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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

(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**

**COMPLETION OF DISPOSAL, DECLARATION OF SPECIAL INTERIM DIVIDEND
AND WITHDRAWAL OF LISTING**

Financial Adviser to the Company



UBS AG Hong Kong Branch

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**”); (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; (iii) the monthly update announcement dated March 8, 2024, jointly issued by the Company and the Purchaser in relation to updates on the Proposals; (iv) the update announcement dated March 19, 2024, jointly issued by the Company and the Purchaser in relation to fulfillment of the Antitrust Condition; (v) the circular dated March 28, 2024 issued by the Company (the “**Circular**”) in relation to the Proposals; and (vi) the announcement dated April 18, 2024, jointly issued by the Company and the Purchaser in relation to the poll results of the extraordinary general meeting in relation to the Proposals. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Circular.

COMPLETION OF THE DISPOSAL

The Board is pleased to announce that on April 25, 2024, all the outstanding Conditions under the Share Purchase Agreement (details of which are set out in the Circular) have been fulfilled. Accordingly, the Disposal was completed, and Closing took place on April 25, 2024.

At Closing, no Seller Improvement Amount had been agreed between IntelliCentrics Holding and the Purchaser. Accordingly, the final Purchase Price was US\$246.5 million, being the Minimum Purchase Price.

Following Closing, IntelliCentrics Holding ceased to hold (directly or indirectly) any interest in the Target Company and in any other Target Group Company.

DECLARATION OF SPECIAL INTERIM DIVIDEND

The Board has resolved to declare an amount equal to US\$220.24 million, being the final Purchase Price *less* the General Reserved Amount, as the Special Interim Dividend. As of the Dividend Record Date, being April 25, 2024, (i) the Company had 452,544,655 Shares in issue, and (ii) Computershare and Tricor BVI Holdco held 25,587,550 Shares and 8,209,812 Shares, respectively. Accordingly, the total number of Shares subject to the Special Interim Dividend is 418,747,293.

Pursuant to Rule 20.1 of the Takeovers Code and as disclosed in the Circular, the total amount of the Special Interim Dividend will be converted into HKD at the prevailing exchange rate between USD and HKD on or before the Distribution Date and be distributed on a pro rata basis to the Eligible Shareholders (other than Computershare and Tricor BVI Holdco) within seven (7) business days (as defined under the Takeovers Code) after Closing, i.e. on or before May 7, 2024. As of the date of this announcement, the total amount of the Special Interim Dividend has been converted into

HK\$1,721,285,720 at the exchange rate of US\$1.00 to HK\$7.8155, being the prevailing exchange rate on April 25, 2024. Accordingly, the Special Interim Dividend payable to the Eligible Shareholders (other than Computershare Trustee and Tricor BVI Holdco) is HK\$4.11 per Share.

The following table sets out calculations in relation to the amount of the Special Interim Dividend (rounded down to the nearest 2 decimal places):

Minimum Purchase Price (US\$ in millions)	246.50
<i>Less:</i> General Reserved Amount (US\$ in millions)	<u>26.26</u>
Total Special Interim Dividend (US\$ in millions)	<u><u>220.24</u></u>
Total number of Shares in issue as of Dividend Record Date	452,544,655
Total number of RSA Trustee Held Shares as of Dividend Record Date	<u>33,797,362</u>
Total number of Shares subject to Special Interim Dividend	<u><u>418,747,293</u></u>
Special Interim Dividend (US\$ per Share)	0.52
Special Interim Dividend (HK\$ per Share)	<u><u>4.11</u></u>

WITHDRAWAL OF LISTING

The Company has made an application for, and the Stock Exchange has approved, the Proposed Delisting in accordance with Rule 6.15(2) of the Listing Rules subject to fulfillment of all other conditions as described in the Circular. As all the outstanding Conditions been fulfilled, subject to the completion of the distribution of the Special Interim Dividend, the withdrawal of the listing of the Shares on the Stock Exchange will become effective at 9:00 am on Wednesday, May 8, 2024.

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 distribution of the Special Interim Dividend and the Proposed Delisting as and when appropriate.

WINDING UP PROPOSAL

As disclosed in the Circular, the Directors will resolve to wind up the Company voluntarily as soon as practicable following payment of the Special Interim Dividend and the full settlement of (i) the net amount outstanding under the Bank Loan and (ii) any other liabilities of the Group. It is expected that the winding up process will commence within 12 months after the Closing Date. Pursuant to Section 140(1) of the Companies Act and Article 190 of the New Articles of Association, any assets remaining in the Company shall be applied in satisfaction of its liabilities *pari passu* (subject to the rights of preferred and secured creditors) and subject to the above, shall be distributed among the Shareholders in proportion to the capital paid up on the Shares held by them respectively.

Pursuant to Section 116(c) of the Companies Act and Article 189 of the New Articles of Association, the Winding Up Proposal shall be approved by way of a special resolution, namely a resolution of Shareholders passed by a majority of not less than three-quarters of the votes cast by Shareholders (whether in person or through a proxy or authorized representative) who are entitled to vote for such resolution at a general meeting of the Company. A copy of the notice convening the extraordinary general meeting for the purpose of approving the Winding Up Proposal, together with the proposed Shareholders' resolutions and the liquidation plan, will be published on the websites of the Company (<http://www.intellicentrics-global.com>) and the SFC (<http://www.sfc.hk>) with at least fourteen (14) days' notice.

It is expected that a voluntary liquidator will be engaged by the Company pursuant to the Companies Act, who will be responsible for realizing any remaining value in the assets remaining in the Company at the time of commencement of the Winding Up Proposal. 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 process (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). However, it is anticipated no material cash proceeds will be available for distribution upon the winding up of the Company. The Company will publish further announcements on its website (<http://www.intellicentrics-global.com>) and the website of the SFC (<http://www.sfc.hk>) advising Shareholders of the timetable of the Winding Up Proposal, the entitlements (if any) of the Eligible Shareholders (other than Computershare and Tricor BVI Holdco) upon the winding up of the Company and the timing of payment in respect of such entitlements in accordance with the terms of the Winding Up Proposal.

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

Hong Kong, April 25, 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 and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement 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.