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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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### **INTERNATIONAL GENIUS COMPANY**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 33)**

- (1) PROPOSED RE-ELECTION OF DIRECTORS;**
- (2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES  
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;  
AND**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting (“AGM”) of International Genius Company to be held at 42/F, China Resources Tower, Nanshan District, Shenzhen, Guangdong Province, China on Friday, 13 December 2024 at 3:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

If you are not able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 3:00 p.m. on Wednesday, 11 December 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 42/F, China Resources Tower, Nanshan District, Shenzhen, Guangdong Province, China on Friday, 13 December 2024 at 3:00 p.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	International Genius Company (stock code: 33), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and all of its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with new Shares representing up to 20% of the issued share capital of the Company as at the date of the passing of the relevant resolution granting such mandate
“Latest Practicable Date”	25 October 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles”	the amended and restated memorandum and articles of association of the Company adopted on 15 December 2022

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## DEFINITIONS

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“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase such number of Shares up to 10% of the number of the issued shares of the Company as at the date of the passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchase issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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# INTERNATIONAL GENIUS COMPANY

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 33)**

*Executive Director:*

Dr. He Xiaobin

*Registered office:*

94 Solaris Avenue  
Camana Bay  
PO Box 1348  
Grand Cayman, KY1-1108  
Cayman Islands

*Non-executive Director:*

Mr. Dai Chengyan

*Independent Non-executive Directors:*

Mr. Lo Hang Fong

*Head office and principal place of business  
in Mainland China:*

Mr. Wang Jun Sheng

42/F, China Resources Tower  
Nanshan District  
Shenzhen  
Guangdong Province  
China

Mr. Yip Tze Wai Albert

Ms. Fong Man Julisa

31 October 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS;**  
**(2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES  
AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The primary purpose of this circular is to provide you with information regarding, inter alia, (i) the re-election of Directors; (ii) the Issue Mandate; (iii) the Repurchase Mandate; and (iv) the notice of AGM.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 130 of the Memorandum and Articles, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to, but not less than one-third, shall retire from office by rotation at every Annual General Meeting provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 114 or Article 115 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall be eligible for re-election.

Accordingly, Mr. Lo Hang Fong and Mr. Wang Jun Sheng shall retire and be eligible to offer themselves for re-election at the forthcoming Annual General Meeting.

In accordance with Article 114 of the Memorandum and Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

Accordingly, Dr. He Xiaobin and Ms. Fong Man Julisa will retire and, being eligible, will offer themselves for re-election at the forthcoming Annual General Meeting.

Biographic details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

### ISSUE MANDATE AND REPURCHASE MANDATE

Ordinary resolutions will be proposed at the Annual General Meeting to authorise the Directors, inter alia, (i) to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of the passing of such resolution; (ii) to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of the passing of such resolution; and (iii) to extend the general mandate to issue Shares by the number of Shares purchased under the Repurchase Mandate.

As at the Latest Practicable Date, a total of 558,245,104 Shares were in issue. Subject to the passing of the proposed resolution for the approval of the Issue Mandate and in accordance with the terms therein, the Directors would be granted a new general mandate to allot and issue up to a maximum of 111,649,020 Shares, representing 20% of the issued Shares at the time of the passing of the resolution approving the Issue Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting.

The Directors are of the opinion that it is in the interests of the Company and the Shareholders as a whole if the Issue Mandate and Repurchase Mandate are granted at the Annual General Meeting.

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## LETTER FROM THE BOARD

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The Issue Mandate will provide the Directors with flexibility to issue Shares especially in the context of a fund raising exercise in a timely manner. The Directors have no immediate plans to issue any new Shares under the Issue Mandate.

The Repurchase Mandate can provide more flexibility to the Directors to repurchase Shares in a timely manner as and when appropriate and beneficial to the Company. For instance the net asset value of the Company and/or its earnings per Share may be enhanced when Shares are repurchased. At present, the Company does not have any plan for repurchases of Shares. Repurchases will only be made when the Directors are of the opinion that such a repurchase will benefit the Company and the Shareholders as a whole. An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix II to this circular.

The Issue Mandate and the Repurchase Mandate, if granted, shall be effective until whichever is the earliest of:

- (a) the conclusion of the next AGM of the Company; or
- (b) the expiration of the period within which the next AGM of the Company is required by the Memorandum and Articles, or any other applicable laws of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 42/F, China Resources Tower, Nanshan District, Shenzhen, Guangdong Province, China on Friday, 13 December 2024 at 3:00 p.m. is set out on pages 15 to 19 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed. If you are not able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. no later than 3:00 p.m. on Wednesday, 11 December 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

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## **LETTER FROM THE BOARD**

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### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine the eligibility of shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 9 December 2024 to Friday, 13 December 2024, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 6 December 2024.

### **VOTING BY POLL**

Pursuant to Rule 13.39 of the Listing Rules and Article 90 of the Memorandum and Articles, all votes of the Shareholders at the general meetings must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. In this regard, the resolutions set out in the notice of Annual General Meeting will be put to vote by way of poll.

As at the Latest Practicable Date, no Shareholder has a material interest in the resolutions proposed to be passed at the Annual General Meeting (including the proposed re-election of Directors, the proposed grant of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate). As such, no Shareholder is required to abstain from voting on the resolutions in relation thereto at the Annual General Meeting.

### **RECOMMENDATION**

The Directors are of the opinion that the proposed resolutions for re-election of Directors, the proposed grant of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully  
For and on behalf of the Board of  
**International Genius Company**  
**Dr. He Xiaobin**  
*Executive Director*

*The biographic details of the Directors who will retire from office at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, are set out below:*

**EXECUTIVE DIRECTOR****Dr. He Xiaobin**

Dr. He Xiaobin (“**Dr. He**”), aged 61, holds a doctoral degree in economics and is a senior economist, was appointed as an Executive Director on 25 April 2024. Dr. He has more than 30 years of working experience in futures investment and corporate compliance and has extensive financial knowledge and management experience. Dr. He served as the director of the Futures Supervision Division of the Shanghai Securities Regulatory Bureau of the China Securities Regulatory Commission (中國證監會上海證監局期貨監管處處長), and the deputy director of the Resource and Energy Division of the Shanghai Municipal Planning Committee (上海市計劃委員會物資能源處副處長). Dr. He also served as the chairman of Guotai Junan Futures (國泰君安期貨), the secretary to the board of directors of Guotai Junan Securities (國泰君安證券), the president of Guotai Junan Asset Management (國泰君安資產管理公司), the chief economist of Huixin Securities (華鑫證券) and the chairman of Huixin Futures (華鑫期貨), a director of the China Chief Economist Forum (中國首席經濟學家論壇), a member of the Chief Economist Committee of the Securities Association of China (中國證券業協會), and a director of Shenergy Co., Ltd. (a company listed on the Shanghai Stock Exchange with stock code: 600642). Dr. He is entitled to special allowance from the State Council of the People’s Republic of China, was selected as one of the top ten financial industry leaders in Shanghai, and was an adjunct professor at Shanghai Jiao Tong University and Tongji University. Dr. He was an independent Executive director of Target Insurance (Holdings) Limited (a company delisted from the Main Board of the Stock Exchange with previous stock code: 6161), from March 2023 to January 2024.

Dr. He has entered into a letter of appointment with the Company for a fixed term of three years, which may be terminated by a notice in writing served by either party on the other in accordance with the letter of appointment. Dr. He will be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Memorandum and Articles. Dr. He is entitled to an emolument of HK\$50,000 per month, which was recommended by the Remuneration Committee of the Board with reference to his background, qualifications, experience, duties and responsibilities in the Company and the prevailing market conditions and determined by the Board.

Saved as disclosed above, Dr. He does not (i) hold in the past three years any directorships in any other public companies the securities of which are listed on any securities market whether in Hong Kong or overseas; (ii) hold any other positions with the Company or any of its subsidiaries; (iii) have any interests in the issued shares of the Company within the meaning of Part XV of the SFO; and (iv) have any other relationship with any Directors, supervisors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Dr. He has confirmed that there is no other information relating to him which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules nor is there any further information in relation to his re-election that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Lo Hang Fong**

Mr. Lo Hang Fong (“**Mr. Lo**”), aged 61, was appointed as an Independent Non-executive Director on 19 March 2020. He is currently a partner of law firms, Stevenson, Wong & Co and Allbright Law (Hong Kong) Offices LLP. Mr. Lo has been admitted as a solicitor to the High Court of Hong Kong since 1989. He was also admitted as a solicitor to the Supreme Court of Singapore in 1995 and the Supreme Court of England and Wales in 1996. Save as disclosed above, Mr. Lo does not on the date hereof hold, and has not in the last three years held, any directorship in other public listed companies in Hong Kong or overseas. He was graduated from the University of Bristol with a bachelor of law degree in 1986.

Mr. Lo has entered into a director’s service contract with the Company for a fixed term of two years. Mr. Lo will be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Memorandum and Articles. Mr. Lo is entitled to an emolument of HK\$20,000 per month, which was recommended by the Remuneration Committee of the Board with reference to his background, qualifications, experience, duties and responsibilities in the Company and the prevailing market conditions and determined by the Board.

Save as disclosed above, Mr. Lo does not (i) hold in the past three years any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) hold any other positions with the Company or any of its subsidiaries; (iii) have any interests in the issued shares of the Company within the meaning of Part XV of the SFO; and (iv) have any other relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company.

Mr. Lo has confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, Mr. Lo has confirmed that there is no other information relating to him which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There is also no further information that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Wang Jun Sheng**

Mr. Wang Jun Sheng (“**Mr. Wang**”), aged 63, was appointed as an Independent Non-executive Director on 16 October 2018. Mr. Wang has more than twenty years of experience in equity investment, asset management and banking industry. Mr. Wang is currently a researcher of China Economic and Technological Research Consulting Company Limited. He was served as an independent non-executive director of two companies listed on the Shenzhen Stock Exchange, namely Shenzhen Nanshan Power Co. Ltd (Stock code: 000037 & 2000037) and China Merchants Shekou Industrial Zone Holdings Co., Ltd (stock code: 001979). Mr. Wang was the independent non-executive Director of Target Insurance (Holdings) Limited (a company delisted from the Main Board of the Stock Exchange with previous stock code: 6161) from December 2020 to May 2022. Save as disclosed above, Mr. Wang does not on the date hereof hold, and has not in the last three years held, any directorship in other public listed companies in Hong Kong or overseas. Mr. Wang received a Ph.D. from Huazhong University of Science & Technology.

Mr. Wang has entered into a director’s service contract with the Company for a fixed term of two years. Mr. Wang will be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Memorandum and Articles. Mr. Wang is entitled to an emolument of HK\$20,000 per month, which was recommended by the Remuneration Committee of the Board with reference to his background, qualifications, experience, duties and responsibilities in the Company and the prevailing market conditions and determined by the Board.

Save as disclosed above, Mr. Wang does not (i) hold in the past three years any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) hold any other positions with the Company or any of its subsidiaries; (iii) have any interests in the issued shares of the Company within the meaning of Part XV of the SFO; and (iv) have any other relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company.

Mr. Wang has confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, Mr. Lo has confirmed that there is no other information relating to him which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There is also no further information that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Ms. Fong Man Julisa**

Ms. Fong Man Julisa (“**Ms. Fong**”), aged 53, was appointed as an Independent Non-executive Director on 24 July 2024. Ms. Fong has over 27 years of experience in corporate finance transactions, including mergers and acquisitions, initial public offerings and equity syndication. She is currently the Managing Director and a responsible officer of Veda Capital Limited, of which she is a founder, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). She has extensive experience in advising listed companies on corporate finance and company restructuring. Ms. Fong holds a Bachelor of Business Administration from Chinese University of Hong Kong, a Master degree in Business Administration from University of Kansas and a Master degree in International and Public Affairs from The University of Hong Kong. Ms. Fong was a non-executive director of Gaoyu Finance Group Limited (Stock Code: 8221) from December 2020 to October 2021.

Ms. Fong has a letter of appointment with the Company for a fixed term of three years, which may be terminated by a notice in writing served by either party on the other in accordance with the letter of appointment. Ms. Fong will be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Memorandum and Articles. Ms. Fong is entitled to an emolument of HK\$25,000 per month, which was recommended by the Remuneration Committee of the Board with reference to her background, qualifications, experience, duties and responsibilities in the Company and the prevailing market conditions and determined by the Board.

Save as disclosed above, Ms. Fong does not (i) hold in the past three years any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) hold any other positions with the Company or any of its subsidiaries; (iii) have any interests in the issued shares of the Company within the meaning of Part XV of the SFO; and (iv) have any other relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company.

Ms. Fong has confirmed that she met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, Ms. Fong has confirmed that there is no other information relating to her which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There is also no further information that needs to be brought to the attention of the Shareholders and the Stock Exchange.

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, a total of 558,245,104 Shares were in issue and fully paid. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 55,824,510 Shares.

## **2. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

The Company is empowered by the Memorandum and Articles and the applicable laws of the Cayman Islands to repurchase its Shares. The Cayman Islands law provides that the amount of capital repaid in connection with a Share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the funds of the Company that would otherwise be legally available for dividend or distribution or out of the share premium account of the Company for such purpose under the laws of the Cayman Islands. Under the Cayman Islands law, the Shares so repurchased will be treated as cancelled and the amount of the Company's issued capital shall be diminished accordingly, but the aggregate amount of authorised share capital will not be reduced so that the Shares may be subsequently re-issued.

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/may not have a material adverse impact on the working capital and/or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 30 June 2024, 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.

**4. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve calendar months preceding the Latest Practicable Date were as follows:

	<b>Lowest</b> <i>HK\$</i>	<b>Highest</b> <i>HK\$</i>
<b>2023</b>		
November	5.32	6.54
December	4.56	6.98
<b>2024</b>		
January	5.29	7.59
February	7.01	8.42
March	7.85	8.46
April	3.85	11.00
May	2.07	5.90
June	3.56	4.60
July	3.36	5.38
August	4.63	5.55
September	3.93	5.00
October (Up to the Latest Practicable Date)	3.60	4.60

**5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

**6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

**7. 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 for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, the Directors were not aware of any Shareholders, or a group of Shareholders acting in concert, who might become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercised the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Dr. Ng Yu ("Dr. Ng") directly held approximately 0.04% and held approximately 70.01% of the total issued share capital of the Company through Neo Tech Inc., a company wholly-owned by Dr. Ng. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the shareholding of Dr. Ng would be increased from approximately 70.05% to approximately 77.84% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to such an extent that the number of Shares in the hands of the public falling below the prescribed minimum percentage (under the Listing Rules) of 25%.

**8. REPURCHASE OF SHARES**

No repurchase of Shares have been made by the Company on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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### INTERNATIONAL GENIUS COMPANY

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 33)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of International Genius Company (the “Company”) will be held at 42/F, China Resources Tower, Nanshan District, Shenzhen, Guangdong Province, China on Friday, 13 December 2024 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification(s), the following resolutions:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and the independent auditor of the Company for the year ended 30 June 2024;
2. (a) To re-elect Dr. He Xiaobin as an executive director of the Company;  
(b) To re-elect Mr. Lo Hang Fong as an independent non-executive director of the Company;  
(c) To re-elect Mr. Wang Jun Sheng as an independent non-executive director of the Company;  
(d) To re-elect Ms. Fong Man Julisa as an independent non-executive director of the Company;  
(e) To authorise the board (the “Board”) of directors (the “Directors”) to fix the remuneration of the Directors;
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the Company’s auditor and to authorise the Board of Directors to fix its remuneration;

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4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company (the “**Issue Mandate**”) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company; (iii) the exercise of any options granted under the share option scheme of the Company; or (iv) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate number of the issued shares of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly;
- (d) the Issue Mandate shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time, including the restrictions for using the Issue Mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmark Price (as defined below) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration; and

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(e) for the purposes of this resolution:

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

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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 any relevant jurisdiction or the requirements of the Stock Exchange); and

“**Benchmarked Price**” means the higher of: (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the Issue Mandate; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and (iii) the date on which the placing or subscription price is fixed.”

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules be and is hereby generally and unconditionally approved;

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- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next AGM of the Company;
  - (ii) the expiration of the period within which the next AGM of the Company is required by the articles of association of the Company or by any applicable laws to be held; and
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued shares of the Company pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of a number representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5, provided that such number shall not exceed 10% of the aggregate number of the issued shares of the Company on the date of the passing of resolution no. 5.”

For and on behalf of the Board of  
**International Genius Company**

**Dr. He Xiaobin**

*Executive Director*

Hong Kong, 31 October 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered office:*

94 Solaris Avenue  
Camana Bay  
PO Box 1348  
Grand Cayman, KY1-1108  
Cayman Islands

*Head office and principal place of business  
in Mainland China:*

42/F, China Resources Tower  
Nanshan District  
Shenzhen  
Guangdong Province  
China

*Notes:*

1. In order to determine the eligibility of shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 9 December 2024 to Friday, 13 December 2024, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 6 December 2024.
2. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him or her to attend and vote on his or her behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the meeting and vote in its stead.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or materially certified copy of such powers of attorney or authority, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned AGM.
4. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
5. A shareholder holding more than one share entitled to attend and vote at the AGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.
6. If a typhoon signal No. 8 or above or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is/are or is/are expected to be in force at any time after 12:00 p.m. on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on the respective websites of the Stock Exchange and the Company to notify the members of the date, time and venue of the rescheduled meetings.