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symplr software LLC

(Formed in the State of Texas in the United States with limited liability)



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)

JOINT ANNOUNCEMENT

(1) PROPOSED VERY SUBSTANTIAL DISPOSAL IN RELATION TO DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF INCEPTION POINT SYSTEMS LTD.;

**(2) PROPOSED DECLARATION OF SPECIAL INTERIM DIVIDEND;
PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION;**

(3) APPLICATION OF NOTE 7 TO RULE 2 OF THE TAKEOVERS CODE;

AND

(4) PROPOSED WITHDRAWAL OF LISTING OF INTELLICENTRICS GLOBAL HOLDINGS LTD. AND WINDING UP PROPOSAL

FULFILLMENT OF THE ANTITRUST CONDITION

Financial Adviser to the Company



UBS AG Hong Kong Branch

Financial Adviser to the Purchaser



ING Bank N.V.

**Independent Financial Adviser to the
Independent Board Committee**

ALTUS CAPITAL LIMITED

References are made to (i) the announcement dated February 9, 2024, jointly issued by IntelliCentrics Global Holdings Ltd. (the “**Company**”) and symplr software LLC (the “**Purchaser**”) 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 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**” and such announcement, the “**Joint Announcement**”); (ii) the announcement dated March 1, 2024, issued by the Company in relation to the extension of time for despatch of the circular in connection with the Proposals; and (iii) the monthly update announcement dated March 8, 2024, jointly issued by the Company and the Purchaser in relation to updates on the Proposals (the “**Monthly Update Announcement**”). Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Joint Announcement.

As disclosed in the Joint Announcement, Closing is conditional upon the fulfillment or (where applicable) waiver of all Conditions, including, among others, (i) the Independent Shareholders having approved the Proposals at the EGM; and (ii) the Antitrust Condition. The Special Interim Dividend and the Articles Amendment, and the Proposed Delisting are subject to conditions including, among others, Closing having taken place.

In relation to the Antitrust Condition, as disclosed in the Monthly Update Announcement, the Parties submitted the pre-merger filings with respect to the Disposal to the Federal Trade Commission (“**FTC**”) and the Antitrust Division of the Department of Justice (“**DOJ**”) of the United States on February 12, 2024.

The Company and the Purchaser are pleased to announce that the waiting period applicable to the Disposal under the HSR Act expired at 11:59 pm on March 13, 2024 (Eastern Standard Time) without any requests for further review by the FTC or the DOJ. Therefore, as of the date of this announcement, the Antitrust Condition has been fulfilled. Accordingly, (i) no Extended Long Stop Date Payment will be payable, (ii) the maximum Special Interim Dividend will be US\$232.24 million (being the maximum purchase price of US\$258.5 million *minus* the General Reserved Amount of US\$26.26 million), and (iii) the maximum Special Interim Dividend per Share will remain at US\$0.55, assuming there will be no change in the number of Shares in issue prior to the Dividend Record Date.

Further announcement(s) will be made by the Company and/or the Purchaser in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress in connection with the Proposals as and when appropriate.

WARNING: SHAREHOLDERS AND POTENTIAL INVESTORS SHOULD BE AWARE THAT COMPLETION OF THE PROPOSALS IS SUBJECT TO APPROVAL AT THE EGM BY THE APPROVAL THRESHOLD AND OTHER CONDITIONS SET OUT UNDER THE SECTION HEADED “1. PROPOSED VERY SUBSTANTIAL DISPOSAL IN RELATION TO DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF INCEPTION POINT SYSTEMS LTD. — 1.1(e) CONDITIONS PRECEDENT” OF THE JOINT ANNOUNCEMENT BEING FULFILLED (OR, IF APPLICABLE, WAIVED) AND THAT THE PROPOSALS MAY OR MAY NOT BE

COMPLETED OR EFFECTED. SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD THEREFORE EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR STOCKBROKER, LICENSED SECURITIES DEALERS, REGISTERED INSTITUTIONS IN SECURITIES, BANK MANAGERS, SOLICITORS, PROFESSIONAL ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS.

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

Hong Kong, March 19, 2024

As of the date of this announcement, the Board comprises: Mr. LIN Tzung-Liang (Chairman) and Mr. Michael James SHEEHAN as executive Directors; Mr. LIN Kuo-Chang and Mr. Leo HERMACINSKI as non-executive Directors; and Mr. HSIEH Yu Tien, Mr. WONG Man Chung Francis and Mr. LIAO Xiaoxin as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Purchaser Group (which, for the avoidance of doubt, includes the Purchaser), the Equity Financing Sources and their respective affiliates, equityholders, shareholders, directors, officers, employees and representatives) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of WFM Holding Corp. and Symplr Holdco) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As of the date of this announcement, the Purchaser is managed by WFM Holding Corp., which is the sole member of the Purchaser. The Purchaser does not have a board of directors or a board of managers. The board of directors of WFM Holding Corp. comprises BJ Schaknowski and Hugo Doetsch. The board of directors of Symplr Holdco comprises Behdad Eghbali, BJ Schaknowski, Dan Groen, Hiren Mankodi, Kevin Kemmerer, Paul Huber, Pedro Vaz, Prashant Mehrotra, Richard Pleczko, Ryan Carroll, Sean Courtney and Chris Colpitts.

The directors of WFM Holding Corp. and the directors of Symplr Holdco jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group (including the Target Group), IntelliCentrics Holding and their respective affiliates, equityholders, shareholders, directors, officers, employees and representatives) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.