
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, subscribe for or otherwise deal in the securities of IntelliCentrics Global Holdings Ltd. (in voluntary liquidation), nor is it a solicitation of any vote or approval in any jurisdiction. This circular is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or a registered institution in securities, a bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in IntelliCentrics Global Holdings Ltd. (in voluntary liquidation), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

IntelliCentrics Global Holdings Ltd.

(In Voluntary Liquidation)

中智全球控股有限公司

(自願清盤中)

(Incorporated in the Cayman Islands with limited liability)

VOLUNTARY LIQUIDATION AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of IntelliCentrics Global Holdings Ltd. (in voluntary liquidation) to be held at 18/F, No. 1 Songzhi Road, Xinyi District, Taipei City, Taiwan on September 18, 2025 at 10:30 a.m. is set out on pages 9 and 10 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Company (<http://www.intellicentrics-global.com>) and the SFC (<http://www.sfc.hk>).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 10:30 a.m. on September 16, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Upon the commencement of the Voluntary Liquidation, the Directors ceased to have power to manage the Company. The affairs of the Company are being managed by the Liquidator who acts as the agent of the Company only and without personal liability.

The Liquidator accepts full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts not contained in this circular, the omission of which would make any statement in this circular misleading.

In case of any inconsistency, the English language text of this circular and the accompanying forms of proxy shall prevail over the Chinese language text for the purpose of interpretation.

August 25, 2025

CONTENTS

	<i>Page</i>
LETTER TO SHAREHOLDERS	1
APPENDIX I — LIQUIDATOR’S INTERIM REPORT AND ACCOUNTS	4
NOTICE OF AGM	9

LETTER TO SHAREHOLDERS

IntelliCentrics Global Holdings Ltd.

(In Voluntary Liquidation)

中智全球控股有限公司

(自願清盤中)

(Incorporated in the Cayman Islands with limited liability)

August 25, 2025

To the Shareholders

Dear Sir/Madam,

VOLUNTARY LIQUIDATION AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

References are made to (i) the announcement dated July 31, 2024 issued by IntelliCentrics Global Holdings Ltd. (the “**Company**”) in relation to the Voluntary Liquidation (as defined therein) and the extraordinary general meeting (the “**EGM**”) of the Company in connection with the Voluntary Liquidation; (ii) the circular (the “**EGM Circular**”) dated July 31, 2024 issued by the Company in relation to the Voluntary Liquidation and the EGM; (iii) the announcement dated August 15, 2024 issued by the Company with respect to the poll results of the EGM; and (iv) the announcement dated October 31, 2024 issued by the Company in relation to the update on the Voluntary Liquidation. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the EGM Circular.

The purpose of this circular is to give you the notice of the AGM (as defined below) and the proposals to be put forward at the AGM as set out in the notice convening the AGM (the “**AGM Notice**”) enclosed with this circular.

2. VOLUNTARY LIQUIDATION AND AGM

As of the date of this circular, the Company is in the process of liquidating its remaining assets and obtaining the requisite tax clearance from the Hong Kong Inland Revenue Department in connection with the Voluntary Liquidation.

LETTER TO SHAREHOLDERS

As the Voluntary Liquidation has continued for more than one year since its commencement on August 15, 2024, pursuant to the laws of the Cayman Islands, the Liquidator has decided to convene the annual general meeting (the “AGM”) of the Shareholders at 18/F, No. 1 Songzhi Road, Xinyi District, Taipei City, Taiwan on September 18, 2025 at 10:30 a.m. for the purpose of considering and, if thought fit:

- (a) to approve, as an ordinary resolution, an interim report and accounts of the Liquidator in relation to the Voluntary Liquidation in accordance with the Companies Act of the Cayman Islands (as amended) for the period from August 15, 2024 to July 31, 2025 (the “Period”), as set out in Appendix I to this circular;
- (b) to approve, as an ordinary resolution, that the ceiling on the professional service fee in connection with the Voluntary Liquidation of the Liquidator pursuant to the Liquidator’s Mandate be increased from US\$160,000 to US\$270,000 and paid out of the Company’s assets; and
- (c) to approve, as an ordinary resolution, that the Liquidator’s remuneration for the Period be fixed at US\$160,000 and the payment of such Liquidator’s remuneration out of the Company’s assets.

The AGM Notice is set out on pages 9 and 10 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 10:30 a.m. on September 16, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Shareholders are reminded that pursuant to the laws of the Cayman Islands, any transfer of Shares (without the sanction of the Liquidator) and any alteration in the status of any Shareholder after the EGM would be void.

As the listing of the Shares on the Stock Exchange was withdrawn on May 8, 2024, the Shares have ceased to be eligible securities (within the meaning of the General Rules of HKSCC). Therefore, if you hold Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant, you are required to withdraw such Shares from the securities depositories for CCASS (“**CCASS Depository**”) in order to be able to vote at the AGM. Please lodge your physical share certificate(s) withdrawn from the CCASS Depository and proof of the Liquidator’s sanction for the transfer of such Shares with the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 4:30 p.m. on September 12, 2025 in order to be able to vote at the AGM. You should contact your broker,

LETTER TO SHAREHOLDERS

custodian, or the relevant CCASS Participant(s) (within the meaning of the General Rules of HKSCC) as soon as possible to ascertain the relevant timing and arrangement for completing the Share withdrawal process.

Pursuant to Article 72 of the Company's articles of association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the AGM allows a resolution to be voted by a show of hands. Accordingly, each of the resolutions set out in the notice of AGM will be taken by way of poll. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not to use all his/her/its votes or cast all the votes he/she/it uses in the same way.

Upon completion of the Voluntary Liquidation, the Liquidator will determine whether there are any assets available for distribution. However, it is anticipated that no material cash proceeds will be available for distribution upon the winding-up of the Company.

3. CLOSURE OF REGISTER OF SHAREHOLDERS

The register of Shareholders of the Company will be closed from September 15, 2025 to September 18, 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates and proof of the Liquidator's sanction for the transfer of such Shares must be lodged for registration with the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on September 12, 2025. The record date for attending and voting at the AGM is September 18, 2025.

Yours faithfully,
For and on behalf of
IntelliCentrics Global Holdings Ltd.
(In Voluntary Liquidation)

Mr. Wong Man Chung Francis
Voluntary Liquidator

Acting as agent of the Company without personal liability

1. INTRODUCTION

On 15 August 2024, an Extraordinary General Meeting (“EGM”) of the shareholders of the Company was convened. It was resolved that the Company be placed into voluntary liquidation (the “**Voluntary Liquidation**”) and Mr. Wong Man Chung Francis (the “**Voluntary Liquidator**”) be appointed as voluntary liquidator of the Company. This report summarises the actions taken by the Voluntary Liquidator for the period from the commencement of the Voluntary Liquidation to 31 July 2025. A copy of this report has been circulated to the shareholders of the Company by incorporating into the Notice of Annual General Meeting dated 25 August 2025.

2. THE VOLUNTARY LIQUIDATOR'S ACTIONS TO DATE

General liquidation affairs and statutory reporting

- 2.1 Took over the control of the Company's books/records as well as the Company's investments and bank balances.
- 2.2 Prepared the statutory notices/returns in relation to the Voluntary Liquidation of the Company and liaised with the Cayman Islands administrative agent for filing and publishing the same in the Cayman Islands. A Notice of Voluntary Liquidation was published in the Gazette of Cayman Islands on 11 September 2024.

Six claims, amounting to approximately US\$3.62 million, had been received from the creditors and are subject to adjudication.

- 2.3 Prepared the statutory notices/returns in relation to the Voluntary Liquidation of the Company to the Hong Kong Companies Registry and published the same in the Gazette of Hong Kong on 6 September 2024.
- 2.4 Prepared the necessary statutory annual returns and filings to the Companies Registry of both Cayman Islands and Hong Kong.

Audit and Taxation Affairs

- 2.5 Liaised with the Hong Kong Inland Revenue Department (the “**HKIRD**”) for (i) notification of the commencement of the Company's Voluntary Liquidation and (ii) applying for tax clearance on 20 August 2024. The HKIRD issued the Profits Tax Return for the Year of Assessment 2024/25 to the Company on 15 October 2024 and requested the Company to file the same together with the Audited Accounts for the period from 1 July 2023 to 15 August 2024 (the Commencement Date of the Voluntary Liquidation).
- 2.6 The Voluntary Liquidator filed the duly completed Profits Tax Return, the necessary Profits Tax Computation together with the Audited Accounts of the Company as at 15 August 2024 to the HKIRD and is in the process of addressing the HKIRD's clarificatory questions.

2.7 Filed the Employer's Return for all terminated employees and directors to the HKIRD.

Assets Realization

2.8 The Voluntary Liquidator is in the process of realizing the remaining assets of the Company and has realized US\$254,848 amount in cash to date.

3. STATUS OF VOLUNTARY LIQUIDATION

3.1 The Company is in the process of applying for tax clearance from the HKIRD. The Voluntary Liquidator is consolidating information for responding to the HKIRD's tax queries which were recently received.

3.2 In addition, there is a listed investment pending the Voluntary Liquidator's disposal.

3.3 The Voluntary Liquidator will adjudicate and repay the Creditors' claims after obtaining the tax clearance from the HKIRD.

3.4 The Voluntary Liquidator is of the humble view that extra time would be required to handle the disposal of the listed investment and obtain tax clearance from the HKIRD.

4. THE COMPANY'S FINANCIAL POSITION

4.1 The Company's cash flow statement for the period from 15 August 2024 (Commencement Date of Voluntary Liquidation) to 31 July 2025 and financial position as at 31 July 2025 are set forth in the balance sheet attached hereto as **Exhibit A**.

4.2 As disclosed in the Company's circular dated 31 July 2024, it is anticipated that no material cash proceeds will be available for distribution upon the winding-up of the Company.

5. REMUNERATION OF THE VOLUNTARY LIQUIDATOR

The remuneration of the Voluntary Liquidator for the period from 15 August 2024 to 31 July 2025 is US\$160,000.

6. NOTICE OF ANNUAL GENERAL MEETING

Considering the Voluntary Liquidation has been ongoing for more than one year, pursuant to the law of the Cayman Islands, the Voluntary Liquidator shall summon a general meeting of the Company at the end of the first year from the commencement of the Voluntary Liquidation. Accordingly, an annual general meeting of the Company will be convened on 18 September 2025 (the “**Annual General Meeting**”) and the notice of Annual General Meeting together with this Interim Report and accounts were circulated to all shareholders on 25 August 2025 via announcement on the website of the Company and the website of the Securities and Futures Commission of Hong Kong.

Dated this 25th day of August 2025

Wong Man Chung Francis

Voluntary Liquidator

Address: 19/F., No. 3 Lockhart Road, Wanchai, Hong Kong

Exhibit A
IntelliCentrics Global Holdings Ltd. (In Voluntary Liquidation)
Balance Sheet
As At 15 August 2024 and 31 July 2025

	As at 15 August 2024 (Commencement Date of Voluntary Liquidation) (As per Audited Accounts)		As at 31 July 2025	
	<i>USD</i>	<i>USD</i>	<i>USD</i>	<i>USD</i>
Non-Current Assets				
Investment in subsidiaries		—		—
Current Assets				
Financial assets at fair value	307,425		303,529	
Deposits, prepayments and other receivables	154,633		—	
Cash and cash equivalents	<u>5,084,017</u>		<u>4,281,452</u>	
	<u>5,546,075</u>		<u>4,584,981</u>	
Less: Current Liabilities				
Other payables	(3,363,151)		(3,602,264)	
Accrued expenses	<u>(561,000)</u>		<u>(561,000)</u>	
	<u>(3,924,151)</u>		<u>(4,163,264)</u>	
Net Current Assets		<u>1,621,924</u>		<u>421,717</u>
Net Assets		<u><u>1,621,924</u></u>		<u><u>421,717</u></u>
Equities				
Share Capital	45,301		45,301	
Share Premium	72,775,518		72,775,518	
Other Equity	(31,196,991)		(31,196,991)	
Other Reserve	(4,088,029)		(4,088,029)	
Retained Profit	<u>(35,913,875)</u>		<u>(37,114,082)</u>	
		<u><u>1,621,924</u></u>		<u><u>421,717</u></u>

IntelliCentrics Global Holdings Ltd. (In Voluntary Liquidation)

Cash Flow Statement

For the Period from 15 August 2024

(Commencement Date of Voluntary Liquidation) to

31 July 2025

USD

Cash balance as at 15 August 2024	5,084,017
Receipts	
Interest received	98,941
Received from the transfer of cash balance in the Company's Securities Account	84,771
Received from the disposal and partial repayment of subsidiaries	71,136
	254,848
Payments	
Accountancy Fee	40,760
Auditor's remuneration (Interim)	16,800
Bank charges	1,191
Company secretarial fee	18,132
Exchange Loss	1,618
Advancement to subsidiary	200,000
Legal and professional service fees	588,304
Liquidator's fee on account	50,000
Valuation service fees	45,050
Settlement of expenses incurred before the commencement of liquidation	95,558
	(1,057,413)
Cash balance as at 31 July 2025	4,281,452

NOTICE OF AGM

IntelliCentrics Global Holdings Ltd.

(In Voluntary Liquidation)

中智全球控股有限公司

(自願清盤中)

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that pursuant to section 126 of the Companies Act of the Cayman Islands (as amended) (the “**Companies Act**”), the **ANNUAL GENERAL MEETING** (the “**AGM**”) of the shareholders (the “**Shareholders**”) of IntelliCentrics Global Holdings Ltd. (in voluntary liquidation) (the “**Company**”) will be held at 18/F, No. 1 Songzhi Road, Xinyi District, Taipei City, Taiwan on September 18, 2025 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions below.

ORDINARY RESOLUTIONS

1. to approve an interim report and accounts of the Liquidator in relation to the Voluntary Liquidation in accordance with the Companies Act for the period from August 15, 2024 to July 31, 2025 (the “**Period**”), as set out in Appendix I to this circular;
2. to approve that the ceiling on the professional service fee in connection with the Voluntary Liquidation of the Liquidator pursuant to the Liquidator’s Mandate be increased from US\$160,000 to US\$270,000 and paid out of the Company’s assets; and
3. to approve that the Liquidator’s remuneration for the Period be fixed at US\$160,000 and the payment of such Liquidator’s remuneration out of the Company’s assets.

For and on behalf of
IntelliCentrics Global Holdings Ltd.
(In Voluntary Liquidation)

Mr. Wong Man Chung Francis
Voluntary Liquidator
Acting as agent of the Company without
personal liability

Hong Kong, August 25, 2025

Registered Office:

Gold-In (Cayman) Co., Ltd.
Suite 102, Cannon Place
North Sound Rd.
George Town
P.O. Box 712
Grand Cayman KY1-9006
Cayman Islands

NOTICE OF AGM

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint one proxy (and a shareholder who is the holder of two or more shares of the Company may appoint more than one proxy) to attend, speak and vote in his/her/its stead. The proxy does not need to be a shareholder of the Company.
2. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares of the Company as if he/she/it were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the relevant joint holding.
3. In order to be valid, the completed form of proxy must be deposited at the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. at or before 10:30 a.m. on September 16, 2025) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The register of shareholders of the Company will be closed from September 15, 2025 to September 18, 2025, both days inclusive, in order to determine the eligibility of shareholders of the Company to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates and proof of the Liquidator's sanction for the transfer of such shares of the Company must be lodged for registration with the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on September 12, 2025. The record date for attending and voting at the AGM is September 18, 2025.
5. Pursuant to Article 72 of the articles of association of the Company, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.