	Beneficial owner	8,400,000 (L)	6.37

Notes:

(1) Pursuant to a confirmatory deed, Mr. Lam, Mr. Qing Haodong and Ms. Feng Tao (spouse of Mr. Qing Haodong) have acknowledged and confirmed, among other things, that they are acting in concert with each other. Accordingly, each of Mr. Lam, Mr. Qing Haodong and Ms. Feng Tao is deemed to be interested in all the Shares in which any of them is interested under the SFO.

(2) P. Grand (BVI) Ltd. is 100% owned by Mr. Lam, and Mr. Lam is deemed to be interested in all the Shares held by P. Grand (BVI) Ltd. under the SFO.

(3) Kingtech (BVI) Ltd. is 100% owned by Ms. Feng Tao, and Ms. Feng Tao is deemed to be interested in all the Shares held by Kingtech (BVI) Ltd. under the SFO.

(4) The letter "L" denotes the person's long position in the Shares.

Save as disclosed above and as at the Latest Practicable Date, so far as is known to the Directors and chief executives of the Company, no other person (other than a Director or the chief executives of the Company) or corporations who had interests or short position in the Share and underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO

4. COMPETING INTERESTS

As at the Latest Practicable Date, to the best knowledge and belief of the Directors after having made all reasonable enquiries, none of the Directors and their respective close associates were considered to have any interests in businesses which competed or were likely to compete, either directly or indirectly, with the businesses of the Group.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into any service contract with the Company or any member of the Group, excluding contracts expiring or which may be terminated by the employer within one year without payment of any compensation, other than statutory compensation.

6. DIRECTORS' INTEREST IN ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any asset which had been, since 31 March 2025 (being the date to which the latest published audited consolidated financial statements of the Company were made up) and up to the Latest Practicable Date, acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

7. DIRECTORS' INTEREST IN CONTRACT

There was no contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date in which any Director was materially interested and which was significant to the business of the Group.

8. MATERIAL ADVERSE CHANGE

Save for the receipt of a statutory demand by the Company as disclosed in its announcement dated 12 March 2026, the Directors confirm that as at the Latest Practicable Date, there was no other material adverse changes in the financial or trading position of the Group since 31 March 2025, the date to which the latest published audited consolidated accounts of the Group were made up.

9. LITIGATION

Save for the receipt of a statutory demand by the Company as disclosed in its announcement dated 12 March 2026, there were no litigation or claims of material importance as at the Latest Practicable Date known to the Directors, pending or threatened against any member of the Group.

10. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by any member of the Group within the two years immediately preceding the date of this circular:

(i) the placing agreement dated 22 September 2025 entered into between the Company and DL Securities (HK) Limited in connection with placing of a maximum of 219,624,476 placing shares at HK$0.065 per placing share as disclosed in the Company's announcements dated 22 September and 10 October 2025 (completion of such placing took place on 10 October 2025, and an aggregate of 219,620,000 placing shares had been placed with net proceeds of approximately HK$12.82 million);

(ii) the equity transfer contract dated 26 September 2025 entered into between Shenzhen IH Technology Co., Ltd.* (深圳市英浩控制技術有限公司), an indirect wholly-owned subsidiary of the Company as vendor and Huang Jian (黃健) as purchaser in connection with the disposal of 100% equity interest in two indirect wholly-owned subsidiary of the Company at a consideration of RMB100,000 as disclosed in the Company's announcements dated 26 September and 31 October 2025;

(iii) the Subscription Agreement; and

(iv) the Placing Agreement.

11. MISCELLANEOUS

(a) The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

(b) The principal place of business in Hong Kong of the Company is situated at Unit No. A, 13th Floor, Block 1, Leader Industrial Centre, Nos. 188–202 Texaco Road, Tsuen Wan, New Territories, Hong Kong.

(c) The authorised representatives of the Company are Mr. Lam Keung and Ms. Au Ka Man Silkie.

(d) The company secretary of the Company is Ms. Au Ka Man Silkie (HKICPA).

(e) The Company's principal share registrar and transfer office is Conyers Trust Company (Cayman) Limited at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

(f) The Company's Hong Kong branch share registrar and transfer office is Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.

(g) The principal banker of the Company is The Hongkong and Shanghai Banking Corporation Limited.

(h) The auditor of the Company is Moore CPA Limited (Certified Public Accountants and Registered Public Interest Entity Auditor) at 1001–1010, North Tower, World Finance Centre, Harbour City, 19 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

(i) This circular has been printed in English and Chinese; in the event of inconsistency, the English version shall prevail.

12. DOCUMENTS ON DISPLAY

The following documents will be posted on the website of the Stock Exchange (http://www.hkexnews.hk) and the website of the Company (https://www.conteltechnology.com) for at least 14 days from the date of this circular:

(a) the Subscription Agreement;

(b) the Placing Agreement; and

(c) each of the other material contract(s) as referred to in the section headed "10. Material Contracts" in this appendix.

Contel Technology Company Limited
康特隆科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1912)

Unless otherwise specified, terms defined in this notice shall have the same meanings in the circular of the Company dated 24 June 2026 (the "**Circular**"). Details regarding the resolutions in this notice are set out in the Circular.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Contel Technology Company Limited (the "**Company**") will be held at Unit No. A, 13th Floor, Block 1, Leader Industrial Centre, Nos. 188–202 Texaco Road, Tsuen Wan, New Territories, Hong Kong, at 11:00 a.m. on Tuesday, 14 July 2026 or at any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

1. "**THAT**:

   (a) the subscription agreement (the "**Subscription Agreement**") dated 5 May 2026 as amended by a supplemental deed dated 8 June 2026 (a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification) and entered into by the Company as the issuer and Zhuangyan Investment International Limited as the subscriber in relation to the subscription of 271,230,595 new shares of the Company (the "**Subscription Shares**") at the subscription price of HK$0.365 per Subscription Share and the transactions contemplated therein be and are hereby approved, confirmed and ratified;

   (b) the directors of the Company (the "**Directors**") be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Subscription Agreement. This specific mandate so granted is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company at, before or after the passing of this resolution; and

(c) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, desirable or expedient to give effect to the Subscription Agreement, all the transactions contemplated thereunder and/or any matter ancillary or incidental thereto (including without limitation the allotment and issue of the Subscription Shares pursuant thereto), to agree to such variations, amendments or waivers to or of any of the provisions of the Subscription Agreement and all documents ancillary or incidental thereto as are, in the opinion of such Director, not of a material nature and in the interest of the Company, and to effect or implement any other matter referred to in this resolution."

2. "**THAT**:

(a) the placing agreement (the "**Placing Agreement**") dated 8 June 2026 (a copy of which has been produced to the meeting marked "B" and signed by the chairman of the meeting for the purpose of identification) and entered into by the Company as issuer and Grand Moore Capital Limited as the placing agent in relation to the placing of 58,205,000 new shares of the Company (the "**Placing Shares**") at the placing price of HK$0.365 per Placing Share and the transactions contemplated therein be and are hereby approved, confirmed and ratified;

(b) the directors of the Company (the "**Directors**") be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions set out in the Placing Agreement. This specific mandate so granted is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company at, before or after the passing of this resolution; and

(c) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, desirable or expedient to give effect to the Placing Agreement, all the transactions contemplated thereunder and/or any matter ancillary or incidental thereto (including without limitation the allotment and issue of the Placing Shares pursuant thereto), to agree to such variations, amendments or waivers to or of any of the provisions of the Placing Agreement and all documents ancillary or incidental thereto as are, in the opinion of such Director, not of a material nature and in the interest of the Company, and to effect or implement any other matter referred to in this resolution."

3. “**THAT**”

(a) the authorised share capital of the Company be and is hereby increased from HK$20,000,000 divided into 200,000,000 Shares of HK$0.1 each to HK$200,000,000 divided into 2,000,000,000 Shares of HK$0.1 each by the creating an additional 1,800,000,000 new Shares of HK$0.1 each (the “**Increase in Authorised Share Capital**”); and

(b) any one Director be and is hereby authorised to sign, execute, perfect and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, desirable or expedient to give effect to the Increase in Authorised Share Capital, all the transactions contemplated thereunder and/or any matter ancillary or incidental thereto, to agree to such variations, amendments or waivers to or of any of the provisions of the Increase in Authorised Share Capital and all documents ancillary or incidental thereto as are, in the opinion of such Director, not of a material nature and in the interest of the Company, and to effect or implement any other matter referred to in this resolution.”

Yours faithfully,
By order of the Board
Contel Technology Company Limited
Lam Keung
Chairman and Executive Director

Hong Kong, 24 June 2026

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or (in respect of a member who is the holder of two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.

2. A proxy form of the EGM is enclosed. If the appointer is a corporation, the proxy form must be made under its seal or under the hand of an officer or attorney duly authorised on its behalf.

3. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders by present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours (i.e., 11:00 a.m. on Sunday, 12 July 2026) before the time appointed for holding the EGM or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a shareholder from subsequently attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. For the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 9 July 2026 to Tuesday, 14 July 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 EGM, Shareholders must lodge all transfer documents accompanied by the relevant share certificates for Registration with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on Wednesday, 8 July 2026. The record date of the attending and voting at the EGM is Tuesday, 14 July 2026.

6. All voting by the members at the EGM (or at any adjournment) shall be conducted by way of poll.

7. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning is in effect at any time after 7:00 a.m. on Tuesday, 14 July 2026, the EGM will be adjourned and further announcement for details of alternative meeting arrangements will be made. The EGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the EGM under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

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