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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 PURSUANT TO RULES 13.51(2), 13.51(2)(u), 13.51B(2) AND  
13.73 OF THE LISTING RULES**

This announcement is made by IntelliCentrics Global Holdings Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.51(2), 13.51(2)(u), 13.51B(2) and 13.73 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AT THE CONCLUSION  
OF THE AGM**

Reference is made to (i) the circular of the Company (the “**AGM Circular**”) dated October 28, 2022 in relation to the annual general meeting of the Company to be held on December 15, 2022 (the “**AGM**”); (ii) the notice of AGM dated October 28, 2022 (the “**AGM Notice**”); and (iii) the form of proxy (the “**Proxy Form**”) issued by the Company in respect of, among other things, the proposed re-election of certain directors of the Company (the “**Directors**”, and each, a “**Director**”) at the AGM.

As disclosed in the AGM Circular, Ms. Huang Yi-Fen (“**Ms. Huang**”) would retire as an independent non-executive Director at the conclusion of the AGM. Due to change in personal circumstances of Ms. Huang, the board of Directors (the “**Board**”) has resolved not to recommend Ms. Huang for re-election at the AGM. Ms. Huang’s retirement shall take effect at the conclusion of the AGM. Simultaneously with her retirement as independent non-executive Director, Ms. Huang will also cease to be a member of the audit committee and the nomination committee of the Company.

Ms. Huang confirmed that, as at the date of this announcement, she has no disagreement with the Board and she is not aware of any matter relating to her retirement that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to express its sincere gratitude to Ms. Huang for her contribution to the Company during her term of office.

Following the retirement of Ms. Huang at the conclusion of the AGM, the Company will not be in compliance with the requirements of (i) having a minimum of three independent non-executive Directors (Rule 3.10 of the Listing Rules); (ii) having a minimum of three members of audit committee, with majority of the audit committee members being independent non-executive directors (Rule 3.21 of the Listing Rules); and (iii) having a nomination committee comprising a majority of independent non-executive directors (Rule 3.27A of the Listing Rules).

The Board is in the process of identifying a suitable candidate to fill the vacancies of the independent non-executive Director and of the member of each of the audit committee and nomination committee. The Board will use its best endeavors to ensure that a suitable candidate is appointed as soon as practicable and, in any event, within three months from the date of Ms. Huang's retirement as required under Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

### **WITHDRAWAL OF ORDINARY RESOLUTION NUMBERED 2(A)(iii) AT THE AGM**

As Ms. Huang would retire as an independent non-executive Director at the conclusion of the AGM, the ordinary resolution numbered 2(A)(iii) in respect of her re-election as set out in the AGM Circular, the AGM Notice and the Proxy Form is no longer applicable, and will not be put forward at the AGM for consideration and approval by the shareholders of the Company.

Save for the above, all information and content as set out in the AGM Circular, the AGM Notice and the Proxy Form will remain unchanged. The Proxy Form shall remain valid except that no vote will be taken or counted for ordinary resolution numbered 2(A)(iii).

### **INDICTMENT AGAINST MS. HUANG**

It has come to the attention of the Board that, on August 10, 2022, Taipei District Prosecutors Office issued an indictment against Ms. Huang in relation to an alleged breach of Article 20(2) of the Securities and Exchange Act in Taiwan (the "**Indictment**") in connection with a company in which Ms. Huang serves as the finance manager.

To the knowledge of the Board (other than Ms. Huang) having made all reasonable enquiries, the Indictment does not relate to the current affairs of the Group, and since Ms. Huang is an independent non-executive Director who does not participate in the day-to-day management and operations of the Group, the Board considers that the Indictment has no material adverse impact to the Group.

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

Hong Kong, November 30, 2022

*As at the date of this announcement, the executive directors of the Company are Mr. LIN Tzung-Liang and Mr. Michael James SHEEHAN; the non-executive directors of the Company are Mr. LIN Kuo-Chang and Mr. Leo HERMACINSKI; and the independent non-executive directors of the Company are Mr. HSIEH Yu Tien, Ms. HUANG Yi-Fen and Mr. WONG Man Chung Francis.*