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## **SPROCOMM INTELLIGENCE LIMITED**

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

**(Stock Code: 1401)**

### **APPOINTMENT OF EXECUTIVE DIRECTORS AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board would like to announce the following changes in the directorship of the Company, all with effect from 2 December 2024:

- (i) Mr. HE has been appointed as an executive director of the Company;
- (ii) Mr. CHAN has been appointed as an executive director of the Company; and
- (iii) Mr. CHING has been appointed as an independent non-executive director of the Company.

### **CHANGES IN THE COMPOSITION OF THE BOARD**

The board of directors (the “**Board**”) of Sprocomm Intelligence Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) would like to announce the following changes in the directorship of the Company, all with effect from 2 December 2024:

- (i) Mr. HE Wenyuan (“**Mr. HE**”) has been appointed as an executive director of the Company;
- (ii) Mr. CHAN Hoi Shu (“**Mr. CHAN**”) has been appointed as an executive director of the Company; and
- (iii) Mr. CHING Khei Cheong Christopher (“**Mr. CHING**”) has been appointed as an independent non-executive director of the Company.

### **APPOINTMENT OF MR. HE AS AN EXECUTIVE DIRECTOR**

Mr. HE has been appointed as an executive director of the Company, with effect from 2 December 2024.

Mr. HE, aged 43, graduated from Sichuan University with a bachelor's degree of computer science and technology in July 2003.

Prior to Mr. HE's appointment as an executive director of the Company, he is a member of the senior management of the Company responsible for overseeing and managing the Group's research and development. Since 24 November 2009, Mr. HE has been serving as the vice president and director of software research and development of Shanghai Sprocomm Telecommunication Technology Co., Ltd.\* (上海禾苗通信技術有限公司), a company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company. Since 1 June 2021, Mr. HE has been serving as the president, managing director and legal representative of Shanghai Sprocomm Telecommunication Technology Co., Ltd.\* (上海禾苗通信技術有限公司).

Prior to joining the Group, Mr. HE worked as software engineer of Huanda Computing Shanghai Company Limited\* (環達電腦上海有限公司), a company principally engaged in hardware and software research and development for intelligent terminal products from July 2003 to December 2005, where he was mainly responsible for development of software for smart phones. Mr. HE worked as senior software engineer of Huaqin Technology Co., Ltd\* (華勤技術股份有限公司), a company principally engaged in research and development, manufacturing and operating of smart products from December 2005 to June 2007, where he was mainly responsible for development of software for smart phones as well as project management. Mr. HE worked as head of the 6th research and development department of Huanda Computing Shanghai Company Limited\* (環達電腦上海有限公司) from September 2007 to April 2009, where he was mainly responsible for leading the team on research and development of smart phones and car navigation.

Saved as disclosed above, as at the date of this announcement, Mr. HE has confirmed that he does not hold (i) any other position with the Company or other members of the Group; (ii) any directorship in any other public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

A service contract has been entered into between Mr. HE and the Company. Pursuant to the service contract, his initial term of office is three years commencing from 2 December 2024 or until the third annual general meeting of the Company since the date of his appointment, whichever is sooner. Mr. HE is not entitled to any director fee but entitled to a salary of RMB650,000 per annum. His salary is determined by the Board and recommendation of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for the position. Mr. HE's appointment shall be subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the articles of association of the Company.

As at the date of this announcement, Mr. HE has no interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) and does not have any relationship with any other directors, senior management or any substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”)) of the Company.

There is no information which is disclosable nor is/was Mr. HE involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. The Board is not aware of any other matters which need to be brought to the attention of the shareholders of the Company. The Board would like to welcome Mr. HE to the Board.

### **APPOINTMENT OF MR. CHAN AS AN EXECUTIVE DIRECTOR**

Mr. CHAN has been appointed as an executive director of the Company, with effect from 2 December 2024.

Mr. CHAN, aged 55, graduated from University of Portsmouth with a bachelor’s degree of mechanical engineering in July 1993. In December 1996, Mr. CHAN graduated from The University of Hong Kong and obtained a master’s degree of science majoring in computer in manufacturing. In December 2000, Mr. CHAN graduated from Murray State University and obtained a master’s degree of business administration majoring in finance and business administration.

Mr. CHAN is the founder and chairman of GGS Innovation Ltd. since April 2021, which supported new startup companies to develop Web3.0 application on music entertainment and provided services to business partners regarding the technical support for product design, operation efficiency improvement and global network development. Mr. CHAN is the chairman and co-founder of F&B Innovation (HK) Ltd since June 2024, which is the modular integrated construction system provider to speed up building construction by modularising assembly.

Prior to joining the Group, from April 2021 to September 2023, Mr. CHAN was the founder and chairman of Skyway Development Ltd., a company based in Hong Kong and Taipei formulating business strategy, product portfolio, recruiting new talents and reforming the core team to support the change of an acquiree after acquisition. From February 2019 to March 2021, Mr. CHAN was the sole executive director of AMPIM Funds, which is the limited partner of private equity funds of Mr. Terry Guo. From February 2018 to March 2020, Mr. CHAN was the chief operating officer of HMD Global Oy, based in Shenzhen and Hong Kong, during his tenor, Mr. CHAN drove various changes on the company’s product portfolio, market segmentation, research and development strategy, use of ODM platform, supply chain management system, product design and UI engineering, etc, which turned the company’s loss into profit.

As at the date of this announcement, Mr. CHAN has confirmed that he does not hold (i) any other position with the Company or other members of the Group; (ii) any directorship in any other public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

A service contract has been entered into between Mr. CHAN and the Company. Pursuant to the service contract, his initial term of office is three years commencing from 2 December 2024 or until the third annual general meeting of the Company since the date of his appointment, whichever is sooner. Mr. CHAN is entitled to receive an annual director's fee of HK\$600,000. His director's fee is determined by the Board and recommendation of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for the position. Mr. CHAN's appointment shall be subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the articles of association of the Company and the Listing Rules.

As at the date of this announcement, Mr. CHAN has no interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) and does not have any relationship with any other directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was Mr. CHAN involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. The Board is not aware of any other matters which need to be brought to the attention of the shareholders of the Company. The Board would like to welcome Mr. CHAN to the Board.

## **APPOINTMENT OF MR. CHING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. CHING has been appointed as an independent non-executive director of the Company, a member of the audit committee and remuneration committee with effect from 2 December 2024.

Mr. CHING, aged 56, holds a master degree of laws from the University of Central Lancashire. Mr. CHING has over 30 years of experience in regulatory and compliance area particular in the financial industry. Mr. CHING held various senior positions in global financial institutions such as Huatai Financial Holdings (Hong Kong) Limited, ICBC International Holdings Limited, Deutsche Bank AG, Hong Kong Branch and Merrill Lynch Asia Pacific Limited managing their compliance function. Prior to these appointments, Mr CHING was one of the appointed investigators at the Enforcement Division of the Securities and Futures Commission for over 9 years.

Pursuant to the letter of appointment issued by the Company to Mr. CHING, his initial term of office is three years commencing from 2 December 2024 or until the third annual general meeting of the Company since the date of his appointment, whichever is sooner, and he will be subject to retirement by rotation and re-election at least once every three years in accordance with the articles of association of the Company. According to the terms of Mr. CHING's appointment letter, Mr. CHING is entitled to receive an annual director's fee of HK\$120,000, which has been recommended by the remuneration committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company and the market rate for the position.

As at the date of this announcement, Mr. CHING has confirmed that he does not hold (i) any other position with the Company or other members of the Group; (ii) any directorship in any other public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

As at the date of this announcement, Mr. CHING has confirmed that he has no interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) and does not have any relationship with any other directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. CHING has confirmed that (i) he has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules, (ii) he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company, and (iii) there are no other factors that may affect his independence at the time of his appointment.

There is no information which is discloseable nor is/was Mr. CHING involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. The Board is not aware of any other matters which need to be brought to the attention of the shareholders of the Company. The Board would like to welcome Mr. CHING to the Board.

For and on behalf of the Board  
**Sprocomm Intelligence Limited**  
**Mr. Li Chengjun**  
*Chairman and Executive Director*

Hong Kong, 2 December 2024

*The English translation of Chinese names or words in this announcement, where indicated by “\*”, is included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

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