



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)

March 28, 2024

To the Independent Shareholders

Dear Sir/Madam,

- (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;**
 - (4) PROPOSED WITHDRAWAL OF LISTING OF INTELICENTRICS GLOBAL HOLDINGS LTD. AND WINDING UP PROPOSAL;**
- AND**
- (5) EXTRAORDINARY GENERAL MEETING AND CLOSURE OF REGISTER OF SHAREHOLDERS**

We refer to the circular dated March 28, 2024 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used in this letter.

We have been appointed by the Board to form the Independent Board Committee to consider and to advise the Independent Shareholders as to whether the Proposals, details of which are set out in the “Letter from the Board” of the Circular, are fair and reasonable, on normal commercial terms or better, in the ordinary and usual course of business, and in the interests of the Company, the Independent Shareholders and the Shareholders as a whole and to make recommendation(s) as to what action the Independent Shareholders should take.

Altus has been appointed (with the approval of the Independent Board Committee) as the Independent Financial Adviser to advise us in respect of the Proposals. The details of its advice and the principal factors taken into consideration in arriving at its recommendations are set out in the “Letter from the Independent Financial Adviser” in Part V of this Circular.

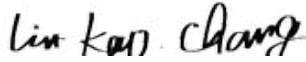
Having considered the terms of the Proposals, taking into account the information contained in the Circular and the opinion and recommendation of the Independent Financial Adviser (together with the principal factors taken into consideration and assumptions in arriving at such opinion and recommendation), we are of the opinion that the Proposals are on normal commercial terms or better, which are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend that the Independent Shareholders vote in favour of the resolution to approve the Disposal, the Special Interim Dividend and the Articles Amendment, and the Proposed Delisting at the EGM.

PART IV

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Yours faithfully,
Independent Board Committee



2024?3?23? 16:11:17 GMT+8
Mr. Lin Kuo-Chang
Non-executive Director



2024?3?24? 1:21:35 GMT+8
Mr. Leo Hermacinski
Non-executive Director



2024?3?24? 7:46:19 GMT+8
Mr. Hsieh Yu Tien
Independent Non-executive Director



2024?3?23? 16:56:20 GMT+8
Mr. Wong Man Chung Francis
Independent Non-executive Director

Mr. Liao Xiaoxin
Independent Non-executive Director

Yours faithfully,
Independent Board Committee

Mr. Lin Kuo-Chang
Non-executive Director

Mr. Leo Hermacinski
Non-executive Director



Mr. Hsieh Yu Tien
*Independent Non-executive
Director*

Mr. Wong Man Chung Francis
*Independent Non-executive
Director*

Mr. Liao Xiaoxin
*Independent Non-executive
Director*