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## **Shanghai Voicecomm Information Technology Co., Ltd.\***

**上海聲通信息科技股份有限公司**

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

**(Stock Code: 2495)**

### **(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR (2) NON-COMPLIANCE WITH THE LISTING RULES AND (3) RECOMMENDATION OF APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Shanghai Voicecomm Information Technology Co., Ltd.\* (the “**Company**”) hereby announces that:

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Sinn Wai Kin Derek (“**Mr. Sinn**”) has tendered his resignation to the Board and resigned from the position of independent non-executive Director (“**INED**”) with effect from August 1, 2024 in order to reduce his workload and dedicate more time to pursue his other personal endeavors and work commitments. Upon his resignation, Mr. Sinn ceased to be the chairman of the audit committee (the “**Audit Committee**”) and a member of the remuneration committee (the “**Remuneration Committee**”) of the Company.

Mr. Sinn has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

The Board would like to express its gratitude to Mr. Sinn for his service and contribution made to the Company during his tenure of office.

#### **NON-COMPLIANCE WITH THE LISTING RULES**

Following the resignation of Mr. Sinn, (a) the Board comprises two executive directors, four non-executive directors and three INEDs; (b) the Audit Committee comprises a non-executive director and an INED with the position of chairman being vacated; (c) the Remuneration Committee comprises an INED and an executive director; and (d) none of the INEDs is an ordinarily resident in Hong Kong. As a result of the foregoing, the Company does not comply with the requirements of (i) Rule 3.21 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) that the Audit Committee must comprise a minimum of three members, at least one of whom is an INED with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules, the majority of the Audit Committee members must be INEDs and the Audit Committee must be chaired by an INED; (ii) Rule 3.25 of the Listing Rules that the Remuneration Committee must comprise a majority of INEDs; and (iii) Rule 19A.18(1) of the Listing Rules that at least one of the INEDs must be ordinarily resident in Hong Kong.

## **RECOMMENDATION OF APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

In order to fill the vacancies of the Audit Committee and the Remuneration Committee and procure the Company to re-comply with Rules 3.21, 3.25 and 19A.18(1) of the Listing Rules as soon as practicable, the nomination committee of the Company (the “**Nomination Committee**”) has recommended the Board to propose the appointment of Mr. Leung Kin Hong (“**Mr. Leung**”) as an INED after taking into account his qualification, work experience and his expected devotion to the Company in terms of time and effort. The appointment of Mr. Leung as an INED is subject to the approval of the shareholders of the Company (the “**Shareholders**”) at a general meeting of the Company (the “**General Meeting**”).

Set out below are the biographical details of Mr. Leung:

Mr. Leung, aged 53, has been the Group Financial Controller of Shanghai Industrial Urban Development Group Limited, a company listed on the Stock Exchange (stock code: 563), where his duties include overseeing the finance activities, monitoring business planning and budgeting since November 2012. Prior to that, Mr. Leung has worked in an international professional accounting firm and several listed companies in Hong Kong to gain his extensive experience in financial and general management. Mr. Leung is currently an independent non-executive director of Doyen International Holdings Limited, a company listed on the Stock Exchange (stock code: 668).

Mr. Leung has been an associate member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants since 1998. He obtained his master degree of finance in 2002 from the Curtin University of Technology.

Save as disclosed, Mr. Leung (i) has not held any other directorship in any public company the securities of which are listed on any securities market in the Hong Kong or overseas during the last three years preceding the date of this announcement, or any other major appointment and/or professional qualification; (ii) has no relationship with any Director, supervisor, senior management or substantial or controlling shareholders of the Company; (iii) has no other position with the Company and its subsidiaries; and (iv) has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Leung has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence as at the date of this announcement.

Further announcement will be made by the Company as and when appropriate in accordance with Rule 13.51(2) of the Listing Rules. A circular containing, among other things, details of the proposed appointment of Mr. Leung as an INED, together with the notice of the General Meeting, will be published on the websites of the Company ([www.voicecomm.cn](http://www.voicecomm.cn)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) in due course and despatched to the Shareholders upon request.

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

Hong Kong, August 1, 2024

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

\* *for identification purpose only*