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 BONUS ISSUE OF LISTED WARRANTS AND CHANGE IN BOARD LOT SIZE

BONUS WARRANT ISSUE

The Board also proposes the Bonus Warrant Issue to the Qualifying Shareholders on the basis of one (1) Warrant for every five (5) existing Shares held on the Record Date. Each Warrant will entitle the holder thereof to subscribe in cash for one Warrant Share at an initial subscription price of HK$0.60 per Warrant Share, subject to adjustment, on the date falling 12 months from the date of issue of the Warrants.

The Bonus Warrant Issue is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Warrants and the Warrant Shares.

CHANGE IN BOARD LOT SIZE

The Board proposed to change the board lot size for trading in the Shares from 20,000 Shares to 5,000 Shares.

GENERAL

A circular containing, among other things, further information on the Bonus Warrant Issue will be despatched to the Shareholders as soon as possible.

THE PROPOSED BONUS WARRANT ISSUE

The Board proposes to make the Bonus Warrant Issue to the Qualifying Shareholders of the Company on the Record Date on the basis of one (1) Warrant for every five (5) existing Shares held on the Record Date.

Conditions to the Bonus Warrant Issue

The Bonus Warrant Issue will be conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Warrants and the Warrant Shares.

Initial subscription price and subscription date

The Warrants will be issued in registered form and each Warrant will entitle the holder thereof to subscribe in cash for one Warrant Share at an initial subscription price of HK$0.60 per Warrant Share on the date falling 12 months from the date of issue of the Warrants, which is expected to be on 30 March 2027, and on which date the Warrant shall expire. The initial subscription price is subject to customary anti-dilutive adjustments in the events of share consolidations, share subdivisions and capitalisation issues.

The initial subscription price of HK$0.60 per Warrant Share represents:

(i) a discount of approximately 15.49% to the closing price of HK$0.71 per Share as quoted on the Stock Exchange on 10 February 2026, being the date of this announcement;

(ii) a discount of approximately 16.67% to the average closing price of approximately HK$0.72 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of this announcement.

Shares to be issued upon exercise of the Warrants

Assuming no further Shares will be issued or repurchased by the Company on or before the Record Date, on the basis of 819,535,615 Shares in issue as at the date of this announcement, 163,907,123 Warrants would be issued pursuant to the Bonus Warrants Issue. Full exercise of the subscription rights attaching to the 163,907,123 Warrants at the initial subscription price of HK$0.60 per Warrant Share would result in the issue of 163,907,123 Warrant Shares, representing 20% of the existing total number of issued ordinary shares of the Company and approximately 16.67% of the aggregate number of issued ordinary shares of the Company as enlarged by the issue of the Warrant Shares, and the receipt by the Company of gross subscription monies amounting to approximately HK$98.34 million.

As at the date of this announcement, save for (i) outstanding CPS in the principal amount of HK$162,500,000 which are convertible into 144,959,857 Shares at the conversion price of HK$1.121 per Share and (ii) outstanding Series B CPS in the principal amount of HK$21,625,562.88 which are convertible into 77,151,490 Shares at the conversion price of HK$0.2803 per Share, the Company does not have any other equity securities which remain to be issued on exercise of any other subscription rights as described in Rule 21.02(1) of the GEM Listing Rules. Therefore, if the Warrants are immediately exercised in full, such exercise will not exceed 20% of the issued Shares of the Company at the time such Warrants are issued.

The Warrant Shares will be issued pursuant to the general mandate to issue Shares granted to the Directors at the Company's annual general meeting held on 8 December 2025 up to a maximum of 163,907,123 Shares. No Share has been allotted or issued under the general mandate since it was approved.

Fractional entitlements

Fractional entitlements to the Warrants, if any, will not be issued to the Shareholders but will be aggregated and sold for the benefit of the Company. The net proceeds of sale will be retained for the benefit of the Company.

Overseas Shareholders

Enquiries will be made by the Board pursuant to Rule 17.41(1) of the GEM Listing Rules regarding the feasibility of extending the Bonus Warrant Issue to the Overseas Shareholders. Upon such enquiry, if the Directors consider that it is necessary or expedient to exclude the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s), the Warrants will not be granted to the Non-Qualifying Shareholders. In such circumstances, arrangements will be made for the Warrants which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Warrants commences if a premium, net of expenses, can be obtained. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and remittances therefore will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK$100.00, in which case it will be retained for the benefit of the Company.

CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Shares are currently traded on the Stock Exchange in the board lot size of 20,000 Shares. The Board proposed to change the board lot size for trading in the Shares to 5,000 Shares.

Based on the closing price of HK$0.71 per Share on 10 February 2026, the market value of each board lot of 20,000 Shares is HK$14,200 and the market value of each board lot of 5,000 Shares would be HK$3,550 upon the Change in Board Lot Size becoming effective.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Shares, the Company has appointed Astrum Capital Management Limited to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Shares to make up a full board lot, or to dispose of their holding of odd lots of the Shares during the period from 9:00 a.m. on Monday, 9 March 2026 to market closing time on Friday, 27 March 2026 (both days inclusive). Shareholders who wish to use this matching services should contact Mr. Kelvin Tsung of Astrum Capital Management Limited at Room 2704, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong or at the telephone number (852) 3665 8188 during office hour (i.e. 9:00 a.m. to 5:00 p.m. from Monday to Friday) during such period.

Holders of odd lots of the Shares should note that the matching of the sale and purchase of odd lots of the Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

EXCHANGE OF SHARE CERTIFICATES

Subject to the Change in Board Lot Size becoming effective, Shareholders may submit existing share certificates in board lot of 20,000 Shares to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new certificates in board lot of 5,000 Shares each free of charge during business hours (i.e. 9:00 a.m. to 4:30 p.m.) from Monday, 23 February 2026 to Tuesday, 31 March 2026 (both days inclusive). Thereafter, existing certificates of Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by Shareholders. All existing certificates in board lots of 20,000 Shares each will continue to be evidence of legal title to such Shares and be valid for transfer, delivery, and settlement purposes. Save and except for the change in the number of Shares for each board lot, the new share certificates will have the same format and color as the existing share certificates.

REASONS FOR THE BONUS WARRANT ISSUE AND CHANGE IN BOARD LOT SIZE

In recognition of the continued support of the Shareholders, the Board proposes the Bonus Warrant Issue so as to allow the Shareholders to participate in the growth of the Company. The Bonus Warrant Issue will strengthen the capital base of the Company when the subscription rights attaching to the Warrants are exercised.

The Company intends to use the subscription monies received from the Bonus Warrant Issue as follows:

(i) Approximately HK$45 million, representing approximately 46% of the subscription monies, for expanding its business operations in manufacturing and trading of swimwear and garment products, including expanding its production plant and workforce in Dongguan, Mainland China; expanding its product range by developing high-end and functional sports and yoga wear products; upgrading production lines, machineries and IT systems and hiring research and design personnel for developing new products; strengthening marketing efforts to promote the Group's manufacturing capabilities and own-brand products, focusing on the Group's existing major customer base in Europe and to develop the markets in Hong Kong and the Mainland; such marketing efforts include advertising on social media and online platforms, attending exhibitions and events, cooperating with hotels, clubs and fitness rooms, arranging pop-up stores and consignment sales; and as working capital for raw materials and inventories; which is expected to be fully utilized within 18 months;

(ii) Approximately HK$30 million, representing approximately 30% of the subscription monies, for expanding its business operations in e-commerce and online shopping, principally as working capital for purchasing inventories in cash which would enable higher turnover rate and higher discounts in purchase costs, leading to higher profit margin; which is expected to be fully utilized within 9 months;

(iii) Approximately HK$17 million, representing approximately 17% of the subscription monies, for expanding its money lending business; which is expected to be fully utilized within 12 months; and

(iv) Approximately HK$6 million, representing approximately 6% of the subscription monies, for general working capital such as rent, salary, professional fees and other corporate expenses, which is expected to be fully utilized within 12 months.

The Change in Board Lot Size will lower the value of each board lot and attract more investors and broaden the Shareholders base, thus enhancing the liquidity in trading of the Shares.

EQUITY FUND RAISING ACTIVITY OF THE GROUP IN THE PAST 12 MONTHS

The Company has not conducted any equity fund raising activities for the 12 months immediately before the date of this announcement.

LISTING

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Warrants and the Warrant Shares. The Warrant Shares will rank pari passu in all respects with the then existing issued Shares.

CERTIFICATES FOR THE WARRANTS AND BOARD LOT

Subject to the satisfaction of the conditions to the Bonus Warrants Issue, it is expected that certificates for the Warrants will be posted on or before Monday, 30 March 2026 at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company.

Dealings in the Warrants are expected to commence on the Stock Exchange on Tuesday, 31 March 2026.

The Warrants are expected to be traded on the Stock Exchange in board lots of 5,000 Warrants carrying rights to subscribe for 5,000 Shares at the initial subscription price of HK$0.60 per Warrant Share, subject to adjustment.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 17 March 2026 to Friday, 20 March 2026 (both days inclusive) in order to establish entitlements of the Shareholders to the Bonus Warrant Issue.

The last day for dealing in Shares cum-entitlements to the Bonus Warrant Issue will be Thursday, 12 March 2026. In order to qualify for the Bonus Warrant Issue, all outstanding transfer of Shares should be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 16 March 2026.

EXPECTED TIMETABLE

The expected timetable for the Bonus Warrant Issue and Change in Board Lot Size set out below is for indicative purposes only and it has been prepared on the assumption that all the conditions of the Bonus Warrant Issue will be fulfilled. All times and dates in this announcement refer to Hong Kong local times and dates. The expected timetable is subject to change, and any changes will be announced in a separate announcement by the Company as and when appropriate.

The expected timetable for implementing the Bonus Warrant Issue and Change in Board Lot Size is set forth below:

First day for free exchange of existing share certificates for new share certificates	Monday, 23 February 2026
Last day for trading of Shares with old board lot size (20,000 Shares) in the original counter	Friday, 6 March 2026
Despatch of circular relating to the Bonus Warrant Issue	On or before Monday, 9 March 2026
Effective date of Change in Board Lot Size from 20,000 Shares to 5,000 Shares	9:00 a.m. Monday, 9 March 2026
Original counter for trading in Shares in board lots of 20,000 Shares becomes a counter for trading in board lots of 5,000 Shares	9:00 a.m Monday, 9 March 2026

Temporary counter for trading in Shares in board lots of 20,000 Shares (in the form of existing share certificates) opens	9:00 a.m. Monday, 9 March 2026
Parallel trading in Shares in the form of new share certificates and existing share certificates commences	9:00 a.m. Monday, 9 March 2026
Designated broker starts to stand in the market to provide matching services for odd lots of Shares	9:00 a.m. Monday, 9 March 2026
Last day of dealings in the Shares on cum-entitlement to the Bonus Warrant Issue	Thursday, 12 March 2026
Ex-date (the first day of dealings in the Shares on ex-entitlement to the Bonus Warrant Issue)	Friday, 13 March 2026
Latest time for lodging transfers of Shares in order to qualify for the Bonus Warrant Issue	4:30 p.m. on Monday, 16 March 2026
Register of members closes (both days inclusive)	From Tuesday, 17 March 2026 to Friday, 20 March 2026
Record Date for the Bonus Warrant Issue	Friday, 20 March 2026
Designated broker ceases to stand in the market to provide matching services for odd lots of Shares	4:00 p.m. Friday, 27 March 2026
Temporary counter for trading in Shares in board lots of 20,000 Shares (in the form of existing share certificates) closes	4:10 p.m. Friday, 27 March 2026
Parallel trading in Shares in the form of new share certificates and existing share certificates closes	4:10 p.m. Friday, 27 March 2026

Despatch of certificates for Bonus Warrants	Monday, 30 March 2026
Commencement of dealings in the Warrants	9:00 a.m. Tuesday, 31 March 2026
Last day for free exchange of existing share certificates for new share certificates	Tuesday, 31 March 2026

GENERAL

A circular containing, among other things, further information on the Bonus Warrant Issue will be despatched to the Shareholders as soon as possible.

DEFINITIONS

In this announcement, unless the context otherwise requires, the expressions below have the following meanings:

"Board"	the board of Directors of the Company
"Bonus Warrant Issue"	the proposed bonus issue of Warrants to the Qualifying Shareholder(s) on the basis of one (1) Warrant for every five (5) existing Shares held on the Record Date
"Change in Board Lot Size"	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Shares to 5,000 Shares
"Company"	IntelliMark AI International Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
"Director(s)"	the director(s) of the Company
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Non-Qualifying Shareholder(s)"	the Overseas Shareholder(s) whom the Directors, after making enquiry, are of the view that it would be necessary or expedient to exclude them from the Bonus Warrant Issue on account either of legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction
"Overseas Shareholder(s)"	Shareholder(s) whose address(es) as shown on the register of members of the Company at the close of business on the Record Date is/are outside Hong Kong
"Qualifying Shareholder(s)"	the Shareholder(s), other than the Non-Qualifying Shareholder(s), whose names appear on the register of members of the Company as at the close of business on the Record Date
"Record Date"	20 March 2026, being the record date for ascertaining the entitlements of Shareholders to the Bonus Warrant Issue
"Shareholder(s)"	the holder(s) of the Shares
"Share(s)"	ordinary share(s) of HK$0.10 each in the capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Warrant(s)"	warrant(s) proposed to be issued by the Company to subscribe for Warrant Shares at an initial subscription price of HK$0.60 per Warrant Share, subject to adjustment, pursuant to the Bonus Warrant Issue

“Warrant Share(s)”	new Share(s) which may fall to be issued upon the exercise of the subscription rights attached to the Warrants
“%”	per cent

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

Hong Kong, 10 February 2026

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.