

SPROCOMM INTELLIGENCE LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1401)

FORM OF PROXY FOR USE AT THE 2023 ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 30 MAY 2023 (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each in the capital of Sprocomm Intelligence Limited (the “Company”), HEREBY APPOINT³ the chairman of the 2023 annual general meeting of the Company, or _____
of _____
as my/our proxy to attend for me/us the 2023 annual general meeting of the Company (and any adjournment thereof) to be held at 5D-506 F1.6 Block, Tianfa Building, Tianan Chegongmiao Industrial Park, Futian District, Shenzhen, China on Tuesday, 30 May 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022 and the reports of directors (“Directors”) and auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Li Chengjun as an Executive Director;		
	(b) To re-elect Mr. Wong Kwan Kit as an Independent Non-executive Director;		
	(c) To re-elect Mr. Lu Brian Yong Chen as an Independent Non-executive Director; and		
	(d) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
3.	To re-appoint Moore Stephens CPA Limited as the auditors of the Company and to authorise the Board to fix its remuneration.		
4.	To approve and grant the general mandate to issue additional shares of the Company to the Directors ⁵ .		
5.	To approve and grant the general mandate to repurchase shares of the Company to the Directors ⁵ .		
6.	To approve and grant the extension of the general mandate granted in ordinary resolution numbered 4 by adding repurchased shares under ordinary resolution numbered 5 to the Directors ⁵ .		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
7.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and adoption of the amended and restated memorandum and articles of association of the Company as the new memorandum and articles of association of the Company, and to authorise any one Director or the company secretary of the Company to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company ⁵ .		

Dated: _____

Signature⁶: _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out “the Chairman of the 2023 annual general meeting of the Company, or” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED “AGAINST”. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- The full text of Resolutions 4, 5, 6 and 7 are set out in the notice which convening the 2023 annual general meeting of the Company.
- The instrument appointing proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, if the appointor being a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. On a poll vote may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than proxy to attend on the same occasion.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall deposited 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 Sunday, 28 May 2023) before the time appointed for holding the meeting or any adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of any instrument of appointing a proxy shall not preclude a member from attending and voting in person at the meeting or at any adjourned meeting or poll concerned and, in such event, the instrument appointing the proxy shall be deemed to be revoked.
- 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, that one of the said person so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.