
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or a registered institution in securities, a 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 licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

IntelliCentrics Global Holdings Ltd.

中智全球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

WINDING UP PROPOSAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of IntelliCentrics Global Holdings Ltd. to be held at 18/F, No. 1 Songzhi Road, Xinyi District, Taipei City, Taiwan on Thursday, August 15, 2024 at 10 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Company (<http://www.intellicentrics-global.com>) and the SFC (<http://www.sfc.hk>).

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 a.m. on Tuesday, August 13, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts not contained in this circular, the omission of which would make any statement in this circular misleading.

In case of any inconsistency, the English language text of this circular and the accompanying forms of proxy shall prevail over the Chinese language text for the purpose of interpretation.

July 31, 2024

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EXPECTED TIMETABLE

Event	Date and Time ⁽¹⁾
Latest date and time for lodging transfers of Shares to qualify for attending the EGM.	4:30 p.m. on Monday, August 12, 2024
Book closure period of the Company’s register of Shareholders to determine Shareholders that qualified to attend the EGM	Tuesday, August 13, 2024 to Thursday, August 15, 2024 (both days inclusive)
Record date for the EGM	Thursday, August 15, 2024
EGM.	10 a.m. on Thursday, August 15, 2024
Announcement of the results of the EGM.	Thursday, August 15, 2024
Commencement of Voluntary Liquidation	Thursday, August 15, 2024
Liquidator to convene a final general meeting (“FGM”) of Shareholders to approve the final accounts of the Company ⁽²⁾	By Thursday, October 31, 2024
FGM.	By Friday, November 22, 2024
Filing of Liquidator’s return with the Cayman Islands Registrar of Companies evidencing completion of the Voluntary Liquidation	By Friday, November 29, 2024
Dissolution of the Company.	By Tuesday, March 4, 2025

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. Detailed timing on the date of the FGM and the relevant book closure period will be announced by the Liquidator.
3. Capitalized terms used but not defined in this expected timetable shall bear the same meanings as those defined in the “Letter from the Board” of this circular.

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)

Executive Directors:

Mr. Lin Tzung-Liang (*Chairman*)

Mr. Michael James Sheehan (*Chief Executive Officer*)

Independent Non-Executive Director:

Mr. Wong Man Chung Francis

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

July 31, 2024

To the Shareholders

Dear Sir/Madam,

**WINDING UP PROPOSAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

References are made to (i) the circular dated March 28, 2024 (the “**VSD Circular**”) issued by IntelliCentrics Global Holdings Ltd. (the “**Company**”) 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 “**Disposal**”), 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 April 18, 2024, jointly issued by the Company and symplr software LLC with respect to the poll results of the extraordinary general meeting in relation to the Proposals; (iii) the announcement dated April 25, 2024 issued by the Company in relation to, among other things, completion of the Disposal; and (iv) the announcement dated May 3, 2024 issued by the Company in relation to, among other things, the despatch of cheques and completion of wire transfers for payment of special interim dividend. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the VSD Circular.

The purpose of this circular is to give you the notice of the EGM (as defined below) and the following proposals to be put forward at the EGM: (a) the Voluntary Liquidation (as defined below) and (b) the appointment of the Liquidator (as defined below) and the terms of appointment of the Liquidator.

LETTER FROM THE BOARD

2. WINDING UP PROPOSAL AND EGM

As disclosed in the VSD Circular, the Directors will resolve to wind up the Company voluntarily as soon as practicable following the full settlement of (i) the net amount outstanding under the Bank Loan and (ii) any other liabilities of the Group. The Board has resolved to convene an extraordinary general meeting (the “**EGM**”) of the Shareholders at 18/F, No. 1 Songzhi Road, Xinyi District, Taipei City, Taiwan on Thursday, August 15, 2024 at 10 a.m. for the purpose of considering and, if thought fit:

- (a) to approve, as a special resolution, the Company be placed into voluntary liquidation in accordance with the Companies Act (the “**Voluntary Liquidation**”); and
- (b) to approve, as ordinary resolutions, the appointment of Mr. Wong Man Chung Francis (“**Mr. Wong**”) of Union Alpha C.P.A. Limited as a voluntary liquidator (the “**Liquidator**”) of the Company in connection with the Voluntary Liquidation, and the terms of appointment of the Liquidator.

Mr. Wong is an independent non-executive Director. He is a Certified Public Accountant (Practising) and has over 30 years of experience in auditing, taxation, corporate internal control and governance, acquisition and financial advisory, corporate restructuring and liquidation, family trust and wealth management. Mr. Wong is a fellow member of The Association of Chartered Certified Accountants, Institute of Chartered Accountants in England and Wales, The Society of Chinese Accountants and Auditors and Hong Kong Institute of Certified Public Accountants and a certified tax adviser of the Taxation Institute of Hong Kong. Mr. Wong, who is interested in approximately 0.06% of the Shares as of the date of this circular, will abstain from voting on the resolution on the appointment of the Liquidator to be proposed at the EGM.

A summary of key proposed terms of the mandate letter to be entered into with Union Alpha C.P.A. Limited in connection with the Voluntary Liquidation and the appointment of the Liquidator (the “**Liquidator Mandate**”) is set out in the Appendix to this circular on page 6 of this circular.

Subject to the Voluntary Liquidation and the appointment of Liquidator being approved by Shareholders at the EGM, the Eligible Shareholders (excluding Computershare and Tricor BVI Holdco) will be entitled to receive on a pro-rata basis any cash proceeds from the sale of such assets during the Voluntary Liquidation (after full settlement of any claims from creditors, the fees and expenses incurred in relation to the Proposals and the costs of the winding up). Upon completion of the Voluntary Liquidation, Mr. Wong, as the Liquidator, will determine whether there are any assets available for distribution to the Eligible Shareholders (excluding Computershare and Tricor BVI Holdco). However, it is anticipated that no material cash proceeds will be available for distribution upon the winding-up of the Company.

LETTER FROM THE BOARD

A notice convening the EGM is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 a.m. on Tuesday, August 13, 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.

As the listing of the Shares on the Stock Exchange was withdrawn on May 8, 2024, the Shares have ceased to be eligible securities (within the meaning of the General Rules of HKSCC). Therefore, if you hold Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant, you are required to withdraw such Shares from the securities depositories for CCASS (“**CCASS Depository**”) in order to be able to vote at the EGM. Please lodge your physical share certificate(s) withdrawn from the CCASS Depository with the Hong Kong Share Registrar as soon as possible but in any event no later than 4:30 p.m. on Monday, August 12, 2024 in order to be able to vote at the EGM. You should contact your broker, custodian, or the relevant CCASS Participant(s) (within the meaning of the General Rules of HKSCC) as soon as possible to ascertain the relevant timing and arrangement for completing the Share withdrawal process.

Shareholders are reminded that pursuant to the laws of the Cayman Islands, assuming the resolution on the Voluntary Liquidation is approved at the EGM, any transfer of Shares (without the sanction of the Liquidator) and any alteration in the status of any Shareholder after the EGM would be void.

Pursuant to Article 72 of the Company's 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 EGM allows a resolution to be voted by a show of hands. Accordingly, each of the resolutions set out in the notice of EGM 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.

3. CLOSURE OF REGISTER OF SHAREHOLDERS

The register of Shareholders of the Company will be closed from Tuesday, August 13, 2024 to Thursday, August 15, 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the 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, August 12, 2024.

LETTER FROM THE BOARD

4. RECOMMENDATION

The Directors consider that the proposed resolutions for the Voluntary Liquidation and the appointment of the Liquidator and the terms of appointment of the Liquidator are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of the resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board
IntelliCentrics Global Holdings Ltd.
Mr. Lin Tzung-Liang
Chairman and executive director

Set out below is a summary of the key proposed terms of the Liquidator Mandate:

<i>Parties</i>	The Company and Union Alpha C.P.A. Limited
<i>Scope of work of the Liquidator</i>	<p>A practising accountant of Union Alpha C.P.A. Limited would be assigned to act as the Liquidator and undertake all actions necessary to complete the Voluntary Liquidation, including but not limited to the following:</p> <ol style="list-style-type: none">1. To prepare the commencement documents in relation to the Voluntary Liquidation;2. To arrange and complete the necessary filings with the Cayman Islands Registrar of Companies and the Companies Registry in Hong Kong;3. To arrange the publication of the necessary notices in the Cayman Islands Gazette and the Government of Hong Kong Special Administrative Region Gazette;4. To take possession of, preserve and realize the Company's assets and adjudicate or settle the Company's liabilities (if any);5. To convene the FGM and prepare the final accounts of the Company to be laid down in the FGM;6. To distribute surplus cash (if any) upon completion of the Voluntary Liquidation to the Shareholders as return of capital; and7. To convene the annual general meeting(s) of the Company if the Voluntary Liquidation continues for more than one year
<i>Fees</i>	<p>The professional service fee in connection with the Voluntary Liquidation would be charged on a time spent basis and subject to a ceiling of US\$160,000.</p> <p>The professional service fee and any out-of-pocket disbursements of the Liquidator would be paid out from the assets of the Company.</p>

NOTICE OF EGM

IntelliCentrics Global Holdings Ltd.

中智全球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** (the “EGM”) of the shareholders (the “Shareholders”) of IntelliCentrics Global Holdings Ltd. (the “Company”) will be held at 18/F, No. 1 Songzhi Road, Xinyi District, Taipei City, Taiwan on Thursday, August 15, 2024 at 10 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions below.

Words and expressions that are not expressly defined in this notice of EGM shall bear the same meanings as those defined in the circular dated July 31, 2024 issued to the Shareholders.

SPECIAL RESOLUTION

“**THAT** the Company be placed into Voluntary Liquidation.”

ORDINARY RESOLUTIONS

“**THAT:**

- (a) Mr. Wong Man Chung Francis of Union Alpha C.P.A. Limited be appointed as the Liquidator of the Company;
- (b) the remuneration of the Liquidator be approved and be paid out of the Company’s assets; and
- (c) the remuneration of the Liquidator for any work undertaken on a time spent basis pursuant to the Liquidator Mandate be approved.”

By order of the board of
IntelliCentrics Global Holdings Ltd.
Mr. Lin Tzung-Liang
Chairman and executive director

Hong Kong, July 31, 2024

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

NOTICE OF EGM

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 shareholders 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, 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 a.m. on Tuesday, August 13, 2024) 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 shareholders of the Company will be closed from Tuesday, August 13, 2024 to Thursday, August 15, 2024, 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, 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, August 12, 2024.
5. Pursuant to Article 72 of the articles of association of the Company, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.