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## **INTERNATIONAL GENIUS COMPANY**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 33)**

### **COMPLETION OF DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE**

Reference is made to the announcements of International Genius Company (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 23 January and 6 March 2024 (the “**Announcements**”) in relation to the acquisition of the entire issued share capital of Deep Neural Computing Company Limited involving issue of consideration shares under general mandate. Unless the context otherwise requires, capitalized terms used herein shall have the same meaning as those defined in the Announcements.

As disclosed in the Announcements, the Completion is conditional upon, among other things, the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Consideration Shares. After further negotiations, on 22 March 2024, the Purchaser, the Company and the Vendor mutually agreed to remove the above condition precedent of the Sale and Purchase Agreement, while all other principal terms and conditions of the Sale and Purchase Agreement shall remain unchanged and continue to be in full force and effect in all respects.

Thereafter, the Company confirmed that all conditions precedent under the Sale and Purchase Agreement were satisfied and the Completion took place on 22 March 2024. Accordingly, 21,000,000 Consideration Shares have been allotted and issued to the Vendor on 22 March 2024.

Subject to (i) the Profit Guarantee or the Early Release Arrangement, and the Management Lock-up Period being fulfilled; and (ii) the allotment and issuance of the remaining Consideration Shares not resulting in the Company failing to meet the minimum public float requirement under the Listing Rules, a maximum of 84,000,000 Consideration Shares will be allotted and issued to the Vendor pursuant to the Sale and Purchase Agreement.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the remaining 84,000,000 Consideration Shares as and when necessary.

## CHANGES IN SHAREHOLDING STRUCTURE

Following the Completion and the issuance of the 21,000,000 Consideration Shares, the following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon the allotment and issue of the maximum of the remaining 84,000,000 Consideration Shares (assuming there is no other change in the shareholding structure of the Company before the allotment and issue of the Consideration Shares):

Shareholders	Immediately before the Completion		As at the date of this announcement and immediately upon the Completion		Immediately upon the allotment and issue of the maximum of the remaining 84,000,000 Consideration Shares	
	Number of Shares	Approximately %	Number of Shares	Approximately %	Number of Shares (Note 2)	Approximately %
Dr. Ng Yu	244,800	0.05	244,800	0.04	244,800	0.04
Neo Tech Inc. (Note 1)	390,821,084	72.74	390,821,084	70.01	390,821,084	60.85
The Vendor	–	–	21,000,000	3.76	105,000,000	16.35
Other shareholders	<u>146,179,220</u>	<u>27.21</u>	<u>146,179,220</u>	<u>26.19</u>	<u>146,179,220</u>	<u>22.76</u>
<b>Total</b>	<b><u>537,245,104</u></b>	<b><u>100.00</u></b>	<b><u>558,245,104</u></b>	<b><u>100.00</u></b>	<b><u>642,245,104</u></b>	<b><u>100.00</u></b>

### Notes:

1. Neo Tech Inc. is a company incorporated in the British Virgin Islands with limited liability and is wholly and beneficially owned by Dr. Ng. Dr. Ng is therefore deemed to be interested in the Shares held by Neo Tech Inc. in accordance with the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

2. The figures are provided for illustrative purposes only. The number of the remaining 84,000,000 Consideration Shares to be issued to the Vendor is subject to (i) the Profit Guarantee or the Early Release Arrangement and the Management Lock-up Period being fulfilled; and (ii) the allotment and issuance of the remaining Consideration Shares not resulting in the Company failing to meet the minimum public float requirement under the Listing Rules. If the said requirement is not satisfied, the number of the Consideration Shares may be adjusted pursuant to the Profit Guarantee or the Early Release Arrangement and the Management Lock-up Period, will not be issued at all.

For and on behalf of the Board  
**International Genius Company**  
**Mr. Cheung Ka Fai**  
*Company Secretary*

Hong Kong, 22 March 2024

*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.*