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**IntelliMark AI International Limited**
**中微智碼(國際)集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 8041)**
*Website: http://www.intellimarkai.com.hk*

# PROPOSED ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The board of directors (the "**Board**") of IntelliMark AI International Limited (the "**Company**" together its subsidiaries the "**Group**") proposed to amend the existing amended and restated articles of association of the Company for the purpose of conforming with certain amendments to the Rules Governing the Listing of Securities on GEM ("**GEM Listing Rules**") and for housekeeping purpose. In this connection, the Company proposed to adopt a new amended and restated articles of association in substitution of the existing one.

The major amendments are summarized below:

1. Facilitation of electronic communication: provisions enabling the use of electronic communication for notices and documents, permitting proxy instruments to be executed by electronic means and execution of any notice or document by the Company by electronic means. Shareholders may now receive notices and documents via email address provided to the Company or publication on the Company's website or the website of the Stock Exchange, subject to applicable regulations. Instructions from Shareholders may also be transmitted by electronic means, subject to reasonable authentication measures as determined by the Board.

2. Facilitation of electronic and hybrid general meetings: provisions enabling any general meeting or class meeting to be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means, attendance, participation and voting by electronic means.

3. Treasury shares: expressly allowing the Company to hold shares it repurchases or acquires. The Board is empowered to cancel, transfer, or otherwise deal with treasury shares in accordance with the law and the GEM Listing Rules, providing greater flexibility in managing share capital.

4. Housekeeping amendments: necessary and consequential updates to align the existing amended and restated articles of association of the Company with applicable laws of the Cayman Islands and the GEM Listing Rules, including improved wording and structure for better clarity and consistency.

The proposed amendments to the existing amended and restated articles of association by way of adoption of a new amended and restated articles of association is subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting. A circular containing, among other things, details relating to the proposed amendments will be despatched to the shareholders of the Company as soon as possible.

By Order of the Board of
**IntelliMark AI International Limited**
**Zhang Weihong**
*Chairman*

Hong Kong, 11 November 2025

*As at the date of this announcement, the Board comprises three (3) Executive Directors, namely, Mr. Zhang Weihong, Mr. Lau Chun Fat, George and Ms. Chan Hiu Kwan, and three (3) independent non-executive Directors, namely Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fang Xiaolong.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at http://www.hkgem.com on the "Latest Company Announcements" page for 7 days from the date of its posting and on the website of the Company.*