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## **SPROCOMM INTELLIGENCE LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1401)**

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Sprocomm Intelligence Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing memorandum of association (the “**Memorandum of Association**”) and articles of association (the “**Articles of Association**”, together with the Memorandum of Association, the “**Memorandum and Articles of Association**”) of the Company and to adopt the amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”) in order to, among other things, (i) bring the Memorandum and Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (ii) make some other housekeeping improvements.

The major changes brought about by the Proposed Amendments are set out below:

1. to provide that all or any of the special rights attached to any class of shares (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act (Revised) of the Cayman Islands (the “**Companies Act**”), be varied or abrogated either with the consent in writing of the holders of at least three-fourths of the issued shares of that class, or with the approval of a resolution passed by at least three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate meeting of such holders, and the provisions of the Articles of Association relating to general meetings shall mutatis mutandis apply to every such meeting provided that (i) the necessary quorum shall be two persons holding (or in the case of a shareholder being a corporation, by its duly authorised representative), or representing by proxy at least one-third of the issued shares of the class, and (ii) any holder of shares of that class present in person (or in the case of the shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll;

2. to provide that except when a register is closed in accordance with the terms equivalent to the relevant section of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”), any shareholder may inspect during business hours any register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance;
3. to provide that the Company shall for each financial year, within a period of six months after the end of its financial year, hold a general meeting as its annual general meeting and shall specify the meeting as such in the notice calling it. The general meetings shall be held at such time and place as the Board shall appoint;
4. to provide that any one or more shareholders (including a clearing house (or its nominee(s))) holding as at the date of deposit of the requisition in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company, may make a requisition to convene an extraordinary general meeting and/or add resolutions to the agenda of a meeting;
5. to provide that an annual general meeting shall be called by at least 21 days’ notice in writing and any extraordinary general meeting shall be called by at least 14 days’ notice in writing, unless it can be demonstrated that reasonable written notice can be given in less time;
6. to provide that all shareholders (including a shareholder which is a clearing house (or its nominees)) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
7. to provide that if a clearing house (or its nominee(s)) is a shareholder, it may appoint proxies or authorise such person or persons as it thinks fit to act as its representative(s), who shall enjoy rights equivalent to the rights of other shareholders, at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of shareholders, provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised;
8. to provide that any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting;

9. to provide that the shareholders shall by ordinary resolution at each annual general meeting appoint an auditor or auditors to hold office until next annual general meeting and shall be eligible for re-election;
10. to provide that the remuneration of the auditors shall be fixed by or on the authority of the shareholders by ordinary resolution in the annual general meeting or in any other manner as specified in such ordinary resolution;
11. to provide that the shareholders may, at any general meeting, remove the auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new auditors in their place for the remainder of the term;
12. to provide that the financial year end of the Company is 31 December or such other date as the Board may from time to time, decide and annex to the Articles of Association; and
13. to make other miscellaneous amendments to update, modernise or clarify provisions of the Memorandum and Articles of Association where it is considered desirable and to better align the wording with the Listing Rules and the Companies Act.

The Proposed Amendments are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board  
**Sprocomm Intelligence Limited**  
**Li Chengjun**  
*Chairman*

Hong Kong, 29 March 2023

*As at the date of this announcement, the executive Directors are Mr. LI Chengjun, Mr. XIONG Bin, Mr. WEN Chuanchuan and Mr. GUO Qinglin, and the independent non-executive Directors are Mr. HUNG Wai Man, Mr. WONG Kwan Kit, Mr. LU Brian Yong Chen and Ms. TSENG Chin I.*