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INTERNATIONAL GENIUS COMPANY

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 33)

- (1) RESIGNATION OF DIRECTOR;**
- (2) APPOINTMENT OF HONORARY CHAIRMAN;**
- (3) RE-DESIGNATION OF CHIEF FINANCIAL OFFICER TO
CHIEF EXECUTIVE OFFICER;**
- (4) CHANGE OF AUTHORISED REPRESENTATIVES
AND**
- (5) CHANGE OF COMPOSITION OF BOARD COMMITTEE**

RESIGNATION OF CHAIRMAN OF THE BOARD AND EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (“**Directors**”) of International Genius Company (the “**Company**”) together with its subsidiaries, the “**Group**”) announces that with effect from 25 July 2023, Dr. Ng Yu (“**Dr. Ng**”) has tendered his resignation as the Chairman of the Board and an executive director of the Company (the “**Resignation**”) due to his other business commitments. Upon the Resignation of Dr. Ng, he would also cease to act as an authorised representative (the “**Authorised Representative**”) of the Company required under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Chairman of executive committee and a member of the remuneration committee of the Company.

Dr. Ng confirmed that he has no disagreement with the Board during his tenure of office and there is no matter which has to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to his resignation.

The Board would like to take this opportunity to express its sincere gratitude to Dr. Ng for his valuable contributions to the Company during his tenure of office.

Following the Resignation of Dr. Ng, the Company is in the process of identifying suitable candidate(s) to fill the vacancy in the office of the Chairman of the Board. Further announcement will be made by the Company as and when appropriate.

APPOINTMENT OF HONORARY CHAIRMAN

In recognition of Dr. Ng's invaluable contributions and devotion to the Company and the Group during his tenure of office, the Board is pleased to announce that Dr. Ng has been appointed as the honorary chairman of the Company (the "**Honorary Chairman**") with effect from 25 July 2023.

Having considered Dr. Ng's extensive personal relationship and network in the global financial industry, the Board believes the appointment of Dr. Ng as Honorary Chairman is in the Company's best interest. The Group can continue to leverage Dr. Ng's reputation and industry standing to further the Group's business development and business networking in the global financial markets.

Dr. Ng will not receive any remuneration during his tenure of office as an Honorary Chairman. The duties of Dr. Ng with the Company and the Group would be on honorary basis and would not have any executive functions. Dr. Ng will not participate in the meetings of the Board.

RE-DESIGNATION OF CHIEF FINANCIAL OFFICER TO CHIEF EXECUTIVE OFFICER

The Board hereby announces that Mr. Cheung Ka Fai ("**Mr. Cheung**") will be re-designated from the position of chief financial officer of the Company ("**Chief Financial Officer**") to the position of chief executive officer of the Company ("**Chief Executive Officer**") with effect from 25 July 2023 and remains as the joint company secretary of the Company ("**Joint Company Secretary**"). Mr. Cheung has been holding directorship in certain subsidiaries of the Company. The biographies of Mr. Cheung are set out as follows:

Mr. Cheung, aged 48, is the Chief Financial Officer and Joint Company Secretary of the Company since November 2021. Mr. Cheung has over 25 years of experience in auditing, accounting and finance. Mr. Cheung is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. He obtained his Bachelor's degree in accountancy from the Hong Kong Polytechnic University in 1997 and a Master's degree in business administration from the University of Bradford in 2008. Prior to joining the Company, Mr. Cheung worked as an auditor in Deloitte Touche Tohmatsu, served as the financial controller of two companies listed on the GEM of the Stock Exchange and served as the company secretary of a company listed on the GEM of the Stock Exchange. Mr. Cheung was the chief financial officer and company secretary from June 2008 to July 2012 and an executive director from October 2009 to July 2012 of Huscoke Holdings Limited (stock code: 704), a company listed on the Main Board of the Stock Exchange. He has been serving as the chief financial officer from August 2012 to May 2020, and was re-designated to chief executive officer from May 2020 to July 2020 of Bonjour Holdings Limited (stock code: 653), a company listed on the Main Board of the Stock Exchange. He is currently an independent non-executive director of Zall Smart Commerce Group Limited (stock code: 2098), a company listed on the Main Board of the Stock Exchange.

Mr. Cheung has entered into a service agreement with the Company for a term of three years commencing from 25 July 2023 and shall continue thereafter, subject to termination by either party in accordance with the terms thereof. Subject to annual review by the remuneration committee of the Company and the Board, Mr. Cheung is entitled to an annual remuneration of HK\$1,980,000 and discretionary bonus, which was determined with reference to his experience, professional qualifications, level of duties and responsibilities undertaken and prevailing market conditions.

The Listing Committee of the Stock Exchange (the “**Listing Committee**”) criticized the directors (including Mr. Cheung) of Zall Smart Commerce Group Limited (Stock Code: 2098) (“**Zall Smartcom**”) on 6 July 2018 in relation to the breaches of, inter alia, Rules 13.17 and 13.21 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) by Zall Smartcom while Mr. Cheung was acting as an independent non-executive director of Zall Smartcom. The breaches arose from the failure of Zall Smartcom’s then chief financial officer to disclose to the directors (including Mr. Cheung) that certain share charge information required mandatory disclosure in an interim report. The Listing Committee concluded that the directors (including Mr. Cheung) of Zall Smartcom were in breach of the directors’ undertaking given by them to the Stock Exchange for, inter alia, failing to disclose the said share charge information as soon as practicable. Further details of such criticism can be found on the website of the Stock Exchange.

The Listing Committee censured the directors (including Mr. Cheung) of Huscoke Resources Holdings Limited (now known as Huscoke Holdings Limited) (Stock Code: 704) (“**Huscoke**”) on 28 January 2014 in relation to the breaches of certain of provisions of the Listing Rules while Mr. Cheung was acting as an executive director of Huscoke at the relevant time. The Listing Committee concluded that the directors (including Mr. Cheung) of Huscoke were in breach of the directors’ undertaking given by them to the Stock Exchange for failing to use their best endeavours to disclose deterioration in Huscoke’s financial performance as soon as practicable. The Listing Committee directed Mr. Cheung to undergo certain hours of director’s training which he duly completed. Further details of such censure can be found on the website of the Stock Exchange.

The above criticism and censure from the Listing Committee did not appear to contain any allegations of fraud or dishonesty. Mr. Cheung confirmed that no further action was taken against him in relation to the subject matter leading to the above criticism and censure. Therefore, the Board is of the view that Mr. Cheung has the character, experiences and integrity that is able to demonstrate a standard of competence commensurate with his position as a Chief Executive Officer of the Company.

Save as disclosed above, as at the date of the announcement, Mr. Cheung does not (i) hold any other positions in the Company or its subsidiaries; (ii) hold any directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years; (iii) have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) have, and is not deemed to have, any interests or short positions (both within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in the shares, underlying shares or debentures of the Company or any of its associated corporation (as defined under Part XV of the Securities and Futures Ordinance).

CHANGE OF AUTHORISED REPRESENTATIVES

Ms. Leong Kai Weng Subrina (“**Ms. Leong**”) has resigned as the Authorised Representative with effect from 25 July 2023 and remains as the Joint Company Secretary. Following the Resignation of Dr. Ng and the resignation of Ms. Leong as the Authorised Representative, Dr. Lin Feng, the executive director of the Company, and Mr. Cheung, the Chief Executive Officer and the Joint Company Secretary, have been appointed as the Authorised Representatives with effect from 25 July 2023.

CHANGE OF COMPOSITION OF BOARD COMMITTEE

The Board also announces that, with effect from 25 July 2023, Mr. Dai Chengyan, a non-executive director of the Company, has been appointed as a member of the remuneration committee of the Company.

By Order of the Board
International Genius Company
Mr. Cheung Ka Fai
Company Secretary

Hong Kong, 25 July 2023

As at the date of this announcement, (i) the executive Director of the Company is Dr. Lin Feng; (ii) the non-executive Directors of the Company are Ms. Sun Qiuzhen and Mr. Dai Chengyan; and (iii) the independent non-executive Directors of the Company are Mr. Lo Hang Fong, Mr. Wang Jun Sheng and Mr. Yip Tze Wai Albert.