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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) RE-ELECTION OF RETIRING DIRECTORS, (2) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND EXTENSION MANDATE, (3) CHANGE OF COMPANY NAME, AND NOTICE OF 2025 ANNUAL GENERAL MEETING

A notice convening the 2025 annual general meeting of the Company (the “**2025 AGM**”) to be held at 33/F, Building 1, Huaqiang Science and Technology Innovation Plaza, Meilin Street, No. 6018 North Ring Boulevard, Futian District, Shenzhen, China on Friday, 30 May 2025 at 11:00 a.m. is set out on pages 22 to 26 of this circular.

Whether or not you are able to attend the 2025 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 11:00 a.m. on Wednesday, 28 May 2025) before the time appointed for holding the 2025 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 2025 AGM or any adjournment thereof should you so wish.

29 April 2025

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DEFINITIONS

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

“2025 AGM”	the 2025 annual general meeting of the Company to be held at 33/F, Building 1, Huaqiang Science and Technology Innovation Plaza, Meilin Street, No. 6018 North Ring Boulevard, Futian District, Shenzhen, China on Friday, 30 May 2025 at 11:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force and as amended from time to time
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the 2025 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”	Thursday, 17 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Sprocomm Intelligence Limited” to “Future Machine Limited” and the adoption of “未來機器有限公司” as its dual foreign name in Chinese
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the 2025 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)
“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

LETTER FROM THE BOARD

SPROCOMM INTELLIGENCE LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1401)

Executive Directors:

Mr. Li Chengjun

(Chairman and Chief Executive Officer)

Mr. Xiong Bin *(Vice Chairman)*

Mr. Guo Qinglin

Mr. Wen Chuanchuan

Mr. He Wenyu

Mr. Chan Hoi Shu

Registered office in Cayman Islands:

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman

KY1-1205

Cayman Islands

Independent Non-executive Directors:

Mr. Hung Wai Man

Mr. Wong Kwan Kit

Mr. Lu Brian Yong Chen

Mr. Ching Khei Cheong Christopher

Ms. Wang Huihui

Principal place of business

in Hong Kong:

Unit 702, 7th Floor

Greenfield Tower, Concordia Plaza

1 Science Museum Road

Tsim Sha Tsui East

Kowloon, Hong Kong

29 April 2025

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS,
(2) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES AND EXTENSION MANDATE,
(3) CHANGE OF COMPANY NAME,
AND
NOTICE OF 2025 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2025 AGM and to provide you with details of the resolutions to be proposed at the 2025 AGM relating to:

- (a) the proposed re-election of the retiring Directors;
- (b) the granting of the Issue Mandate to the Directors;
- (c) the granting of the Repurchase Mandate to the Directors;

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- (d) the granting of the Extension Mandate to the Directors; and
- (e) the Proposed Change of Company Name.

2. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises six executive Directors, namely Mr. Li Chengjun (chairman of the Board and chief executive officer of the Company), Mr. Xiong Bin (vice chairman of the Board), Mr. Guo Qinglin, Mr. Wen Chuanchuan, Mr. He Wenyuan and Mr. Chan Hoi Shu and five independent non-executive Directors, namely Mr. Hung Wai Man, Mr. Wong Kwan Kit, Mr. Lu Brian Yong Chen, Mr. Ching Khei Cheong Christopher and Ms. Wang Huihui.

Pursuant to Article 113 of the Articles of Association that Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company and shall be eligible for re-election.

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. Any Director appointed by the Board pursuant to Article 113 shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Pursuant to Article 113 of the Articles of Association, Mr. He Wenyuan and Mr. Chan Hoi Shu, who were appointed as executive Directors on 2 December 2024, and Mr. Ching Khei Cheong Christopher and Ms. Wang Huihui, who were appointed as independent non-executive Directors on 2 December 2024 and 1 April 2025 respectively, shall retire from office and being eligible, offer themselves for re-election at the 2025 AGM.

Pursuant to Article 109(a) of the Articles of Association, Mr. Li Chengjun, Mr. Xiong Bin, and Mr. Wong Kwan Kit will retire and, being eligible, offer themselves for re-election at the 2025 AGM.

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 2025 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.

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In recommending Mr. Li Chengjun, Mr. Xiong Bin, Mr. He Wenyuan and Mr. Chan Hoi Shu to stand for re-election as executive Directors, and Mr. Wong Kwan Kit, Mr. Ching Khei Cheong Christopher and Ms. Wang Huihui to stand for re-election as independent non-executive Directors, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Li Chengjun has over 20 years of relevant experience in the mobile communications industry. He graduated from Beihang University (北京航空航天大學) in July 1994 with a bachelor degree majoring in electrical technology, and then, graduated with a master degree of engineering in March 1997;
- (b) Mr. Xiong Bin has over 15 years of relevant experience in the mobile communications industry. He graduated from Huazhong University of Science and Technology (華中理工大學) in June 1999 and obtained a bachelor degree of economics majoring in taxation. Mr. Xiong also obtained the qualification of Certified Public Accountant (non-practising) in the PRC in December 2004;
- (c) Mr. He Wenyuan has over 20 years of relevant experience in software research and engineering. He graduated from Sichuan University (四川大學) in July 2003 with a bachelor's degree of computer science and technology;
- (d) Mr. Chan Hoi Shu has extensive experience in technology and business. He graduated from the University of Portsmouth in July 1993 with a bachelor's degree in mechanical engineering and earned master's degrees from The University of Hong Kong in December 1996 and Murray State University in December 2000;
- (e) Mr. Wong Kwan Kit has over 21 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. He is a fellow member of the Hong Kong Institute of Certified Public Accountants;
- (f) Mr. Ching Khei Cheong Christopher has over 30 years of experience in regulatory and compliance area particular in the financial industry. He holds a master degree of laws from the University of Central Lancashire; and
- (g) Ms. Wang Huihui has over 8 years of experience of legal field and is familiar with the PRC's financial regulations and compliance framework, with a specialization in private equity funds, equity investment and financing and cross border legal services, providing legal support in the financial and international business sectors. She obtained a master degree of law from East China University of Political Science and Law.

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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, accounting and finance and legal as mentioned above and as set out in Appendix I to this circular, the appointment of Mr. Li Chengjun, Mr. Xiong Bin, Mr. He Wenyan, Mr. Chan Hoi Shu, Mr. Wong Kwan Kit, Mr. Ching Khei Cheong Christopher and Ms. Wang Huihui 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 and was satisfied with the independence of all the independent non-executive Directors based on their annual written confirmations of their independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

At the 2025 AGM, an ordinary resolution will be proposed to re-elect Mr. Li Chengjun, Mr. Xiong Bin, Mr. He Wenyan and Mr. Chan Hoi Shu to stand for re-election as executive Directors, and Mr. Wong Kwan Kit, Mr. Ching Khei Cheong Christopher and Ms. Wang Huihui as independent non-executive Directors.

Details of the above mentioned retiring Directors who are subject to re-election at the 2025 AGM are set out in Appendix I to this circular.

3. PROPOSED ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

The Company's existing general mandates to issue and repurchase Shares were approved by the Shareholders at the 2024 annual general meeting. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will expire at the conclusion of the 2025 AGM. Accordingly, the following ordinary resolutions will be proposed at the 2025 AGM for the Shareholders to consider and approve:

Issue Mandate

At the 2025 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**").

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 2025 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 200,000,000 Shares under the Issue Mandate.

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Repurchase Mandate

At the 2025 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 2025 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 2025 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 2025 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 2025 AGM).

4. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Company’s announcement dated 23 April 2025 in relation to the Proposed Change of Company Name.

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The Board proposed to change the English name of the Company from “Sprocomm Intelligence Limited” to “Future Machine Limited”; and adopt “未來機器有限公司” as its dual foreign name in Chinese.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the 2025 AGM to consider and, if thought fit, approve the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands and issues a certificate of incorporation on change of name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong and the Registrar of Companies in the Cayman Islands.

Reasons for the Proposed Change of Company Name

The Group plans to strategically expand into electronics and other machines and products involving artificial intelligence and machine learning in addition to its existing business on mobile phones and related products. By aligning its brand with machines and products associated with high-growth technological frontiers, the Group aims to strengthen its market position and unlock sustainable growth opportunities in the evolving economy.

The Board therefore considers that the Proposed Change of Company Name will better reflect the direction of the future business plan and development of the Company. The Board also believes that the new name can provide the Company with a new corporate image and identity, which will strengthen its future business development and is in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company’s daily operations or its financial position. Once the Proposed Change of Company Name has become effective, any new share certificates of the Company issued thereafter will bear the new English name of the Company and the dual foreign name of the Company.

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All the existing share certificates in issue bearing the present name of the Company will, after the Proposed Change of Company Name having become effective, continue to be effective and valid evidence of legal title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new English name of the Company and the dual foreign name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the shares of the Company will also be changed after the Proposed Change of Company Name becomes effective.

5. CLOSURE OF THE REGISTER OF MEMBERS

The 2025 AGM will be held on Friday, 30 May 2025 at 11:00 a.m. For determining the entitlement to attend and vote at the 2025 AGM, the register of members of the Company will be closed from Tuesday, 27 May 2025 to Friday, 30 May 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2025 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 26 May 2025.

6. 2025 AGM

A notice convening the 2025 AGM is set out on pages 22 to 26 of this circular. The 2025 AGM will be held at 33/F, Building 1, Huaqiang Science and Technology Innovation Plaza, Meilin Street, No. 6018 North Ring Boulevard, Futian District, Shenzhen, China on Friday, 30 May 2025 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 2025 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2025 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not later than 48 hours (i.e. 11:00 a.m. on 28 May 2025) before the time appointed for holding the 2025 AGM or any adjournment thereof. Completion and return of the form of proxy

LETTER FROM THE BOARD

shall not preclude you from attending and voting in person at the 2025 AGM or any adjournment thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the 2025 AGM.

7. 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.

8. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the 2025 AGM are in the best interests of the Company and the Shareholders as a whole and accordingly, the Board recommend the Shareholders to vote in favour of the resolutions to be proposed at the 2025 AGM.

9. 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

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

The biographical details of the retiring Directors eligible for re-election at the 2025 AGM are set out as follows:

EXECUTIVE DIRECTOR

Mr. LI Chengjun (李承軍), aged 52, is an executive Director, the chief executive officer and the chairman of the Board and is mainly responsible for corporate strategic planning, overseeing the overall operations, day-to-day management and business development of the Group. Mr. Li established Shenzhen Sprocomm Telecommunication Technology Co., Ltd.* (深圳禾苗通信科技有限公司) (“**Shenzhen Sprocomm**”), the main operating subsidiary of the Group, with Mr. XiongBin on 16 September 2009. He is also currently the director of the Company’s subsidiaries, namely Shenzhen Sprocomm, Sprocomm Intelligence (HK) Holdings Limited (禾苗智能控股有限公司), Sprocomm Technologies Co., Ltd. (禾苗通信科技有限公司), Guizhou Sprocomm Telecommunication Technology Co., Ltd.* (貴州禾苗通信科技有限公司), Chengdu Sprocomm Cloud Technology Co., Ltd.* (成都禾苗雲科技有限公司), Guizhou Mars Exploration Technology Co., Ltd.* (貴州火星探索科技有限公司), Grace Kirin Limited (俊麟有限公司) and Shenzhen Fengma New Energy Technology Co., Ltd.* (深圳風馬新能源科技有限公司). Mr. Li is a director of Leap Elite Limited, a controlling Shareholder of the Company.

Mr. Li has more than 20 years of relevant experience in the mobile communications industry. Prior to joining the Group, Mr. Li held a senior management position in the wireless network department and terminal department of Shenzhen Huawei Technologies Co., Ltd.* (深圳華為技術有限公司), a company principally engaged in the telecommunication equipment business from April 1997 to February 2007, where he was mainly responsible for the research and development of communication terminal and sales and marketing. From August 2007 to June 2009, Mr. Li served as the chief executive officer of the business operation headquarters of SIM Technology Group Limited (晨訊科技集團有限公司) (stock code of Stock Exchange: 02000) (“**SIM Technology**”), a company whose shares are listed on the Stock Exchange and is principally engaged in the manufacturing, design and development and sale of liquid crystal display modules, mobile handset solutions, and wireless communication module solutions, where he was mainly responsible for overseeing its PRC operation and management. Mr. Li graduated from Beihang University (北京航空航天大學) in July 1994 with a bachelor degree majoring in electrical technology, and then, graduated with a master degree of engineering in March 1997.

Mr. Li Chengjun has entered into a service agreement with the Company as Executive Director for a period of three years commencing from 13 November 2019 and will continue thereafter. Mr. Li 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. Li is entitled to an annual remuneration of RMB800,000 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Mr. Li’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.

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Saved as disclosed above, (i) Mr. Li Chengjun 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. Li Chengjun has not held any other positions in the Company and other members of the Group; and (iii) Mr. Li Chengjun does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed on page 20 of this circular, as at the Latest Practicable Date, Mr. Li Chengjun did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

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. Li Chengjun's re-election.

Mr. XIONG Bin (熊彬), aged 47, is an executive Director and vice chairman of the Board and is mainly responsible for overseeing the sales and marketing of the Group. Mr. Xiong is one of the founders of Shenzhen Sprocomm on 16 September 2009. He is also currently the director and vice general manager of Shenzhen Sprocomm and the supervisor of Shanghai Sprocomm Telecommunication Technology Co., Ltd.* (上海禾苗通信科技有限公司), Guizhou Sprocomm Telecommunication Technology Co., Ltd.* (貴州禾苗通信科技有限公司), Guizhou Mars Exploration Technology Co., Ltd.* (貴州火星探索科技有限公司) and Luzhou Sipukang Technology Co., Ltd.* (瀘州思普康科技有限公司). Mr. Xiong is a director of Beyond Innovation Limited, a controlling Shareholder of the Company. Mr. Xiong has over 15 years of relevant experience in the mobile communications industry. Prior to joining the Group, Mr. Xiong served in Amoi Electronics Co., Ltd. (夏新電子股份有限公司) (“**Amoi Electronics**”) from July 1999 to May 2008, where he first served as the vice general manager of finance department responsible for handling the export business and finance work of the overseas subsidiaries and later as the vice general manager of the overseas sales department responsible for overseas sales of smartphone products. Amoi Electronics is principally engaged in research, manufacturing and sales of smartphone and other electronic products. From May 2008 to August 2009, Mr. Xiong served as the general manager of the overseas sales department of SIM Technology, where he was mainly responsible for marketing and sales of the overseas smartphone ODM business. Mr. Xiong graduated from Huazhong University of Science and Technology (華中理工大學) in June 1999 and obtained a bachelor degree of economics majoring in taxation. Mr. Xiong also obtained the qualification of Certified Public Accountant (non-practising) in the PRC in December 2004.

Mr. Xiong Bin has entered into a service contract with the Company as Executive Director for a period of three years commencing from 13 November 2019 and will continue thereafter. Mr. Xiong 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. Xiong is entitled to an annual remuneration of RMB700,000 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Mr. Xiong'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

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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. Xiong Bin 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. Xiong Bin has not held any other positions in the Company and other members of the Group; and (iii) Mr. Xiong Bin does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed on page 20 of this circular, as at the Latest Practicable Date, Mr. Xiong Bin did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

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. Xiong Bin's re-election.

Mr. CHAN Hoi Shu (陳海書), 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 modularizing assembly.

Prior to joining the Group, 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.

Mr. Chan Hoi Shu has entered into a service contract with the Company as Executive Director for a period of three year commencing from 2 December 2024. Mr. Chan 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. Chan is entitled to an annual remuneration of HKD600,000 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Mr. Chan'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

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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. Chan Hoi Shu 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. Chan Hoi Shu has not held any other positions in the Company and other members of the Group; and (iii) Mr. Chan Hoi Shu 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. Chan Hoi Shu 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.

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. Chan Hoi Shu's re-election.

Mr. HE Wen yuan (何文淵), aged 44, 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.

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Mr. He Wenyan has entered into a service contract with the Company as Executive Director for a period of three year commencing from 2 December 2024. Mr. He 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. He is entitled to an annual remuneration of RMB700,000 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Mr. He'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. He Wenyan 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. He Wenyan has not held any other positions in the Company and other members of the Group; and (iii) Mr. He Wenyan 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. He Wenyan 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.

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. He Wenyan's re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WONG Kwan Kit (黃昆杰), aged 52, was appointed as an independent non-executive Director on 18 October 2019. Mr. Wong has over 21 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: 00938) and Culturecom Holdings Limited (stock code: 00343), 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. Mr. Wong is not appointed for a specific term but 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 is entitled to an annual director's fee of HK\$120,000. 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.

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

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. CHING Khei Cheong Christopher (鄭其昌), 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.

Mr. Ching Khei Cheong Christopher has entered into a letter of appointment with the Company as Independent Non-executive Director for a period of three years commencing from 2 December 2024. Mr. Ching 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. Ching is entitled to an annual director's fee of HK\$120,000. 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. Ching Khei Cheong Christopher has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Mr. Ching Khei Cheong Christopher 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. Ching Khei Cheong Christopher 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.

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

The Company has received from Mr. Ching Khei Cheong Christopher a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Ching Khei Cheong Christopher 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. Ching Khei Cheong Christopher's re-election.

Ms. WANG Huihui (王慧慧), aged 35, holds a master's degree of law from East China University of Political Science and Law. Ms. Wang is a practicing lawyer in the PRC and has over 8 years of experience of legal field and is familiar with the PRC's financial regulations and compliance framework, with a specialization in private equity funds, equity investment and financing and cross border legal services, providing legal support in the financial and international business sectors.

Ms. Wang is currently a partner at Joint-Win Partners (Shanghai). Prior to her current position, she also worked at various law firms in the PRC such as AllBright Law Offices (Shanghai) and Hiways Law Firm (Shanghai). Ms. Wang has served as a member of the Fund Committee of the Shanghai Bar Association (上海律協基金專業委員會委員) since June 2024.

Ms. Wang Huihui has entered into a letter of appointment with the Company as Independent Non-executive Director for a period of three years commencing from 1 April 2025. Ms. Wang 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. Ms. Wang is entitled to an annual director's fee of HK\$120,000. 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, Ms. Wang Huihui has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Ms. Wang Huihui 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, Ms. Wang Huihui 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 Ms. Wang Huihui a confirmation of her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Ms. Wang Huihui 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 Ms. Wang Huihui'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 2025 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 were 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 2024, 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 should the Repurchase Mandate be exercised in full
			Approximate % of the total number of Shares in issue	Approximate % of the total number of Shares should the Repurchase Mandate be exercised in full
Mr. Li Chengjun	Founder of a discretionary trust ⁽²⁾	204,967,204 (L)	20.50%	22.77%
Ms. Sui Rongmei	Interest of spouse ⁽³⁾	204,967,204 (L)	20.50%	22.77%
Beyond Innovation Limited	Beneficial owner	140,032,256 (L)	14.00%	15.56%
Mr. Xiong Bin	Founder of a discretionary trust ⁽⁴⁾	140,032,256 (L)	14.00%	15.56%
Ms. Yan Xue	Interest of spouse ⁽⁵⁾	140,032,256 (L)	14.00%	15.56%

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. By virtue of the SFO, she is deemed to be interested in the same number of Shares held by Mr. Li Chengjun.
- (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. By virtue of the SFO, she is deemed to be interested in the same number of Shares held by Mr. Xiong Bin.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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>
2024		
April	3.10	2.11
May	3.86	2.72
June	3.21	2.60
July	3.06	2.50
August	3.57	2.68
September	4.81	3.42
October	11.48	4.33
November	15.30	1.04
December	1.92	1.25
2025		
January	1.82	1.45
February	1.80	1.38
March	2.97	1.48
April (up to the Latest Practicable Date)	1.72	1.25

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 2025 ANNUAL GENERAL MEETING

SPROCOMM INTELLIGENCE LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1401)

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the “**2025 AGM**”) of Sprocomm Intelligence Limited (the “**Company**”) will be held at 33/F, Building 1, Huaqiang Science and Technology Innovation Plaza, Meilin Street, No. 6018 North Ring Boulevard, Futian District, Shenzhen, China on Friday, 30 May 2025 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 2024 and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2024.
2.
 - (a) To re-elect Mr. Li Chengjun as an Executive Director;
 - (b) To re-elect Mr. Xiong Bin as an Executive Director;
 - (c) To re-elect Mr. He Wenyan as an Executive Director;
 - (d) To re-elect Mr. Chan Hoi Shu as an Executive Director;
 - (e) To re-elect Mr. Wong Kwan Kit as an Independent Non-executive Director;
 - (f) To re-elect Mr. Ching Khei Cheong Christopher as an Independent Non-executive Director;
 - (g) To re-elect Ms. Wang Huihui as an Independent Non-executive Director; and
 - (h) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Moore CPA Limited as the auditors 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 Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the

NOTICE OF 2025 ANNUAL GENERAL MEETING

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;

- (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 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

NOTICE OF 2025 ANNUAL GENERAL MEETING

- (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 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;

NOTICE OF 2025 ANNUAL GENERAL MEETING

- (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.”
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.”

SPECIAL RESOLUTIONS

7. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Cayman being obtained, the English name of the Company be and is hereby changed from “Sprocomm Intelligence Limited” to “Future Machine Limited” and adopt “未來機器有限公司” as the dual foreign name of the Company in Chinese, and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he considers necessary or expedient in connection with the implementation of or in order to give effect to the Proposed Change of Company Name.”

By order of the Board
Sprocomm Intelligence Limited
Li Chengjun
Chairman

Hong Kong, 29 April 2025

Notes:

- (1) Any member of the Company entitled to attend and vote at the 2025 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 2025 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.

NOTICE OF 2025 ANNUAL GENERAL MEETING

- (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours (i.e. 11:00 a.m. on Wednesday, 28 May 2025) before the time appointed for holding the 2025 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 2025 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, 27 May 2025 to Friday, 30 May 2025, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the 2025 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 26 May 2025.
- (7) The 2025 AGM is expected to last for no more than half a day. Shareholders who attend the 2025 AGM shall bear their own travelling and accommodation expenses.