

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, subscribe for or otherwise deal in the securities of IntelliCentrics Global Holdings Ltd., nor is it a solicitation of any vote or approval in any jurisdiction. This announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

IntelliCentrics Global Holdings Ltd.

中智全球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

ANNOUNCEMENT

WINDING UP PROPOSAL AND EXTRAORDINARY GENERAL MEETING

References are made to (i) the circular dated March 28, 2024 (the “**Circular**”) issued by IntelliCentrics Global Holdings Ltd. (the “**Company**”) in relation to, among other things, the proposed very substantial disposal in relation to disposal of the entire issued share capital of Inception Point Systems Ltd. (the “**Disposal**”), the proposed declaration of special interim dividend and proposed amendment of the existing articles of association of the Company, and the proposed withdrawal of listing of the Company (collectively, the “**Proposals**”); (ii) the announcement dated April 18, 2024, jointly issued by the Company and symplr software LLC with respect to the poll results of the extraordinary general meeting in relation to the Proposals; (iii) the announcement dated April 25, 2024 issued by the Company in relation to, among other things, completion of the Disposal; and (iv) the announcement dated May 3, 2024 issued by the Company in relation to, among other things, the despatch of cheques and completion of wire transfers for payment of special interim dividend. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Circular.

WINDING UP PROPOSAL AND EXTRAORDINARY GENERAL MEETING

As disclosed in the Circular, the Directors will resolve to wind up the Company voluntarily as soon as practicable following the full settlement of (i) the net amount outstanding under the Bank Loan and (ii) any other liabilities of the Group. The Board has resolved to convene an extraordinary general meeting (the “**EGM**”) of the Shareholders at 18/F, No. 1 Songzhi Road, Xinyi District, Taipei City, Taiwan on Thursday, August 15, 2024 at 10 a.m. for the purpose of considering and, if thought fit:

- (a) to approve, as a special resolution, to place the Company into voluntary liquidation in accordance with the Companies Act (the “**Voluntary Liquidation**”); and
- (b) to approve, as ordinary resolutions, the appointment of Mr. Wong Man Chung Francis (“**Mr. Wong**”) of Union Alpha C.P.A. Limited as a voluntary liquidator (the “**Liquidator**”) of the Company in connection with the Voluntary Liquidation, and the terms of appointment of the Liquidator.

Mr. Wong is an independent non-executive Director. He is a Certified Public Accountant (Practising) and has over 30 years of experience in auditing, taxation, corporate internal control and governance, acquisition and financial advisory, corporate restructuring and liquidation, family trust and wealth management. Mr. Wong is a fellow member of The Association of Chartered Certified Accountants, Institute of Chartered Accountants in England and Wales, The Society of Chinese Accountants and Auditors and Hong Kong Institute of Certified Public Accountants and a certified tax adviser of the Taxation Institute of Hong Kong. Mr. Wong, who is interested in approximately 0.06% of the Shares as of the date of this announcement, will abstain from voting on the resolution on the appointment of the Liquidator to be proposed at the EGM.

Subject to the Voluntary Liquidation and the appointment of Liquidator being approved by Shareholders at the EGM, the Eligible Shareholders (excluding Computershare and Tricor BVI Holdco) will be entitled to receive on a pro-rata basis any cash proceeds from the sale of such assets during the Voluntary Liquidation (after full settlement of any claims from creditors, the fees and expenses incurred in relation to the Proposals and the costs of the winding up). Upon completion of the Voluntary Liquidation, Mr. Wong, as the Liquidator, will determine whether there are any assets available for distribution to the Eligible Shareholders (excluding Computershare and Tricor BVI Holdco). However, it is anticipated that no material cash proceeds will be available for distribution upon the winding-up of the Company.

The Company will make further announcement(s) on its website (<http://www.intellicentrics-global.com>) and the website of the SFC (<http://www.sfc.hk>) advising Shareholders of the progress of the Voluntary Liquidation as appropriate.

A circular (the “**EGM Circular**”) containing (among others) the notice convening the EGM, together with the accompanying form of proxy and an explanatory statement setting out the proposed terms of appointment of the Liquidator will be despatched to the Shareholders for consideration. Whether or not you are able to attend the EGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the EGM (i.e. at or before 10 a.m. on Tuesday, August 13, 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked. Voting at the EGM will be taken by poll in accordance with the Company’s articles of association.

As the listing of the Shares on the Stock Exchange was withdrawn on May 8, 2024, the Shares have ceased to be eligible securities (within the meaning of the General Rules of HKSCC). Therefore, Shareholders who hold Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant would need to withdraw such Shares from the securities depositories for CCASS in order to be able to vote at the EGM, further details of which are set out in the EGM Circular.

Shareholders are reminded that pursuant to the laws of the Cayman Islands, assuming the resolution on the Voluntary Liquidation is approved at the EGM, any transfer of Shares (without the sanction of the Liquidator) and any alteration in the status of any Shareholder after the EGM would be void.

The indicative timetable for the Voluntary Liquidation is set out below:

Event	Date and Time⁽¹⁾
Latest date and time for lodging transfers of Shares to qualify for attending the EGM	4:30 p.m. on Monday, August 12, 2024
Book closure period of the Company’s register of Shareholders to determine Shareholders that qualified to attend the EGM	Tuesday, August 13, 2024 to Thursday, August 15, 2024 (both days inclusive)
Record date for the EGM.....	Thursday, August 15, 2024
EGM.....	10 a.m. on Thursday, August 15, 2024
Announcement of the results of the EGM.....	Thursday, August 15, 2024
Commencement of Voluntary Liquidation.....	Thursday, August 15, 2024
Liquidator to convene a final general meeting (“FGM”) of Shareholders to approve the final accounts of the Company ⁽²⁾	By Thursday, October 31, 2024
FGM.....	By Friday, November 22, 2024
Filing of Liquidator’s return with the Cayman Islands Registrar of Companies evidencing completion of the Voluntary Liquidation	By Friday, November 29, 2024
Dissolution of the Company.....	By Tuesday, March 4, 2025

Notes:

1. The above timetable is an indication only. Further announcement(s) will be made if there are changes to the above indicative timetable. Unless otherwise specified, the dates and time presented in this timetable are based on Hong Kong time.
2. Detailed timing on the date of the FGM and the relevant book closure period will be announced by the Liquidator.

By order of the Board
IntelliCentrics Global Holdings Ltd.
LIN Tzung-Liang
Chairman and executive director

Hong Kong, July 31, 2024

As of the date of this announcement, the Board comprises: Mr. LIN Tzung-Liang (Chairman) and Mr. Michael James SHEEHAN as executive Directors; and Mr. WONG Man Chung Francis as independent non-executive Director.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.