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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in IntelliCentrics Global Holdings Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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IntelliCentrics Global Holdings Ltd.

中智全球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6819)

**RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF RETIRING AUDITOR,
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of IntelliCentrics Global Holdings Ltd. to be held at 18/F, No. 1, Songzhi Road, Xinyi District, Taipei City, Taiwan on Friday, December 15, 2023 at 10:00 a.m. is set out on pages 10 to 13 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.intellicentrics-global.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's 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 not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. at or before 10:00 a.m. on Wednesday, December 13, 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

November 17, 2023

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 18/F, No. 1, Songzhi Road, Xinyi District, Taipei City, Taiwan on Friday, December 15, 2023 at 10:00 a.m. or any adjournment thereof and notice of which is set out on pages 10 to 13 of this circular
“Articles of Association”	the third amended and restated articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Company”	IntelliCentrics Global Holdings Ltd. (中智全球控股有限公司), which is an exempted company with limited liability incorporated in the Cayman Islands and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6819)
“Controlling Shareholder(s)”	the controlling shareholders (as defined in the Listing Rules) of the Company, namely Mr. Lin Tzung-Liang and Ocim Corp.
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such general mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	November 13, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time

DEFINITIONS

“PRC”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Shares(s)”	ordinary share(s) of nominal value of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“U.K.” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“US\$”	U.S. dollars, the lawful currency of the United States
“U.S.” or “United States”	the United States of America
“VTC Electronics”	VTC Electronics Corp. (遠業科技股份有限公司), a joint stock company with limited liability incorporated in Taiwan on August 30, 1995, a company controlled by Mr. Lin Tzung-Liang
“%”	per cent

LETTER FROM THE BOARD



IntelliCentrics Global Holdings Ltd.

中智全球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6819)

Executive Directors:

Mr. Lin Tzung-Liang (*Chairman*)
Mr. Michael James Sheehan
(*Chief Executive Officer*)

Non-executive Directors:

Mr. Lin Kuo-Chang
Mr. Leo Hermacinski

Independent Non-executive Directors:

Mr. Hsieh Yu Tien
Mr. Wong Man Chung Francis
Mr. Liao Xiaoxin

Registered Office:

Gold-In (Cayman) Co., Ltd.
Suite 102, Cannon Place
North Sound Rd.
George Town
P.O. Box 712
Grand Cayman KY1-9006
Cayman Islands

*Headquarters and Principal Place of
Business in the U.S.:*

777 International Parkway
Suite 400
Flower Mound
Texas 75022
United States

Principal Place of Business in Hong Kong:

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

November 17, 2023

To the Shareholders

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF RETIRING AUDITOR,
GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) the re-election of the retiring Directors; (b) the re-appointment of the retiring auditor; and (c) the granting of the General Mandate to issue Shares.

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 109 of the Articles of Association, 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 retirement by rotation at least once every three years. Accordingly, Mr. Michael James Sheehan and Mr. Leo Hermacinski will retire from office by rotation. The abovementioned Directors will, being eligible, offer themselves for re-election at the Annual General Meeting.

Pursuant to Article 113 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. Liao Xiaoxin will hold office until the Annual General Meeting and, being eligible, offer himself for re-election at the Annual General Meeting.

All of our independent non-executive Directors provide valuable contributions and insights to the Board. Moreover, since only independent non-executive Directors can serve on certain Board committees under the Listing Rules, their independence is a valuable asset to the Board and its committees. Mr. Liao Xiaoxin, our independent non-executive Director, has submitted to the Stock Exchange a written confirmation concerning his independence to the Company and has also given to the Company an annual confirmation of his independence. Having regard to the confirmations as well as the actual contributions that Mr. Liao Xiaoxin has made, the Board concluded that Mr. Liao Xiaoxin to be independent and Mr. Liao Xiaoxin can bring to the Board his perspectives, skills and experience as more particularly set out in Appendix I to this circular.

Board diversity is important to the Company. The proposed re-election of Directors should be considered based on merit having regard to the experience, skills and expertise as well as the overall board diversity. More details about our board diversity are set out in the Corporate Governance Report on pages 65 to 66 of the Company's annual report for the year ended June 30, 2023.

Details of the above Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

3. RE-APPOINTMENT OF RETIRING AUDITOR

In accordance with Rule 13.88 of the Listing Rules and Article 177(a) of the Articles of Association, an ordinary resolution will be proposed at the Annual General Meeting to re-appoint Crowe (HK) CPA Limited as the external auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the year ending June 30, 2024.

4. GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the granting of the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4 will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 452,544,655 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 4 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to allot and issue a maximum of 90,508,931 Shares pursuant to the General Mandate.

5. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 10 to 13 of this circular is the notice of the Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to the Shareholders to consider and approve the re-election of the retiring Directors, the re-appointment of the retiring auditor and the granting of the General Mandate to issue Shares.

6. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.intellicentrics-global.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, 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 not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. at or before 10:00 a.m. on Wednesday, December 13, 2023) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not to use all his/her/its votes or cast all the votes he/she/it uses in the same way.

8. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, December 12, 2023 to Friday, December 15, 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, December 11, 2023.

9. RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of the retiring Directors, the re-appointment of the retiring auditor and the granting of the General Mandate to issue Shares are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
IntelliCentrics Global Holdings Ltd.
Lin Tzung-Liang
Chairman of the Board

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other members of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or Controlling Shareholders (as defined in the Listing Rules). Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE DIRECTOR

Mr. Michael James Sheehan, aged 54, joined our Group as a director of USA deView, Inc. (a member of our Group) in June 2004 and was responsible for incorporating USA deView, Inc., a wholly-owned subsidiary of our Group for the purpose of introducing the Company's products to North America. In June 2010, while retaining all his current responsibilities, he was nominated to the board of directors of the parent company, VTC Electronics, and held the position until June 2016. In this capacity, Mr. Sheehan was subsequently given the additional responsibility of overseeing our Group's operations in the United Kingdom. In April 2012, Mr. Sheehan was named the group chief executive officer of the parent company, VTC Electronics, and remained in that position until the reorganisation of VTC Electronics which separated the CCTV Business (as defined in the prospectus of the Company dated March 18, 2019) from the provision of credentialing services in the United States, Canada and the United Kingdom. Following the reorganisation, Mr. Sheehan devoted his time exclusively to the operations of our Group in the capacity of chief executive officer of the Group and was appointed as an executive Director on September 5, 2018. In this role, Mr. Sheehan is primarily responsible for overseeing the management and operation of our Group's overall business, including the development of our business model, our technology development and selection, the development of our business growth strategies, our Group's decision-making processes and organizational structure, and the management of day-to-day operations. Mr. Sheehan is also a director of several of our principal operating entities.

Prior to joining our Group in 2004, Mr. Sheehan was with Honeywell from 1995 to 2004 and by the time he left, he was named the vice president of Six Sigma, a position which he held until he joined our Group as a director of USA deView, Inc. in 2004.

Mr. Sheehan obtained his Bachelor's degree in Apparel Merchandising from the College of Arts and Sciences at Indiana University Bloomington in May 1991.

Mr. Sheehan has entered into a service contract with the Group for a term of 4 years commencing from July 1, 2022. Mr. Sheehan is entitled to a basic annual remuneration of US\$800,000, which has been determined with reference to the duties and responsibilities of an executive Director and a chief executive officer and the prevailing market condition. In addition to the base salary, Mr. Sheehan is eligible to receive an annual bonus of up to a maximum of US\$1,500,000 per year in accordance with the performance criteria that the parties may agree to from time to time. A one-time bonus may also be payable in the event Mr. Sheehan is required to discharge substantial additional work and effort falling beyond his ordinary scope of duties, which would be determined based on the nature and amount of work performed and any other factors the Company deems appropriate.

As at the Latest Practicable Date, Mr. Sheehan is deemed to be interested in 45,366,869 Shares within the meaning of Part XV of the SFO.

NON-EXECUTIVE DIRECTOR

Mr. Leo Hermacinski, aged 64, has been a non-executive Director since January 23, 2020. He has over 20 years of experience in strategy consulting where he works with clients primarily in the technology and industrial sectors, from start-ups through to major global corporations. Mr. Hermacinski has supported the Group's efforts by providing strategy and operational support as an independent consultant. Previously, he was a partner in the Parthenon Group from 1995 to 2011, where he advised companies and private equity firms on business strategy. He also served as the chief executive officer of dSide Technologies from 2012 to 2015, where he was responsible for setting strategic direction, building organisation, identifying and developing lead customers.

Mr. Hermacinski obtained a Bachelor of Science degree in Electrical Engineering from Imperial College and a Master of Science degree in Electrical Engineering from King's College, University of London. He also holds a Master of Management from the Kellogg Graduate School of Management at Northwestern University.

Mr. Hermacinski has entered into a service contract with the Company for a term of 3 years commencing from January 23, 2020, and was renewed for a successive term of 3 years following the expiry of the initial term. Pursuant to the service contract, Mr. Hermacinski is entitled to a basic annual remuneration of HK\$300,000, which has been determined with reference to the duties and responsibilities of a non-executive Director and the prevailing market condition. Mr. Hermacinski will be entitled to an additional annual remuneration of HK\$50,000 for serving as a member of a committee of the Board.

As at the Latest Practicable Date, Mr. Hermacinski is deemed to be interested in 223,319 Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Liao Xiaoxin (廖小新), aged 44, has been an independent non-executive Director since February 20, 2023. He is a partner in the Hong Kong office of Zhong Lun Law Firm LLP, a full-service business law firm headquartered in the PRC. He is currently an independent non-executive director of Mulsanne Group Holding Limited, which is a company listed in Hong Kong (stock code: 1817). Mr. Liao has been practicing as a lawyer for over 20 years and is currently admitted to practice in Hong Kong, England and Wales and the PRC. Prior to joining Zhong Lun Law Firm LLP, Mr. Liao has also practiced in other law firms in Hong Kong, London and Shenzhen. Mr. Liao has extensive experience in Hong Kong capital markets matters such as initial public offerings, bond offerings, public takeovers, privatizations and general compliance for listed companies. He also advises clients on cross-border mergers and acquisitions and private equity investments.

Mr. Liao obtained a Bachelor of Laws degree from Guangdong University of Foreign Studies (廣東外語外貿大學) in the PRC in June 2001, a Master of Laws from King's College London in the U.K. in November 2007, a graduate diploma in law from The University of Law in the U.K. in August 2008 and subsequently completed the Legal Practice Course at BPP University Law School in the U.K. in May 2010. Mr. Liao was admitted as a practicing lawyer in the PRC in July 2002, a solicitor in England and Wales in October 2012 and a solicitor in Hong Kong in May 2018.

Mr. Liao has entered into a letter of appointment with the Company for a term of 3 years commencing from February 20, 2023. Pursuant to the letter of appointment, Mr. Liao is entitled to receive a basic annual remuneration of HK\$300,000, which has been determined with reference to his duties and responsibilities with the Group, the current market level and the Company's remuneration policy, and has been reviewed by the remuneration committee of the Company. Mr. Liao will be entitled to an additional annual remuneration of HK\$50,000 for serving as a member of each committee of the Board.

As at the Latest Practicable Date, Mr. Liao did not have any interest in any Shares within the meaning of Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING



IntelliCentrics Global Holdings Ltd.

中智全球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6819)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of IntelliCentrics Global Holdings Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 18/F, No. 1, Songzhi Road, Xinyi District, Taipei City, Taiwan on Friday, December 15, 2023 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Group for the year ended June 30, 2023 and the reports of the directors and independent auditor thereon.
2. (A) To re-elect the following persons as directors of the Company (the “**Director(s)**”):
 - (i) Mr. Michael James Sheehan as an executive Director;
 - (ii) Mr. Leo Hermacinski as a non-executive Director; and
 - (iii) Mr. Liao Xiaoxin as an independent non-executive Director.(B) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Crowe (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending June 30, 2024.
4. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“That:

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/

NOTICE OF ANNUAL GENERAL MEETING

or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above of this resolution, otherwise than pursuant to
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares of the Company;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
 - (4) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly.

- (iv) for the purpose of this resolution:
 - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company; or
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
- (b) “**Rights Issue**” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

By order of the Board
IntelliCentrics Global Holdings Ltd.
Lin Tzung-Liang
Chairman of the Board

Hong Kong, November 17, 2023

Registered Office:

Gold-In (Cayman) Co., Ltd.
Suite 102, Cannon Place
North Sound Rd.
George Town
P.O. Box 712
Grand Cayman KY1-9006
Cayman Islands

Headquarters and Principal Place of

Business in the United States of America:
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Flower Mound
Texas 75022
United States of America

Principal Place of Business in Hong Kong:

31/F, Tower Two
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1 Matheson Street
Causeway Bay
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her/its stead. The proxy does not need to be a shareholder of the Company.
2. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares of the Company as if he/she/it were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. In order to be valid, the completed form of proxy must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. at or before 10:00 a.m. on Wednesday, December 13, 2023) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The register of members of the Company will be closed from Tuesday, December 12, 2023 to Friday, December 15, 2023, both days inclusive, in order to determine the eligibility of shareholders of the Company to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, December 11, 2023.
5. In respect of resolution numbered 2 above, Mr. Michael James Sheehan, Mr. Leo Hermacinski and Mr. Liao Xiaoxin will retire and be subject to re-election at the Annual General Meeting. Details of the above retiring Directors standing for re-election are set out in Appendix I to the circular dated November 17, 2023 containing this notice.
6. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.