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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)

ANNOUNCEMENT

DESPATCH OF CIRCULAR IN RELATION TO

(1) PROPOSED VERY SUBSTANTIAL DISPOSAL IN RELATION TO DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF INCEPTION POINT SYSTEMS LTD.;

**(2) PROPOSED DECLARATION OF SPECIAL INTERIM DIVIDEND;
PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION;**

(3) APPLICATION OF NOTE 7 TO RULE 2 OF THE TAKEOVERS CODE;

**(4) PROPOSED WITHDRAWAL OF LISTING OF INTELLICENTRICS
GLOBAL HOLDINGS LTD. AND WINDING UP PROPOSAL;**

AND

**(5) EXTRAORDINARY GENERAL MEETING AND
CLOSURE OF REGISTER OF SHAREHOLDERS**

Financial Adviser to the Company



UBS AG Hong Kong Branch

Independent Financial Adviser to the Independent Board Committee

ALTUS CAPITAL LIMITED

References are made to (i) the announcement dated February 9, 2024, jointly issued by IntelliCentrics Global Holdings Ltd. (the “**Company**”) and symplr software LLC (the “**Purchaser**”) 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 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 March 1, 2024, issued by the Company in relation to the extension of time for despatch of the circular in connection with the Proposals; (iii) the monthly update announcement dated March 8, 2024, jointly issued by the Company and the Purchaser in relation to updates on the Proposals; (iv) the update announcement dated March 19, 2024, jointly issued by the Company and the Purchaser in relation to fulfillment of the Antitrust Condition; and (v) the circular dated March 28, 2024 issued by the Company (the “**Circular**”) in relation to the Proposals. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Circular.

DESPATCH OF CIRCULAR

The Circular setting out, among other things, (i) a letter from the Board to the Shareholders containing details of the Proposals and other related matters (including, but not limited to, an indicative timetable listing the relevant dates of the Proposals); (ii) the opinion of the Independent Board Committee with respect to the Proposals; (iii) the opinion of the Independent Financial Adviser with respect to the Proposals; (iv) the accountant’s report on the Target Group Financial Information; (v) the report from Altus on the Target Group Financial Information; (vi) the unaudited pro forma financial information of the Group; and (vii) a notice convening the EGM, together with the form of proxy for use at the EGM, was despatched to the Shareholders on March 28, 2024 in accordance with the Listing Rules and the Takeovers Code. Copies of the Circular and the form of proxy for use at the EGM are available on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.intellicentrics-global.com>).

INDICATIVE TIMETABLE

The indicative timetable of the Proposals as set out in the Circular is reproduced below.

Event	Date and Time⁽¹⁾
Despatch of the Circular.....	Thursday, March 28, 2024
Latest date and time for lodging transfers of Shares to qualify for attending the EGM.....	4:30 p.m. on Monday, April 15, 2024
Book closure period of the Company’s register of Shareholders to determine Shareholders that qualified to attend the EGM.....	Tuesday, April 16, 2024 to Thursday, April 18, 2024 (both days inclusive)

Latest time and date for lodging proxy forms for the EGM ⁽²⁾	10:00 a.m. on Tuesday, April 16, 2024
Record date for the EGM.....	Thursday, April 18, 2024
EGM.....	10:00 a.m. on Thursday, April 18, 2024
Announcement of the results of the EGM.....	no later than 7:00 p.m. on Thursday, April 18, 2024
Last trading date of the Shares on the Stock Exchange	Friday, April 19, 2024
Latest date and time for lodging transfers of Shares to qualify for entitlement for (i) the Special Interim Dividend and (ii) the Winding Up Proposal ⁽³⁾	4:30 p.m. on Wednesday, April 24, 2024
Book closure period of the Company's register of Shareholders to determine Shareholders' entitlement for (i) the Special Interim Dividend and (ii) the Winding Up Proposal	Thursday, April 25, 2024 onwards ⁽⁴⁾
Dividend Record Date.....	Thursday, April 25, 2024
Closing Date	Thursday, April 25, 2024
Announcement of the completion of the Disposal, the declaration of the Special Interim Dividend and notice of intent to delist	Thursday, April 25, 2024
Announcement of the effective date of withdrawal of listing of the Shares on the Stock Exchange	At or before 8:30 a.m. on Tuesday, May 7, 2024
Last date for posting of cheques or completion of wire transfer for payment of the Special Interim Dividend ⁽⁵⁾	On or before Tuesday, May 7, 2024
Effective date of withdrawal of listing of the Shares on the Stock Exchange	9:00 a.m. on Wednesday, May 8, 2024
Long Stop Date.....	May 9, 2024

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. The form of proxy should be lodged, by hand or by post, 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 10:00 a.m. on Tuesday, April 16, 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.
3. There are three (3) Business Days from the last day of dealings in Shares on the Stock Exchange to the latest time for lodging transfers of Shares to qualify for entitlements to the Special Interim Dividend and under the Winding Up Proposal (if any), in order to allow sufficient time for clearing and settlement of dealings in Shares on the last day of trading to enable purchasers of Shares on the last day of trading to qualify for the entitlements to the Special Interim Dividend and under the Winding Up Proposal (if any).
4. The Company's register of Shareholders will be closed from Thursday, April 25, 2024 until the effective date of the Proposed Delisting. The effective date and the arrangement of the Proposed Delisting are subject to the approval of the Stock Exchange.
5. An amount equal to the Purchase Price (including any Purchase Price Adjustments), less the General Reserved Amount, will be distributed in cash within seven (7) business days (as defined under the Takeovers Code) after Closing pursuant to Rule 20.1 of the Takeovers Code on a pro rata basis to the Eligible Shareholders (other than Computershare and Tricor BVI Holdco).

The Company will publish further announcements on its website (<http://www.intellicentrics-global.com>) and the website of the SFC (<http://www.sfc.hk>) in relation to the details and times of those events which are scheduled to take place after the payment of the Special Interim Dividend, including but not limited to, the Winding Up Proposal and the distribution of cash proceeds (if any) from the winding up of the Company to the Eligible Shareholders (other than Computershare and Tricor BVI Holdco).

DOCUMENTS ON DISPLAY

As disclosed in the Circular, copies of the documents as set out in the section headed "11. Documents on Display" in Appendix VI to the Circular are available for inspection (a) at the principal place of business of the Company in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong during normal business hours from 9:30 a.m. to 5:30 p.m. (except Saturdays, Sundays and public holidays), (b) on the website of the Company at (<http://www.intellicentrics-global.com>), and (c) on the website of the SFC (<http://www.sfc.hk>) during the period from the date of the Circular until the earlier of the Closing Date and the date on which the Proposals lapse or are withdrawn. The Company and the Purchaser have applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 14.66(10) of and paragraph 43(2)(c) of Appendix D1B to the Listing Rules, so that certain commercially sensitive information and personal information contained in the Share Purchase Agreement (the "**Redacted Information**") can be

redacted. The Redacted Information includes, among others, (i) commercially sensitive information relating to the operation of the Target Group, the disclosure of which may cause competitive harm to the Target Group, and (ii) personal information which is subject to protection under applicable privacy laws. The Redacted Information is of minor importance only and is not relevant to the Shareholders' assessment of the impact and merits of the Proposals. Furthermore, the principal terms of the Share Purchase Agreement and the transactions contemplated thereunder have been summarized and disclosed in the Circular, which would enable Shareholders and the investing public to make a properly informed assessment and voting decision (if applicable) with respect to the Proposals. In light of the above, only the redacted version of the Share Purchase Agreement will be made available as a document on display in accordance with the arrangements as set out in the Circular.

WARNING: SHAREHOLDERS AND POTENTIAL INVESTORS SHOULD BE AWARE THAT COMPLETION OF THE PROPOSALS IS SUBJECT TO APPROVAL AT THE EGM BY THE APPROVAL THRESHOLD AND OTHER CONDITIONS SET OUT UNDER THE SECTION HEADED "1. PROPOSED VERY SUBSTANTIAL DISPOSAL IN RELATION TO DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF INCEPTION POINT SYSTEMS LTD. — 1.1(e) CONDITIONS PRECEDENT" IN PART III OF THE CIRCULAR BEING FULFILLED (OR, IF APPLICABLE, WAIVED) AND THAT THE PROPOSALS MAY OR MAY NOT BE COMPLETED OR EFFECTED. SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD THEREFORE EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR STOCKBROKER, LICENSED SECURITIES DEALERS, REGISTERED INSTITUTIONS IN SECURITIES, BANK MANAGERS, SOLICITORS, PROFESSIONAL ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS.

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

Hong Kong, March 28, 2024

As of the date of this announcement, the Board comprises: Mr. LIN Tzung-Liang (Chairman) and Mr. Michael James SHEEHAN as executive Directors; Mr. LIN Kuo-Chang and Mr. Leo HERMACINSKI as non-executive Directors; and Mr. HSIEH Yu Tien, Mr. WONG Man Chung Francis and Mr. LIAO Xiaoxin as independent non-executive Directors.

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.