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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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sprocomm Intelligence Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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SPROCOMM INTELLIGENCE LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1401)

PROPOSALS FOR

(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS,

(2) RE-ELECTION OF RETIRING DIRECTORS,

(3) RE-APPOINTMENT OF AUDITORS,

(4) GENERAL MANDATES TO ISSUE SHARES,

(5) BUY-BACK SHARES, AND

(6) EXTENSION MANDATE

AND

NOTICE OF 2021 ANNUAL GENERAL MEETING

A notice convening the 2021 annual general meeting of the Company (the “**2021 AGM**”) to be held at 5D-506 F1.6 Block, Tianfa Building, Tianan Chegongmiao Industrial Park, Futian District, Shenzhen, China on Friday, 28 May 2021 at 11:00 a.m. is set out on pages 18 to 21 of this circular.

Whether or not you are able to attend the 2021 AGM in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 11:00 a.m. on 26 May 2021) before the time appointed for holding the 2021 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES AT THE 2021 AGM

Due to the on-going outbreak of Novel Coronavirus (COVID-19) pandemic, the following measures will be taken to safeguard the health and well-being of the Shareholders who are attending the 2021 AGM in person:

- body temperature check
- wearing of surgical face masks
- social distancing
- access restriction for quarantine participants according to the Department of Health of Hong Kong
- no refreshment and no corporate gift

Any Shareholders who (i) refuses to co-operate with the precautionary measures; (ii) has a body temperature of over 37.4 degree Celsius; and/ or (iii) has any flu-like symptoms will not be admitted to the venue. The Company reminds the Shareholders that physical attendance is not necessary for the purpose of exercising their rights and encourages the Shareholders to exercise their right to vote by appointing the Chairman of the 2021 AGM as their proxy instead of attending the 2021 AGM in person.

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DEFINITIONS

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

“2020 Annual Report”	the annual report of the Company for the financial year ended 31 December 2020 despatched to the Shareholders on 23 April 2021
“2021 AGM”	the 2021 annual general meeting of the Company to be held at 5D-506 F1.6 Block, Tianfa Building, Tianan Chegongmiao Industrial Park, Futian District, Shenzhen, China on Friday, 28 May 2021 at 11:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“associate(s)”	has the same meaning defined in the Listing Rules
“Audit Committee”	the audit committee of the Board
“Auditors”	the auditors of the Company
“Board”	the board of Directors
“Close Associate(s)”	has the meaning defined in the Listing Rules
“Company”	Sprocomm Intelligence Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1401)
“connected person(s)”	has the meaning defined in the Listing Rules
“Controlling Shareholder”	has the meaning defined in the Listing Rules
“Core Connected Person(s)”	has the meaning defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate

DEFINITIONS

“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
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the 2021 AGM to Directors to exercise all the powers of the Company to allot, issue and deal with Shares up to 20% of the issued share capital of the Company as at the date of passing such resolution
“Latest Practicable Date”	Friday, 16 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	13 November 2019
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“Options”	option(s) to subscribe for Share(s) granted or available for grant under the share option scheme adopted on 18 October 2019
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the 2021 AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Shenzhen Sprocomm”	Shenzhen Sprocomm Telecommunication Technology Co., Ltd.* (深圳禾苗通信科技有限公司), an enterprise established under the laws of the PRC on 16 September 2009 with limited liability, an indirect wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

* *For identification purpose only*

LETTER FROM THE BOARD

SPROCOMM INTELLIGENCE LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1401)

Executive Directors:

Mr. Li Chengjun (*Chairman*)
Mr. Xiong Bin
Mr. Li Hongxing
Mr. Guo Qinglin

Independent Non-executive Directors:

Mr. Wong Kwan Kit
Mr. Lu Brian Yong Chen
Mr. Hung Wai Man
Ms. Tseng Chin I

Registered office in Cayman Islands:

P.O. Box 31119
Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

Principal place of business

in Hong Kong:
Room A, 12th Floor
Granville House
41C Granville Road
Tsim Sha Tsui, Kowloon
Hong Kong

23 April 2021

To the Shareholders (and, for information only, to holders of outstanding Options)

Dear Sir or Madam,

PROPOSALS FOR
(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL
STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO ISSUE SHARES,
(5) BUY-BACK SHARES, AND
(6) EXTENSION MANDATE
AND
NOTICE OF 2021 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2021 AGM and to provide you with details of the resolutions to be proposed at the 2021 AGM relating to:

LETTER FROM THE BOARD

- (a) the adoption of audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2020;
- (b) the proposed re-election of the retiring Directors;
- (c) the proposed re-appointment of the Auditors;
- (d) the granting of the Issue Mandate to the Directors;
- (e) the granting of the Repurchase Mandate to the Directors; and
- (f) the granting of the Extension Mandate to the Directors.

2. RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2020

The audited consolidated financial statements of the Company for the year ended 31 December 2020 together with the Reports of the Directors and the Auditors, are set out in the 2020 Annual Report which will be sent to the Shareholders together with this circular. The 2020 Annual Report may be viewed and downloaded from the Company's website (www.sprocomm.com) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee.

3. RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises four Executive Directors, namely Mr. Li Chengjun (chairman of the Board and chief executive officer of the Company), Mr. Xiong Bin, Mr. Li Hongxing and Mr. Guo Qinglin; and four Independent Non-executive Directors, namely Mr. Wong Kwan Kit, Mr. Lu Brian Yong Chen, Mr. Hung Wai Man and Ms. Tseng Chin I.

Pursuant to Article 109(a) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to the retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Pursuant to Article 109(a) of the Articles of Association, Mr. Guo Qinglin, Mr. Wong Kwan Kit and Mr. Lu Brian Yong Chen will retire and, being eligible, offer themselves for re-election at the 2021 AGM.

LETTER FROM THE BOARD

The re-election of Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2021 AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

In recommending Mr. Guo Qinglin to stand for re-election as an Executive Director, and Mr. Wong Kwan Kit and Mr. Lu Brian Yong Chen to stand for re-election as an Independent Non-executive Director, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Guo Qinglin has approximately 13 years of relevant experience in the mobile communications industry. He graduated from Jimei University* (集美大學) in July 2005 and obtained a bachelor degree of economics majoring in international economy and trading;
- (b) Mr. Wong Kwan Kit has over 19 years of experience in accounting and financial management, mergers and acquisitions gained from certain finance related positions in companies listed in Hong Kong. He obtained a master degree of business administration majoring in finance from the Chinese University of Hong Kong in December 2010; and
- (c) Mr. Lu Brian Yong Chen has over 22 years of management experience in Fortune 100 companies in Australia, Hong Kong and the PRC, assisting in their business transformation and growth. He graduated from South China University of Technology (華南理工大學) with a bachelor degree majoring in engineering in Computer Science in July 1986 and from the University of New South Wales, Australia with a master degree of information science in October 1994;

The Nomination Committee considered that in view of their diverse and different educational backgrounds and professional knowledge and experience in the respective fields of business management, sales and marketing, and accounting and finance as mentioned above and as set out in Appendix I to this circular, the appointment of Mr. Guo Qinglin, Mr. Wong Kwan Kit and Mr. Lu Brian Yong Chen as 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 Company's business.

The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors. All the Independent Non-executive Directors satisfy the Independence Guidelines set out in the Listing Rules and has provided to the Company annual written confirmations of their independence.

LETTER FROM THE BOARD

At the 2021 AGM, an ordinary resolution will be proposed to re-elect Mr. Guo Qinglin to stand for re-election as an Executive Director, and each of Mr. Wong Kwan Kit and Mr. Lu Brian Yong Chen as Independent Non-executive Directors.

Details of the above mentioned retiring Directors who are subject to re-election at the 2021 AGM are set out in Appendix I to this circular.

4. RESOLUTION (3) RE-APPOINTMENT OF AUDITORS

SHINEWING (HK) CPA Limited will retire as the Auditors at the 2021 AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint SHINEWING (HK) CPA Limited as the Auditors and to hold office until the conclusion of the 2022 annual general meeting of the Company.

5. PROPOSED ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the 2020 annual general meeting of the Company, a general mandate was given to the Directors to exercise the powers of the Company to:

- (a) allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue immediately following the completion of the public offer and placing of the Company's shares (the "Share Offer") and the capitalisation issue;
- (b) repurchase Shares up to 10% of the total number of Shares in issue immediately following the completion of the Share Offer and the capitalisation issue; and
- (c) extend to the general mandate to allot, issue and deal with Shares pursuant to paragraph (a) above to include the aggregate number of Shares which may be repurchased pursuant to paragraph (b) above.

The above general mandates will expire at the conclusion of the 2021 AGM and the purpose of this circular is to request the approval of the Shareholders to renew the general mandate as referred to in paragraphs (a), (b) and (c) above in the 2021 AGM to be held on 28 May 2021.

Issue Mandate

At the 2021 AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and otherwise deal with the Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed resolution (the "Issue Mandate").

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares will be allotted and issued or repurchased prior to the date of the 2021 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 200,000,000 Shares under the Issue Mandate.

Repurchase Mandate

At the 2021 AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the number of the issued Share as at the date of granting of the Repurchase Mandate (the “**Repurchase Mandate**”).

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the 2021 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 100,000,000 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

Extension Mandate

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2021 AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by an amount of Shares representing the aggregate number of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares of the Company as at the date of passing the resolution for approving the Repurchase Mandate (the “**Extension Mandate**”).

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2021 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors have no present intention to exercise the Issue Mandate, the Repurchase Mandate and the Extension Mandate (if granted to the Directors at the 2021 AGM).

LETTER FROM THE BOARD

6. CLOSURE OF THE REGISTER OF MEMBERS

The 2021 AGM will be held on Friday, 28 May 2021 at 11:00 a.m. For determining the entitlement to attend and vote at the 2021 AGM, the register of members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2021 AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 May 2021.

7. 2021 AGM

A notice convening the 2021 AGM is set out on pages 18 to 21 of this circular. The 2021 AGM will be held at 5D-506 F1.6 Block, Tianfa Building, Tianan Chegongmiao Industrial Park, Futian District, Shenzhen, China on Friday, 28 May 2021 at 11:00 a.m., for the purpose of considering and, if thought fit, approving the resolutions as set out therein.

Article 79 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid. An announcement on the poll vote results will be made by the Company after the 2021 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2021 AGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not later than 48 hours (i.e. 11:00 a.m. on 26 May 2021) before the time appointed for holding the 2021 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 2021 AGM or any adjournment thereof should you so wish.

8. RESPONSIBILITY OF THE DIRECTORS

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.

LETTER FROM THE BOARD

9. RECOMMENDATION

At the 2021 AGM, ordinary resolutions will be proposed to approve, among other matters, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; the re-election of retiring Directors and the re-appointment of Auditors.

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the re-appointment of the Auditors are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such buy-back of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2021 AGM.

10. GENERAL INFORMATION

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

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

Yours faithfully,
By order of the Board
Sprocomm Intelligence Limited
Li Chengjun
Chairman

The biographical details of the retiring Directors eligible for re-election at the 2021 AGM are set out as follows:

EXECUTIVE DIRECTOR

Mr. GUO Qinglin (郭慶林), aged 37, is an Executive Director of the Company and is mainly responsible for managing the operation of supply chain and sales activities of the Group. He is also director of the supply chain operation centre of Shenzhen Sprocomm. Mr. Guo has approximately 13 years of relevant experience in the mobile communications industry. Prior to joining the Group, Mr. Guo served as a manager in the overseas sales department of Amoi Electronics from September 2005 to December 2008, where he was mainly responsible for developing overseas customers, maintaining the customer relationship and sales of the company's main products. From April 2009 to December 2009, Mr. Guo served as sales director in the overseas sales department of Nanjing Wanlida Technology Co., Ltd.* (南靖萬利達科技有限公司), a company principally engaged in the production of computers, mobile phones and projectors, where he was mainly responsible for developing overseas customers, maintaining the customer relationship and sales of the company's main products. Mr. Guo graduated from Jimei University* (集美大學) in July 2005 and obtained a bachelor degree of economics majoring in international economy and trading.

Mr. Guo Qinglin has entered into a service agreement with the Company as Executive Director for a period of three years commencing from the Listing Date and will continue thereafter. Mr. Guo Qinglin is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Guo Qinglin is entitled to an annual remuneration of RMB305,000 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Mr. Guo's remuneration is recommended by the Remuneration Committee and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and his performance. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association.

Saved as disclosed above, (i) Mr. Guo Qinglin has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Guo Qinglin has not held any other positions in the Company and other members of the Group; and (iii) Mr. Guo Qinglin does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Guo Qinglin has personal interests (within the meaning of Part XV of the SFO) of 3,500,000 options granted under the Company's share option scheme adopted on 18 October 2019.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Guo Qinglin's re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WONG Kwan Kit (黃昆杰), aged 48, was appointed as an Independent Non-executive Director of the Company on 18 October 2019. Mr. Wong has over 19 years of experience in accounting and financial management, mergers and acquisitions gained from certain finance related positions of companies listed in Hong Kong. Mr. Wong is currently an independent non-executive director of Man Sang International Limited (stock code: 938) and Culturecom Holdings Limited (stock code: 343), both of companies are listed on the Stock Exchange. Mr. Wong holds a Master of Business Administration degree from the Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. Wong Kwan Kit has entered into a letter of appointment with the Company as Independent Non-executive Director for a period of three year commencing from the Listing Date. Mr. Wong Kwan Kit is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Wong Kwan Kit is entitled to an annual director's fee of RMB107,000. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Mr. Wong Kwan Kit has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Mr. Wong Kwan Kit does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Wong Kwan Kit does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Company has received from Mr. Wong Kwan Kit a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Wong Kwan Kit is independent.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Wong Kwan Kit's re-election.

Mr. LU Brian Yong Chen (呂永琛), aged 56, was appointed as an Independent Non-executive Director of the Company on 18 October 2019. Mr. Lu has been serving as an independent non-executive director of InvesTech Holdings Limited (stock code: 1087), a company whose shares are listed on the Stock Exchange and is principally engaged in designs, development and provision of communication system and manufacture and sale of signal transmission and connectivity products since June 2015. Mr. Lu has over 22 years of management experience in Fortune 100 companies in Australia, Hong Kong and the PRC, assisting in their business transformation and growth. Prior to joining the Group, Mr. Lu served

as a manager, design/architecture of IBM Australia Limited, a company principally engaged in manufacturing and selling computer hardware and software and providing relevant services from May 1995 to April 2001, where he was responsible for managing network architecture. From April 2001 to June 2012, Mr. Lu then served as a client unit executive in the IBM global technology services department of IBM China/Hong Kong Limited, a company principally engaged in manufacturing and selling computer hardware and software and providing relevant services, where he was responsible for the department's strategic planning and execution. Mr. Lu was an industry consultant of IBM (China) Company Limited, a company principally engaged in manufacturing and selling computer hardware and software and providing relevant services from June 2012 to June 2015. Mr. Lu graduated from South China University of Technology (華南理工大學) with a bachelor degree majoring in engineering in Computer Science in July 1986 and from the University of New South Wales, Australia with a master degree of information science in October 1994.

Mr. Lu Brian Yong Chen has entered into a letter of appointment with the Company as Independent Non-executive Director for a period of three year commencing from the Listing Date. Mr. Lu Brian Yong Chen is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Lu Brian Yong Chen is entitled to an annual director's fee of RMB107,000. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Mr. Lu Brian Yong Chen has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Mr. Lu Brian Yong Chen does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Lu Brian Yong Chen does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Company has received from Mr. Lu Brian Yong Chen a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Lu Brian Yong Chen is independent.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Lu Brian Yong Chen's re-election.

* *For identification purpose only*

This appendix serves as an explanatory statement, as required under the Listing Rules to provide the requisite information to you for your consideration of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 1,000,000,000. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the 2021 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 100,000,000 Shares, being 10% of the entire issued share capital of the Company as at the date of passing the resolution.

REASONS FOR REPURCHASE

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

FUNDING OF REPURCHASE

Repurchase by the Company must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the applicable laws and regulations of the Cayman Islands and the Listing Rules. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

IMPACT OF REPURCHASE

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 31 December 2020, being the date of the Company's latest published audited consolidated financial statements. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

DIRECTORS' INTENTION TO SELL SHARES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell Shares to the Company or its subsidiaries.

DIRECTORS' UNDERTAKING

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 and the applicable laws of the Cayman Islands.

CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing its securities on the Stock Exchange from a "core connected person", that is, a Director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates, and a core connected person (as defined in the Listing Rules) is prohibited from knowingly selling his/her/its securities of the Company to the Company.

As at the Latest Practicable Date, no core connected person has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a securities repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code and the provision may apply as a result of any such increase. The Directors are not aware of any consequences of repurchase which would arise under the Takeovers Code.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of Shareholder	Nature of interest	Number of Shares held/ interested ⁽¹⁾	Approximate % of the total number of Shares in issue	Approximate % of the total number of Shares in issue should the Repurchase Mandate be exercised in full
Leap Elite Limited	Beneficial owner	369,967,204 ^(L)	37.00%	41.11%
Mr. Li Chengjun	Founder of a discretionary trust ⁽²⁾	369,967,204 ^(L)	37.00%	41.11%
Ms. Sui Rongmei	Interest of spouse ⁽³⁾	369,967,204 ^(L)	37.00%	41.11%
Beyond Innovation Limited	Beneficial owner	305,032,256 ^(L)	30.50%	33.89%
Mr. Xiong Bin	Founder of a discretionary trust ⁽⁴⁾	305,032,256 ^(L)	30.50%	33.89%
Ms. Yan Xue	Interest of spouse ⁽⁵⁾	305,032,256 ^(L)	30.50%	33.89%
JZ Capital Limited	Beneficial owner	75,000,540 ^(L)	7.50%	8.33%
Mr. Ko Hin Ting James	Interest in a controlled corporation ⁽⁶⁾	75,000,540 ^(L)	7.50%	8.33%
Ms. Chu Wing Yee Venese	Interest of spouse ⁽⁷⁾	75,000,540 ^(L)	7.50%	8.33%

Notes:

- (1) The letter “L” denotes the person’s long position in the Shares.
- (2) Leap Elite Limited is legally owned as to 100% by Mr. Li Chengjun for the benefit of the beneficiaries of the Li’s Family Trust found by himself. Accordingly, Mr. Li Chengjun is deemed to be interested in the Shares held by Leap Elite Limited pursuant to the SFO.
- (3) Ms. Sui Rongmei is the spouse of Mr. Li Chengjun. Accordingly, Ms. Sui Rongmei is deemed to be interested in all the Shares held by Mr. Li Chengjun under the SFO.
- (4) Beyond Innovation Limited is legally owned as to 100% by Mr. Xiong Bin for the benefit of the beneficiaries of the Xiong’s Family Trust found by himself. Accordingly, Mr. Xiong Bin is deemed to be interested in the Shares held by Beyond Innovation Limited pursuant to the SFO.
- (5) Ms. Yan Xue is the spouse of Mr. Xiong Bin. Accordingly, Ms. Yan Xue is deemed to be interested in all the Shares held by Mr. Xiong Bin under the SFO.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

- (6) JZ Capital Limited is owned as to 99% by Mr. Ko Hin Ting James. As such, Mr. Ko Hin Ting James is deemed to be interested in the Shares held by JZ Capital Limited pursuant to the SFO.
- (7) Ms. Chu Wing Yee Veneese is the spouse of Mr. Ko Hin Ting James. Accordingly, Ms. Chu Wing Yee Veneese is deemed to be interested in all the Shares held by Mr. Ko Hin Ting James under the SFO.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25% of the total issued share capital of the Company, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 month's immediately preceding (and including) the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	0.560	0.480
May	0.530	0.410
June	0.700	0.415
July	0.730	0.455
August	0.740	0.530
September	1.100	0.590
October	0.900	0.620
November	0.780	0.540
December	0.780	0.640
2021		
January	0.660	0.610
February	0.620	0.490
March	0.690	0.530
April (up to the Latest Practicable Date)	0.660	0.550

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

NOTICE OF 2021 ANNUAL GENERAL MEETING

SPROCOMM INTELLIGENCE LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1401)

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the “**2021 AGM**”) of Sprocomm Intelligence Limited (the “**Company**”) will be held at 5D-506 F1.6 Block, Tianfa Building, Tianan Chegongmiao Industrial Park, Futian District, Shenzhen, China on Friday, 28 May 2021 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2020 and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2020.
2.
 - (a) To re-elect Mr. Guo Qinglin as an Executive Director;
 - (b) To re-elect Mr. Wong Kwan Kit as an Independent Non-executive Director;
 - (c) To re-elect Mr. Lu Brian Yong Chen as an Independent Non-executive Director;
 - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

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

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (“**Shares**”) or securities convertible into the Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements or options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF 2021 ANNUAL GENERAL MEETING

- (b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into the Shares) which might require the exercise of aforesaid powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) and (b) of this resolution, otherwise than pursuant to:
- i. a Rights Issue (as hereinafter defined); or
 - ii. any issue of Shares upon exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into the Shares; or
 - iii. the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - iv. any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares pursuant to the articles of association of the Company in force from time to time,
- shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose 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;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing or varying of the authority set out in this resolution.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in

NOTICE OF 2021 ANNUAL GENERAL MEETING

proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the articles of association of the Company and all applicable laws of the Cayman Islands and/or other applicable laws in this regards, be and the same is hereby generally and unconditional approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
 - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing and varying the authority set out in this resolution.”

NOTICE OF 2021 ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of Resolutions numbered 4 and 5 set out in the notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors to allot, issue or otherwise deal with additional Shares pursuant to Resolution numbered 4 above of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate nominal amount of the Shares which may be repurchased or agreed to be repurchased by the Company under the authority granted pursuant to the Resolution numbered 5 above, provided that such amount of Shares so repurchased by the Company shall not exceed 10% of aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By order of the Board
Sprocomm Intelligence Limited
Li Chengjun
Chairman

Hong Kong, 23 April 2021

Notes:

- (1) Any member of the Company entitled to attend and vote at the 2021 AGM shall be entitled to appoint another person as its/his/her proxy to attend and vote instead of it/him/her and so appointed shall have the same right as the member to speak at the meeting. A member who is the holder of two or more Shares may appoint one or more proxies to attend and vote instead of it/him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the 2021 AGM is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours (i.e. 11:00 a.m. on 26 May 2021) before the time appointed for holding the 2021 AGM or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the 2021 AGM or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such Share shall be accepted to exclusion of the votes of the other joint holders.
- (6) The register of members of the Company will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the 2021 AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 May 2021.
- (7) The 2021 AGM is expected to last for no more than half a day. Shareholders who attend the 2021 AGM shall bear their own travelling and accommodation expenses.