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

If you have sold or transferred all your shares in IntelliCentrics Global Holdings Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of IntelliCentrics Global Holdings Ltd. to be held at Room 2, Unit 3203-04, 32/F, Nine Queen's Road Central, Hong Kong on Thursday, June 6, 2019 at 10:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://www.intellicentrics-global.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's 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 not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

April 30, 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the first annual general meeting of the Company to be held at Room 2, Unit 3203–04, 32/F, Nine Queen’s Road Central, Hong Kong on Thursday, June 6, 2019 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 17 to 22 of this circular
“Articles of Association”	the Second Amended and Restated Memorandum and Articles of Association of our Company (as amended from time to time), conditionally adopted on March 14, 2019, with effect from the Listing Date
“Board”	the board of Directors
“Company”	IntelliCentrics Global Holdings Ltd. 中智全球控股有限公司 (formerly known as 31 Frameworks Ltd.), which is an exempted company with limited liability incorporated in the Cayman Islands on June 3, 2016 and the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Controlling Shareholder(s)”	the controlling shareholders (as defined in the Listing Rules) of our Company, namely Mr. Lin Tzung-Liang and Ocina Corp.
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 25, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein

DEFINITIONS

“Listing Date”	March 27, 2019, being the date on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Shares(s)”	ordinary share(s) of nominal value of US\$0.0001 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“U.S. dollars” or “US\$”	U.S. dollars, the lawful currency of the United States of America
“U.S.” or “United States”	the United States of America
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors

Mr. Lin Tzung-Liang (*Chairman*)

Mr. Michael James Sheehan

(Chief Executive Officer)

Non-executive Directors

Mr. Lin Kuo-Chang

Mr. Sean Fang

Independent Non-executive Directors

Mr. Chan Kwok Wai

Mr. Lo Chiang

Mr. Shen Haipeng

Registered Office:

c/o Harneys Fiduciary (Cayman) Limited

4th Floor, Harbour Place

103 South Church Street

George Town

P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

*Headquarters and principal place of
business in the U.S.:*

1420 Lakeside Parkway

Suite 110

Flower Mound

Texas 75028-4035

Principal Place of Business in Hong Kong:

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

April 30, 2019

To the Shareholders

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) the re-election of the retiring Directors; and (b) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares.

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 109(a) and 112 of the Articles of Association, Mr. Lin Tzung-Liang, Mr. Michael James Sheehan, Mr. Lin Kuo-Chang, Mr. Sean Fang, Mr. Chan Kwok Wai, Mr. Lo Chiang, and Mr. Shen Haipeng shall retire from office, and be subject to re-election as the Directors at the Annual General Meeting.

Mr. Chan Kwok Wai, Mr. Lo Chiang, and Mr. Shen Haipeng were identified as suitable candidates of independent non-executive Directors before they were first appointed as independent non-executive Directors in March 2019, through a search conducted by the management taking into consideration of relevant directorship experience, professional skills, background and qualifications, as well as available capacity and workload commitments of the candidates.

All of our independent non-executive Directors provide valuable contributions and insights to the Board. Moreover, since only independent non-executive Directors can serve on certain Board committees under the Listing Rules, their independence is a valuable asset to the Board and its committees. Each of the independent non-executive Directors has submitted to the Stock Exchange a written confirmation concerning his independence to the Company and has also given to the Company an annual confirmation of his independence. Effective from January 1, 2019, these written confirmations also covered the immediate family members of each of the independent non-executive Directors. Having regard to the confirmations as well as the actual contributions that each of the independent non-executive Directors has made, the Board concluded that each of the independent non-executive Directors to be independent.

Board diversity is important to our Company. The proposed re-election of Directors should be considered based on merit having regard to the experience, skills and expertise as well as the overall board diversity. More details about our board diversity are set out in the Corporate Governance Report on page 44 of the Company's 2018 annual report.

Details of the above Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

3. GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General

LETTER FROM THE BOARD

Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 457,112,155 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 91,422,431 Shares pursuant to the General Mandate.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional value shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

4. REPURCHASE MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

5. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 22 of this circular is the notice of the Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve the re-election of the retiring Directors, and the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares.

6. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (<http://www.intellicentrics-global.com>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the

LETTER FROM THE BOARD

instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 72 of the 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 Annual General Meeting, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands. Accordingly, each of the resolutions set out in the Notice of Annual General Meeting 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 is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

8. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting

The register of members of the Company will be closed from Monday, June 3, 2019 to Thursday, June 6, 2019, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch 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 Friday, May 31, 2019.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the proposed resolutions for the re-election of the retiring Directors, the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of resolutions numbered 1 to 4 to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
IntelliCentrics Global Holdings Ltd.
Lin Tzung-Liang
Chairman and Executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules). Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE DIRECTORS

Mr. Lin Tzung-Liang (林宗良), aged 55, is a Controlling Shareholder of our Company and has been a Director of our Company since June 3, 2016. On September 5, 2018, Mr. Lin was appointed as the Chairman of the Board and designated as an executive Director. Since Mr. Lin joined our Group, he has been the driving force behind the development, growth and expansion of our Group's business. Mr. Lin is primarily responsible for formulating the overall development strategies and business plans and overseeing the operations of our Group. Mr. Lin is also a director of several of our principal operating entities.

Mr. Lin founded VTC Electronics in 1995 and has been an entrepreneur since then. Mr. Lin has over 20 years of investment and management experience in various industries including healthcare industry.

Mr. Lin obtained his bachelor's degree in Business Administration from Soochow University in June 1987, and his master's degree in Business Administration from Peking University in July 2016.

Mr. Lin has entered into a service contract with the Company for a term of 3 years commencing from March 14, 2019. Pursuant to the service contract, Mr. Lin is entitled to a basic annual remuneration of HK\$300,000, which has been determined with reference to the duties and responsibilities of executive Director and the prevailing market condition. Mr. Lin will be entitled to an additional remuneration for serving as a member and/or chairman of a committee of the Board.

As at the Latest Practicable Date, Mr. Lin is deemed to be interested in 289,269,895 Shares within the meaning of Part XV of the SFO.

Mr. Michael James Sheehan, aged 50, has been with our Group for over 14 years, and he joined our Group as a director of USA deView (a member of our Group) in June 2004. He was responsible for incorporating USA deView, a wholly-owned subsidiary of our Group for the purpose of introducing the company's products to North America. In June 2010, while retaining all of his current responsibilities, he was named to the board of directors of the parent company VTC Electronics and held this position until June 2016. In this capacity, Mr. Sheehan was subsequently given the additional responsibility of overseeing our Group's operations in the United Kingdom. In April 2012, Mr. Sheehan was named group chief executive officer of the parent company VTC Electronics and remained in that position until the reorganization of VTC Electronics which separated the CCTV Business from the Listing Business. Following the reorganization, Mr. Sheehan devoted his time exclusively to the operations of our Group in the capacity of Chief Executive Officer and was appointed as an executive Director on September 5, 2018. In this role, Mr. Sheehan is primarily responsible for overseeing the management and operation of our Group's overall business, including the development of our business model, technology development and selection, development of our business growth strategies, our Group's decision making processes and organizational structure, and the management of day to day operations. Mr. Sheehan is also a director of several of our principal operating entities.

Prior to joining our Group in 2004, Mr. Sheehan was with Honeywell from 1995 to 2004 and by the time he left, he was named the Vice President of Six Sigma, a position which he held until he joined our Group as a director of USA deView in 2004.

Mr. Sheehan obtained his bachelor's degree in Apparel Merchandising from the College of Arts and Sciences at Indiana University Bloomington in May 1991.

Mr. Sheehan has entered into a service contract with the Company for a term of 3 years commencing from March 14, 2019. Pursuant to the service contract, Mr. Sheehan is entitled to a basic annual remuneration of HK\$300,000, which has been determined with reference to the duties and responsibilities of executive Director and the prevailing market condition. Mr. Sheehan will be entitled to an additional remuneration for serving as a member and/or chairman of a committee of the Board.

As at the Latest Practicable Date, Mr. Sheehan is deemed to be interested in 45,000,000 Shares within the meaning of Part XV of the SFO.

NON-EXECUTIVE DIRECTORS

Mr. Lin Kuo-Chang (林國璋), aged 60, has been a non-executive Director of our Company since September 5, 2018. He is primarily responsible for providing strategic advice and guidance on the business development and expansion of our Group. Mr. Lin Kuo-Chang has nearly 30 years of experience in corporate governance, securities and investments.

Mr. Lin Kuo-Chang was the supervisor of VTC Electronics from June 2013 to May 2014 and became a director of VTC Electronics from May 2014 to March 2017. He served as a president at First Taisec Securities from April 2003 to March 2008. Prior to that, between February 1998 and February 2003, he served as the chairman and general manager of Grand Orient Securities* (大東證券) in February 1998, the general manager of Xie He Securities* (協和證券) in April 2002, and was with Waterland Futures Brokerage Co., Ltd.* (國票期貨經紀股份有限公司) between November 2002 and February 2003. From June 1983 to January 1998, he was with Jian Hong Securities Co., Ltd.* (建弘證券股份有限公司) where he held the position of vice general manager at the Underwriting Department and vice president at the Sales Department.

Mr. Lin Kuo-Chang obtained his bachelor's degree in Insurance from Tamkang University in June 1981.

Mr. Lin Kuo-Chang has entered into a service contract with the Company for a term of 3 years commencing from March 14, 2019. Pursuant to the service contract, Mr. Lin Kuo-Chang is entitled to a basic annual remuneration of HK\$300,000, which has been determined with reference to the duties and responsibilities of non-executive Director and the prevailing market condition. Mr. Lin Kuo-Chang will be entitled to an additional remuneration for serving as a member and/or chairman of a committee of the Board.

As at the Latest Practicable Date, Mr. Lin Kuo-Chang is deemed to be interested in 680,000 Shares within the meaning of Part XV of the SFO.

Mr. Sean Fang (方頌和), aged 50, has been a non-executive Director of our Company since September 5, 2018. He is primarily responsible for providing strategic advice and guidance on the business development and expansion of our Group. Mr. Fang has experience in investment banking and private equity.

He has been working as the director of Midas General Partner since May 2017. Mr. Fang was engaged as a licensed representative of Citigroup Global Markets Asia Limited from November 2010 to July 2012, Citigroup Global Markets Hong Kong Futures and Securities Limited from November 2010 to January 2012. From August 2007 to July 2010, Mr. Fang served as the director at Affinity Equity Partners (HK) Limited and was also engaged as its licensed representative from December 2007 to July 2010. From April 2003 to June 2003, Mr. Fang was a licensed representative of UBS Securities Asia Limited.

Mr. Fang was admitted as a certified public accountant in the United States from October 1996 to June 1999. Mr. Fang obtained his bachelor's degree in Economics from the University of California at Berkeley in December 1992, and his master's degree in Business Administration from New York University Leonard N. Stern School of Business in May 1996.

Mr. Fang has entered into a service contract with the Company for a term of 3 years commencing from March 14, 2019. Pursuant to the service contract, Mr. Fang is entitled to a basic annual remuneration of HK\$300,000, which has been determined with reference to the duties and

responsibilities of non-executive Director and the prevailing market condition. Mr. Fang will be entitled to an additional remuneration for serving as a member and/or chairman of a committee of the Board.

As at the Latest Practicable Date, Mr. Fang did not have any interest in any Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Kwok Wai (陳國威), aged 62, was appointed an independent non-executive Director of our Company since March 14, 2019. He is primarily responsible for supervising and providing independent judgment and analysis to the Board. Mr. Chan has more than 20 years of experience in accounting, banking and professional services industries.

Mr. Chan was an executive director and the head of greater China at Hang Seng Bank Ltd., a company listed on the Hong Kong Stock Exchange (stock code: 11), from February 2016 to May 2017. Prior to that, he served as an executive director of Sun Hung Kai Properties Ltd., a company listed on the Hong Kong Stock Exchange (stock code: 16) from July 2009 to November 2015 and the chief financial officer of the same company from July 2009 to January 2016. From 1995 to 2009, he held various roles at Hang Seng Bank Ltd., including executive director and general manager, chief financial officer, deputy general manager, assistant general manager and head of Financial Control Division. Mr. Chan was also appointed as an accounting consultant of the Ministry of Finance of PRC.

Mr. Chan was admitted as (i) an associate of the Institute of Chartered Secretaries and Administrators in November 1989; (ii) a fellow of the Association of Chartered Certified Accountants (formerly known as the Chartered Association of Certified Accountants) in November 1991; (iii) a fellow of the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) in September 1994; (iv) a member of the Society of Trust and Estate Practitioners in May 2004; and (v) an associate financial planner of the Institute of Financial Planners of Hong Kong in March 2012. Mr. Chan received his master's degree in Business Administration from University of Warwick in July 1993.

Taking into account Mr. Chan's past experience and qualifications, our Company takes the view that he is familiar with the financial statements, internal control and risk management system of listed companies and has appropriate accounting and related financial management expertise to handle accounting and financial required of him as an independent non-executive Director of our Company.

Mr. Chan has entered into a service contract with the Company for a term of 3 years commencing from March 14, 2019. Pursuant to the service contract, Mr. Chan is entitled to a basic annual remuneration of HK\$300,000, which has been determined with reference to the duties and

responsibilities of independent non-executive Director and the prevailing market condition. Mr. Chan will be entitled to an additional remuneration for serving as a member and/or chairman of a committee of the Board.

As at the Latest Practicable Date, Mr. Chan did not have any interest in any Shares within the meaning of Part XV of the SFO.

Mr. Lo Chiang, also known as John Law (羅強), aged 68, was appointed an independent non-executive Director of our Company since March 14, 2019. He is primarily responsible for supervising and providing independent judgment and analysis to the Board. Mr. Lo has over 14 years of experience in banking and finance.

Mr. Lo currently serves as a non-executive director of Far East Horizon Limited, since October 2012, a company listed on the Hong Kong Stock Exchange (stock code: 3360), a director of Rizal Commercial Banking Corp., since April 2015, a company listed on the Philippine Stock Exchange (stock symbol: RCB), as well as a nominee director of Khan Bank LLC. in Mongolia since November 2016. He served as an independent director of Bank of Hangzhou Co., Ltd. from September 2013 to February 2017, a company listed on the Shanghai Stock Exchange (stock code: 600926). He also served as a director of Industrial Bank Co., Ltd. from October 2007 to October 2010 a company listed on the Shanghai Stock Exchange (stock code: 601166), and a director of Bank of Nanjing Co., Ltd from April 2005 to June 2009, a company listed on the Shanghai Stock Exchange (stock code: 601009).

He has been serving as a Greater China senior advisor at Oliver Wyman since January 2013. From March 2004 to October 2012, Mr. Lo served as a principal banking specialist at International Finance Corporation of the World Bank Group.

Mr. Lo received his bachelor's degree in Psychology from Chung Yuan Christian University (formerly known as Chung Yuan Christian College of Science and Engineering) in June 1974, his master's degree in Poetry from Universite de Paris VII in October 1979, and his master's degree in Business Administration from Indiana University Bloomington in May 1982.

Mr. Lo has entered into a service contract with the Company for a term of 3 years commencing from March 14, 2019. Pursuant to the service contract, Mr. Lo is entitled to a basic annual remuneration of HK\$300,000, which has been determined with reference to the duties and responsibilities of independent non-executive Director and the prevailing market condition. Mr. Lo will be entitled to an additional remuneration for serving as a member and/or chairman of a committee of the Board.

As at the Latest Practicable Date, Mr. Lo did not have any interest in any Shares within the meaning of Part XV of the SFO.

Mr. Shen Haipeng (沈海鵬), aged 42, was appointed an independent non-executive Director of our Company since March 14, 2019. He is primarily responsible for supervising and providing independent judgment and analysis to the Board. Mr. Shen has nearly 15 years of experience in analytics and innovation.

Since July 2018, Mr. Shen has been appointed as the independent director of Zhou Dasheng Jewelry Holding Ltd.* (周大生珠寶股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 2867). Mr. Shen currently serves as the associate dean (executive education) at the Faculty of Business and Economics at the University of Hong Kong. He has been a professor of innovation and information management at the University of Hong Kong since September 2015. Prior to that, Mr. Shen was a tenured full professor from July 2014 to August 2015, a tenured associate professor from July 2009 to June 2014 and a tenure-track assistant professor from July 2003 to June 2009 at the Department of Statistics and Operations Research at the University of North Carolina Chapel Hill. He was also a visiting associate professor at the Wharton School, University of Pennsylvania from July 2012 to June 2013.

Mr. Shen obtained his bachelor's degree in Mathematics from the School of Mathematical Sciences at Peking University in July 1998, his master's degree in Art from the University of Pennsylvania in November 2000, and his doctor's degree in Philosophy from the University of Pennsylvania in August 2003.

Mr. Shen has entered into a service contract with the Company for a term of 3 years commencing from March 14, 2019. Pursuant to the service contract, Mr. Shen is entitled to a basic annual remuneration of HK\$300,000, which has been determined with reference to the duties and responsibilities of independent non-executive Director and the prevailing market condition. Mr. Shen will be entitled to an additional remuneration for serving as a member and/or chairman of a committee of the Board.

As at the Latest Practicable Date, Mr. Shen did not have any interest in any Shares within the meaning of Part XV of the SFO.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 457,112,155 Shares of nominal value of US\$0.0001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 45,711,215 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

2. REASONS FOR AND FUNDING OF SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2018, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the

circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

3. GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

4. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Lin Tzung-Liang had deemed interests in 289,269,895 Shares, representing an approximate total of 63.28% of the existing issued share capital of the Company. The 289,269,895 Shares were held by Ocina Corp., which is wholly owned by Mr. Lin. In the event that the Directors should exercise in full the Repurchase Mandate, the interests of Mr. Lin and Ocina Corp. in the Company would be increased to approximately 70.31% of the issued Shares but such increase would not trigger the obligation for Mr. Lin and Ocina Corp. to make a mandatory general offer under the Takeovers Code as the Shares owned by Mr. Lin and Ocina Corp. accounts for more than 50% of the existing issued share capital of the Company even before such increase. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

5. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the 6 months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

6. SHARE PRICES

The monthly highest and lowest prices at which the Shares have been traded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest prices	Lowest prices
	HK\$	HK\$
2019		
March (<i>from the Listing Date to March 31</i>)	5.36	4.96
April (<i>up to and including the Latest Practicable Date</i>)	6.35	5.36

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of IntelliCentrics Global Holdings Ltd. (the “**Company**”) will be held at Room 2, Unit 3203-04, 32/F, Nine Queen’s Road Central, Hong Kong on Thursday, June 6, 2019 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2018 and the reports of the directors and auditors thereon.
2. To re-elect the following retiring directors of the Company (the “**Directors**”):
 - (i) Mr. Lin Tzung-Liang as executive Director;
 - (ii) Mr. Michael James Sheehan as executive Director;
 - (iii) Mr. Lin Kuo-Chang as non-executive Director;
 - (iv) Mr. Sean Fang as non-executive Director;
 - (v) Mr. Chan Kwok Wai as independent non-executive Director;
 - (vi) Mr. Lo Chiang as independent non-executive Director; and
 - (vii) Mr. Shen Haipeng as independent non-executive Director.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2019.
4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to

NOTICE OF ANNUAL GENERAL MEETING

subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares of the Company;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;
 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
 - (a) 20% of the number of issued shares of the Company as at the date of passing this resolution; and
 - (b) (if the Board is so authorized by resolution numbered 4(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 4(B)

NOTICE OF ANNUAL GENERAL MEETING

(up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing resolution numbered 4(B)), and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;
 - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
- (b) “**Rights Issue**” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
- (C) **“That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to

NOTICE OF ANNUAL GENERAL MEETING

be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
IntelliCentrics Global Holdings Ltd.
Lin Tzung-Liang
Chairman and Executive Director

Hong Kong, April 30, 2019

Registered Office:

c/o Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
George Town
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

*Headquarters and principal place of
business in the U.S.:*

1420 Lakeside Parkway
Suite 110
Flower Mound
Texas 75028-4035

Principal Place of Business in Hong Kong:

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she 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 members 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 of the Company, 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

NOTICE OF ANNUAL GENERAL MEETING

meeting 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 members of the Company will be closed from Monday, June 3, 2019 to Thursday, June 6, 2019, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting to be held on Thursday, June 6, 2019, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, 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 Friday, May 31, 2019.
5. In respect of resolution numbered 2 above, Mr. Lin Tzung-Liang, Mr. Michael James Sheehan, Mr. Lin Kuo-Chang, Mr. Sean Fang, Mr. Chan Kwok Wai, Mr. Lo Chiang, and Mr. Shen Haipeng will retire and be subject to re-election at the Annual General Meeting. Details of the above retiring Directors standing for re-election are set out in Appendix I to the circular dated April 30, 2019 containing this notice.
6. Pursuant to rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.