

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Sprocomm Intelligence Limited (the “**Company**”) dated 30 October 2019.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus carefully for detailed information about the Company and the Global Offering described in this announcement before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Global Offering should be taken solely in reliance on the information provided in the Prospectus.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

In connection with the Global Offering, Head & Shoulders Securities Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

Sprocomm Intelligence Limited

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 250,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares	: 25,000,000 Shares (subject to reallocation)
Number of International Placing Shares	: 225,000,000 Shares (subject to reallocation and the Over-allotment Option)
Offer Price	: Not more than HK\$0.6 per Offer Share and expected to be not less than HK\$0.5 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 1401

Sole Sponsor



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Capitalisation Issue and the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option) and (iii) the Shares which may be issued pursuant to the exercise of the options which may be granted under the Share Option Scheme. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 13 November 2019. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.sprocomm.com and the Stock Exchange's website at www.hkexnews.hk.

The Global Offering of 250,000,000 Shares (subject to the Over-allotment Option) comprises the: (1) Hong Kong Public Offering of initially 25,000,000 Shares subject to the Over-allotment Option, representing 10% of the total number of Offer Shares initially being offered under the Global Offering; and (2) International Placing of initially 225,000,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares initially being offered under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in the section headed “Structure and conditions of the Global Offering” in the Prospectus.

In particular, pursuant to Practice Note 18 of the Listing Rules and in accordance with Guidance Letter HKEx-GL91-18, where (i) the International Placing Shares are fully subscribed or oversubscribed, and the Hong Kong Public Offer Shares are fully subscribed or oversubscribed by less than 15 times or (ii) the International Placing Shares are undersubscribed and the Hong Kong Public Offer Shares are oversubscribed irrespective of the number of times, up to 25,000,000 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Placing, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 50,000,000 Offer Shares, representing approximately 20% of the number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$0.5 per Offer Share) as stated in the subsection headed “Structure and conditions of the Global Offering — Hong Kong Public Offering — Reallocation” in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Joint Global Coordinators on behalf of the International Underwriters at any time from the date of the International Underwriting Agreement until 30 days from the date of the last day of lodging application under the Hong Kong Public Offering, to require the Company to allot and issue up to 37,500,000 additional Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Placing, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.6 per Offer Share and is expected to be not less than HK\$0.5 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.6 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$0.6 per Offer Share.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum offer price of HK\$0.6 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with that set out in the subsection headed “Structure and conditions of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared. Any refund of your application monies will be made on or before Tuesday, 12 November 2019.

Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk or the **IPO App** (which can be downloaded by searching “**Tricor IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp) under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Application for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms, the designated website (www.hkeipo.hk) and the **IPO App** for the **HK eIPO White Form** service.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be collected during normal business hours from 9:00 a.m. on Wednesday, 30 October 2019 until 12:00 noon on Monday, 4 November 2019 from the following locations:

- any of the following offices of the following Joint Global Coordinators:

Dakin Securities Limited	Suite 3509, 35/F Tower 2, Lippo Centre 89 Queensway Hong Kong
Head & Shoulders Securities Limited	Room 2511 25/F Cosco Tower 183 Queen's Road Central Hong Kong
CCB International Capital Limited	12/F, CCB Tower 3 Connaught Road Central Central Hong Kong

- or any of the designated branches of the following receiving bank in Hong Kong:

Bank of China (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Wan Chai (Wu Chung House) Branch	213 Queen's Road East, Wan Chai, Hong Kong
Kowloon	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong, Kowloon
New Territories	Kwai Chung Plaza Branch	A18-20, G/F Kwai Chung Plaza, 7-11 Kwai Foo Road, Kwai Chung, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Wednesday, 30 October 2019 until 12:00 noon on Monday, 4 November 2019 from (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — SPROCComm INTELLIGENCE PUBLIC OFFER**" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following times:

Wednesday, 30 October 2019 — 9:00 a.m. to 5:00 p.m.
Thursday, 31 October 2019 — 9:00 a.m. to 5:00 p.m.
Friday, 1 November 2019 — 9:00 a.m. to 5:00 p.m.
Saturday, 2 November 2019 — 9:00 a.m. to 1:00 p.m.
Monday, 4 November 2019 — 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** service may submit application to the **HK eIPO White Form** Service Provider through the designated website www.hkeipo.hk or the **IPO App** (24 hours daily, except on the last application day) from 9:00 a.m. on Wednesday, 30 October 2019 until 11:30 a.m. on Monday, 4 November 2019 or such later date as described under the subsection headed "How to apply for the Hong Kong Public Offer Shares — 10. Effect of bad weather and/or extreme conditions on the opening of the application lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates⁽¹⁾:

Wednesday, 30 October 2019 — 9:00 a.m. to 8:30 p.m.
Thursday, 31 October 2019 — 8:00 a.m. to 8:30 p.m.
Friday, 1 November 2019 — 8:00 a.m. to 8:30 p.m.
Saturday, 2 November 2019 — 8:00 a.m. to 1:00 p.m.
Monday, 4 November 2019 — 8:00 a.m. to 12:00 noon

Note:

⁽¹⁾ These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 30 October 2019 until 12:00 noon on Monday, 4 November 2019 (24 hours daily, except the last application day) or such later time as described in the subsection headed "How to apply for Hong Kong Public Offer Shares — 10. Effect of bad weather and/or extreme conditions on the opening of the application lists" in the Prospectus.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of Hong Kong Offer Shares on Tuesday, 12 November 2019 (i) on the website of the Company at www.sprocomm.com; and (ii) on the website of the Stock Exchange at www.hkexnews.hk. The results of allocations (with the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of the successful applicants) under the Hong Kong Public Offering will be made available through a variety of channels at the times and date and in the manner specified in the subsection headed “How to apply for Hong Kong Public Offer Shares — 11. Publication of results” in the Prospectus.

No temporary documents of title will be issued by the Company and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Wednesday, 13 November 2019 provided that the Global Offering has become unconditional and the right of termination described in the subsection headed “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination” in the Prospectus has not been exercised.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 13 November 2019. Shares will be traded in board lots of 20,000 Shares each. The stock code of the Company is 1401.

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

Hong Kong, 30 October 2019

As at the date of this announcement, the executive Directors are Mr. LI Chengjun, Mr. XIONG Bin, Mr. LI Hongxing 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.