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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

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING IN RELATION TO

**(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**

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**”); (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 announcement dated March 19, 2024, jointly issued by the Company and the Purchaser in relation to the fulfillment of the Antitrust Condition; and (v) the circular dated March 28, 2024 issued by the Company (the “**Circular**”) in relation to the Proposals. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Company is pleased to announce that the special resolution (the “**Special Resolution**”) approving the Proposals (which comprise the Disposal, the Special Interim Dividend and the Articles Amendment, and the Proposed Delisting) was duly passed by the Independent Shareholders by way of poll at the EGM held at 10:00 a.m. on Thursday, April 18, 2024.

The EGM was held at 18/F, No. 1, Songzhi Road, Xinyi District, Taipei City, Taiwan.

As at the date of the EGM, the total number of Shares in issue was 452,544,655, all of which were being held by the Independent Shareholders. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Special Resolution was 452,544,655.

No Shareholders were required to abstain from voting in favour of the Special Resolution at the EGM pursuant to Rule 13.40 of the Listing Rules, and no Shareholders were required to abstain from voting on the Special Resolution at the EGM in accordance with the Takeovers Code and/or the Listing Rules.

As disclosed in the Circular, each of the RSA Scheme Trustees could not exercise the voting rights attached to the Shares held by it (whether directly or through its nominee) under the respective RSA Schemes. Therefore, in compliance with the respective RSA Schemes, Computershare and Tricor BVI Holdco have abstained from voting on the Special Resolution. Save for the RSA Scheme Trustees, no Shareholder had previously stated his/her/its intention in the Circular to vote against or to abstain from voting on the Special Resolution at the EGM.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Computershare Hong Kong Investor Services Limited, the Hong Kong Share Registrar, acted as the scrutineer for the vote-taking at the EGM.

The attendance of Directors at the EGM was as follows:

- (i) Mr. Wong Man Chung Francis, an independent non-executive Director, acted as the chairman of the EGM;
- (ii) Mr. Lin Tzung-Liang, Mr. Lin Kuo-Chang, Mr. Hsieh Yu Tien and Mr. Wong Man Chung Francis attended the EGM in person; and
- (iii) Mr. Michael James Sheehan, Mr. Leo Hermacinski and Mr. Liao Xiaoxin attended the EGM by electronic means.

The poll results in respect of the EGM are as follows:

Results of the EGM

Special Resolution	Votes cast in person or by proxy FOR the Special Resolution		Votes cast in person or by proxy AGAINST the Special Resolution		
	Number of votes	As a percentage of total votes cast either in person or by proxy at the EGM	Number of votes	As a percentage of total votes cast either in person or by proxy at the EGM	As a percentage of total votes held by all Independent Shareholders
<p>THAT:</p> <p>(a) the Disposal and the transactions contemplated thereunder be and are hereby approved, and the Board be and is hereby authorised to do all such acts and things as may be necessary or desirable to implement or give effect to the Disposal and the transactions contemplated thereunder and to make and agree to such variations, amendments or modifications (if any) to the terms of the Share Purchase Agreement as any Director(s) may consider severally to be desirable, necessary or appropriate and in the interest of the Shareholders; and</p> <p>(b) subject to completion of the transactions contemplated by paragraph (a) set out in this notice of the EGM, (i) the Special Interim Dividend and the Articles Amendment (with the New Articles of Association in the form tabled at the EGM, marked "A" and for the purpose of identification signed by a Director), and the Proposed Delisting be and are hereby approved, (ii) the New Articles of Association be and are hereby adopted in substitution for and to the exclusion of the Articles of Association with immediate effect, and (iii) any Director(s) be and are hereby authorised severally to execute such documents, make such applications and submissions and do all such acts, deeds or things on behalf of the Company (including but not limited to do all things necessary to implement the adoption of the New Articles of Association and to authorize and instruct the registered office provider of the Company to file the New Articles of Association and the corresponding resolutions with the Registrar of Companies of the Cayman Islands) which the Director(s) consider(s) to be necessary or desirable in connection with the Special Interim Dividend, the Articles Amendment, and the Proposed Delisting, and all the documents signed by the relevant Director(s) on behalf of the Company in such connection be and are hereby approved, confirmed and ratified in all respects.</p>	361,820,195	99.99% ⁽¹⁾	20,000	0.01% ⁽¹⁾	0.00% ⁽²⁾

Notes:

1. The percentages are calculated based on the total number of votes attaching to all the Shares held by the Independent Shareholders cast in person or by proxy at the EGM.

2. The percentage is calculated based on the total number of votes attaching to all the Shares held by the Independent Shareholders (whether or not present and voting either in person or by proxy at the EGM).
3. All percentages in the above table are approximations and rounded to the nearest 2 decimal places.

As more than 75% of the votes attaching to the Shares held by all Independent Shareholders voting either in person or by proxy at the EGM were cast in favour of the Special Resolution, and the number of votes cast against the Special Resolution amounted to not more than 45,254,465, being 10% of the votes attaching to the Shares held by all Independent Shareholders, the Special Resolution was passed by way of poll at the EGM.

LAST TRADING DATE OF THE SHARES ON THE STOCK EXCHANGE

The last trading date of the Shares on the Stock Exchange is Friday, April 19, 2024.

OUTSTANDING CONDITIONS AND CLOSING

As disclosed in the Circular, Closing is conditional upon the fulfillment or (where applicable) waiver of all Conditions set out in 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” in Part III of the Circular. The Special Interim Dividend and the Articles Amendment, and the Proposed Delisting are subject to conditions including, among others, Closing having taken place.

Pursuant to the Share Purchase Agreement, Closing shall take place on the fifth (5th) Business Day following the satisfaction or, to the extent permitted by applicable law, waiver of the last of the Conditions (other than Conditions that by their nature are to be satisfied at the Closing, but subject to the satisfaction or waiver of such Conditions), or, subject to the requirements of the Takeovers Code, at such other time and place as the Parties shall mutually agree in writing.

As at the date of this announcement, Conditions (ii) and (iii) have been fulfilled. The remaining Conditions are conditions that by their terms are to be satisfied at the Closing. Accordingly, all of the Conditions are expected to be fulfilled (or, if applicable, waived) on the Closing Date, which is expected to be Thursday, April 25, 2024, and an announcement regarding the completion of the Disposal will be made after Closing.

GENERAL

At the time of the commencement of the Offer Period, no Shares were held, controlled or directed by the Purchaser or any party acting in concert with it. From the commencement of the Offer Period and up to the date of this announcement, none of the Purchaser or the parties acting in concert with it had acquired or agreed to acquire any Shares, or borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

WARNING: SHAREHOLDERS AND POTENTIAL INVESTORS SHOULD BE AWARE THAT COMPLETION OF THE PROPOSALS IS SUBJECT TO 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” IN PART III OF THE CIRCULAR 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, April 18, 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.