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INTERNATIONAL GENIUS COMPANY

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 33)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “**EGM**”) of International Genius Company (the “**Company**”) will be held at 42/F, China Resources Tower, Nanshan District, Shenzhen, Guangdong Province, China on Friday, 21 June 2024, at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification(s), the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT**

- a. The general mandate (the “**Existing General Mandate**”) granted to the directors of the Company (the “**Directors**”) to allot, issue and deal with the unissued shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 15 December 2023 (the “**2023 AGM**”) be and is hereby revoked (without prejudice to (i) any valid exercise of the Existing General Mandate prior to the passing of this resolution; and (ii) any offers, agreements, options and rights of exchange or conversion made or granted under the Existing General Mandate which might require the exercise of such powers after the passing of this resolution);
- b. Subject to paragraph (d) below, a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined in paragraph (e) below) all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (each a “**Share**”), including the resale of treasury shares (as hereinafter defined), and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) or warrants which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);

- c. the mandate approved in paragraph (b) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- d. the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate approved in paragraph (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (e) below); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Shares or right to acquire Shares to the directors, officers and/or employees of the Company and/or any of its subsidiaries; or (iii) an issue of Share in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time; or (iv) pursuant to a specific authority granted by the Shareholders; or (v) an issue of Shares as scrip dividend or similar arrangement in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company (excluding treasury shares (as hereinafter defined), if any) in issue as at the date of the passing of this resolution, and the said mandate shall be limited accordingly; and
- e. for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and (iii) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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 legal restrictions or obligations under the laws of the relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

“**treasury shares**” refers to shares repurchased and held by a company in treasury, as authorised by the laws of its place of incorporation and its articles of association or equivalent constitutional documents, which, for the purpose of the Listing Rules, include shares repurchased by the company and held or deposited in CCASS for sale on the Stock Exchange, and has the meaning ascribed thereto under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time.

2. “**THAT** conditional upon the passing of resolution no. 1 above, the mandate granted to the Directors at the 2023 AGM to extend the Existing General Mandate by the addition thereto an amount representing the aggregate nominal amount of Shares purchased or otherwise acquired by the Company be and is hereby revoked and replaced by a mandate **THAT** the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares pursuant to paragraph (b) of resolution no. 1 above be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of Shares purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors pursuant to the ordinary resolution passed at the 2023 AGM, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding Treasury Shares, if any) as at the date of the 2023 AGM.”

3. “**THAT**
 - a. the proposed new share option scheme of the Company as described in the circular of the Company dated 4 June 2024 (the “**New Share Option Scheme**”) (a printed copy of which being tabled before the meeting and initialed by the chairman of the meeting for the purposes of identification) be and is hereby approved and adopted and that the Directors be authorised to grant options thereunder and (subject to the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in the Shares to be allotted) to allot and issue Shares pursuant to the New Share Option Scheme and take all such steps as may be necessary or desirable to implement the New Share Option Scheme;

 - b. the total number of shares in the capital of the Company which may be issued upon the exercise of all options to be granted under the New Share Option Scheme and all options and awards to be granted under any other schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue in the capital of the Company (excluding Treasury Shares, if any) as at the date on which adoption of the New Share Option Scheme was approved by the shareholders of the Company (the “**Adoption Date**”) (the “**Scheme Mandate Limit**”) or the relevant date of approval of the refreshment of the Scheme Mandate Limit; and

- c. conditional upon the New Share Option Scheme becoming effective, the existing share option scheme of the Company as adopted on 26 June 2017 (the “**Existing Share Option Scheme**”) be and is hereby terminated upon the New Share Option Scheme coming into effect (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the New Share Option Scheme prior to the date hereof (if any)).”
4. “**THAT** conditional upon compliance with the requirements of section 34(2) of the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, and with effect immediately upon the passing of this ordinary resolution:
- a. (i) all amount of approximately HK\$4,318 million standing to the credit of the share premium account of the Company be reduced and cancelled and that approximately HK\$4,176 million of the credit arising from the Share Premium Reduction be applied to offset the entire amount of the accumulated losses of the Company as at 31 December 2023; and (ii) the remaining balance of approximately HK\$142 million of the credit arising from the share premium reduction be transferred to the retained profit account of the Company and the Directors be and are authorized to apply the entire amount standing to the credit of the retained profit account of the Company in such manner as they consider appropriate from time to time; and
- b. Any Director be and is hereby authorized generally to do all acts and things, and to approve, sign and execute any document(s) on behalf of the Company as he/she may consider necessary, desirable or expedient to implement or to give effect to the foregoing.”

By Order of the Board
International Genius Company
Dr. He Xiaobin
Executive Director

Hong Kong, 4 June 2024

Notes:

1. In order to determine the eligibility of shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 17 June 2024.

2. Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him or her to attend and vote on his or her behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the meeting and vote in its stead.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or materially certified copy of such powers of attorney or authority, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjourned EGM.
4. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
5. A shareholder holding more than one share entitled to attend and vote at the EGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.
6. If a typhoon signal No. 8 or above or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is/are or is/are expected to be in force at any time after 12:00 p.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the respective websites of the Stock Exchange and the Company to notify the members of the date, time and venue of the rescheduled meetings.

As at the date of this notice, the Directors of the Company are:

Executive Director:

Dr. He Xiaobin

Non-executive Director:

Mr. Dai Chengyan

Independent Non-executive Directors:

Mr. Lo Hang Fong

Mr. Wang Jun Sheng

Mr. Yip Tze Wai Albert