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

If you have sold or transferred all your shares in Confidence Intelligence Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CONFIDENCE INTELLIGENCE HOLDINGS LIMITED

信懋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1967)

PROPOSALS FOR

- (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND REPORTS OF DIRECTORS AND AUDITORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO ISSUE SHARES,
BUY-BACK SHARES AND EXTENSION MANDATE,
AND
NOTICE OF 2024 ANNUAL GENERAL MEETING**

A notice convening the 2024 annual general meeting of the Company (the “2024 AGM”) to be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao’an District, Shenzhen, PRC on Monday, 27 May 2024 at 3:00 p.m. is set out on pages 19 to 23 of this circular. Such form of proxy is also published on the websites of The Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.szxinken.com.

Whether or not you are able to attend the 2024 AGM in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 3:00 p.m. on Saturday, 25 May 2024) before the time appointed for holding the 2024 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 AGM or any adjournment thereof should you so wish.

19 April 2024

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DEFINITIONS

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

“2023 Annual Report”	the annual report of the Company for the financial year ended 31 December 2023 despatched to the Shareholders on 19 April 2024
“2024 AGM”	the 2024 annual general meeting of the Company to be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao’an District, Shenzhen, PRC on Monday, 27 May 2024 at 3:00 p.m. or any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time
“associate(s)”	has the same meaning defined in the Listing Rules
“Audit Committee”	the audit committee of the Board
“Auditors”	the auditors of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning defined in the Listing Rules
“Company”	Confidence Intelligence Holdings Limited (信懋智能控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1967)
“connected person(s)”	has the meaning defined in the Listing Rules
“controlling shareholder”	has the meaning defined in the Listing Rules
“core connected person(s)”	has the meaning defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate

DEFINITIONS

“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
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the 2024 AGM to Directors to exercise all the powers of the Company to allot, issue and deal with Shares up to 20% of the number of issued Shares as at the date of passing such resolution
“Latest Practicable Date”	Friday, 12 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	18 October 2019
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the 2024 AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the number of issued Shares as at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Shenzhen Confidence”	Shenzhen Confidence Intelligence Electronic Co., Ltd.* (深圳信懇智能電子有限公司) (formerly known as Shenzhen Confidence Industries Co. Ltd.* (深圳市信懇實業有限公司)), a company established under the laws of the PRC with limited liability on 23 March 2000 and an indirect wholly-owned subsidiary of the Company which was converted to Shenzhen Confidence Intelligence Electronic Co., Ltd. (a joint stock company with limited liability)* (深圳市信懇智能電子股份有限公司) on 2 December 2015 and listed on NEEQ on 10 May 2016. It was subsequently delisted on 4 December 2018 and converted to a limited liability company on 18 December 2018
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

* *For identification purpose only*

LETTER FROM THE BOARD

CONFIDENCE INTELLIGENCE HOLDINGS LIMITED

信懋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1967)

Executive Directors:

Mr. Li Hao (Chairman and Chief Executive Officer)

Mr. Zhang Bizhong

Mr. Xu Shizhen

Ms. Li Biqiong

Mr. Hao Xiangjun

Registered office in Cayman Islands:

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Independent Non-executive Directors:

Mr. Wong Chun Sek Edmund

Ms. Mu Lingxia

Mr. Huang Jianfei

Principal place of

business in Hong Kong:

Unit 702, 7th Floor

Greenfield Tower

Concordia Plaza

1 Science Museum Road

Tsim Sha Tsui East

Kowloon, Hong Kong

19 April 2024

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR

**(1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND REPORTS OF DIRECTORS AND AUDITORS,**

(2) RE-ELECTION OF RETIRING DIRECTORS,

(3) RE-APPOINTMENT OF AUDITORS,

**(4) GENERAL MANDATES TO ISSUE SHARES,
BUY-BACK SHARES AND EXTENSION MANDATE,**

AND

NOTICE OF 2024 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2024 AGM and to provide you with details of the resolutions to be proposed at the 2024 AGM relating to:

- (a) the adoption of the audited consolidated financial statements and the Reports of the Directors and the Auditors for the year ended 31 December 2023;

LETTER FROM THE BOARD

- (b) the proposed re-election of the retiring Directors;
- (c) the proposed re-appointment of the Auditors;
- (d) the granting of the Issue Mandate to the Directors;
- (e) the granting of the Repurchase Mandate to the Directors; and
- (f) the granting of the Extension Mandate to the Directors.

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2023

The audited consolidated financial statements of the Company for the year ended 31 December 2023 together with the Reports of the Directors and the Auditors, are set out in the 2023 Annual Report which will be sent to the Shareholders together with this circular. The 2023 Annual Report may be viewed and downloaded from the Company's website (www.szxinken.com) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises five Executive Directors, namely Mr. Li Hao (chairman of the Board and chief executive officer of the Company), Mr. Zhang Bizhong, Mr. Xu Shizhen, Ms. Li Biqiong and Mr. Hao Xiangjun; and three Independent Non-executive Directors, namely Mr. Wong Chun Sek Edmund, Ms. Mu Lingxia and Mr. Huang Jianfei.

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting, 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 provided that every Director (including those appointed for a specific term) shall be subject to the retirement by rotation at least once every three years.

Articles 112 of the Articles of Association provides that 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 or as an additional Director. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Mr. Li Hao, Mr. Zhang Bizhong and Ms. Mu Lingxia will retire from office as Directors by rotation at the 2024 AGM and being eligible, offer themselves for re-election at the 2024 AGM.

LETTER FROM THE BOARD

The re-election of Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for Shareholders' approval at the 2024 AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations including but not limited to, race, gender, age, cultural and educational background, professional qualification, skills, knowledge, industry experience and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

In recommending Mr. Li Hao and Mr. Zhang Bizhong to stand for re-election as an Executive Director, and Ms. Mu Lingxia to stand for re-election as Independent Non-executive Directors, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Mr. Li Hao has over 22 years of experience in the electronic engineering and manufacturing industry. He obtained his diploma in industrial electrical automation from Wuhan University of Science and Technology (formerly known as Wuhan Institute of Metallurgy) in July 1993;
- (b) Mr. Zhang Bizhong has over 27 years of experience in the electronic engineering and manufacturing industry. He obtained a diploma in physics from Zhejiang Normal University in July 1988; and
- (c) Ms. Mu Lingxia has above 20 years of experience in corporate governance and management and securities affairs. She graduated from Xi'an Jiaotong University in the PRC majoring in Applied Economics and obtained therefrom a Master Degree in Economics. She also obtained a Master's Degree of Corporate Governance from the Hong Kong Metropolitan University (formerly known as the Open University of Hong Kong). Ms. Mu is an associate of the Chartered Governance Institute and an associate of the Hong Kong Chartered Governance Institute.

The Nomination Committee considered that in view of their diverse and different educational backgrounds and professional knowledge and experience in the respective fields of business management, finance, accounting and corporate governance as mentioned above and as set out in Appendix I to this circular, the appointment of Mr. Li Hao, Mr. Zhang Bizhong and Ms. Mu Lingxia as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board which is appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors. All the Independent Non-executive Directors satisfy the Independence Guidelines set out in the Listing Rules and has provided to the Company annual written confirmation of their independence.

LETTER FROM THE BOARD

At the 2024 AGM, an ordinary resolution will be proposed to re-elect Mr. Li Hao and Mr. Zhang Bizhong as Executive Director, and Ms. Mu Lingxia as Independent Non-executive Directors.

Details of the above mentioned retiring Directors who are subject to re-election at the 2024 AGM are set out in Appendix I to this circular.

4. RE-APPOINTMENT OF THE AUDITORS

Mazars CPA Limited will retire as the Auditors at the 2024 AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Mazars CPA Limited as the Auditors and to hold office until the conclusion of the 2025 annual general meeting of the Company.

5. PROPOSED ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the 2023 annual general of the Company, a general mandate was given to the Directors to exercise the powers of the Company to:

- (a) allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of the proposed resolution;
- (b) repurchase Shares up to 10% of the total number of Shares in issue as at the date of the passing of the proposed resolution; and
- (c) extend to the general mandate to allot, issue and deal with Shares pursuant to paragraph (a) above to include the aggregate number of Shares which may be repurchased pursuant to paragraph (b) above.

The above general mandates will expire at the conclusion of the 2024 AGM and the purpose of this circular is to request the approval of the Shareholders to renew the general mandate as referred to in paragraphs (a), (b) and (c) above in the 2024 AGM to be held on 27 May 2024.

Issue Mandate

At the 2024 AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and otherwise deal with the aggregate number of Shares up to 20% of the issued Shares as at the date of the passing of the proposed resolution (the “**Issue Mandate**”).

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 250,000,000 Shares in issue. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares will be allotted and issued or repurchased prior to the date of the 2024 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 50,000,000 Shares under the Issue Mandate.

Repurchase Mandate

At the 2024 AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares on the Stock Exchange of an aggregate number of Shares up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate (the “**Repurchase Mandate**”).

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased between the Latest Practicable Date and the date of the 2024 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 25,000,000 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

Extension Mandate

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2024 AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by an amount of Shares representing the aggregate number of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares of the Company as at the date of passing the resolution for approving the Repurchase Mandate (the “**Extension Mandate**”).

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2024 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors have no present intention to exercise the Issue Mandate, the Repurchase Mandate and the Extension Mandate (if granted to the Directors at the 2024 AGM).

LETTER FROM THE BOARD

6. CLOSURE OF THE REGISTER OF MEMBERS

The 2024 AGM will be held on Monday, 27 May 2024 at 3:00 p.m. For determining the entitlement to attend and vote at the 2024 AGM, the register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2024 AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the branch share registrar and transfer office of the company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 21 May 2024.

7. 2024 AGM

A notice convening the 2024 AGM is set out on pages 19 to 23 of this circular. The 2024 AGM will be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao'an District, Shenzhen, PRC on Monday, 27 May 2024 at 3:00 p.m., for the purpose of considering and, if thought fit, approving the resolutions as set out therein.

Article 79 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid. An announcement on the poll vote results will be made by the Company after the 2024 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2024 AGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not later than 48 hours (i.e. 3:00 p.m. on Saturday, 25 May 2024) before the time appointed for holding the 2024 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2024 AGM or any adjournment thereof should you so wish.

8. RESPONSIBILITY OF THE DIRECTORS

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 Company. 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.

LETTER FROM THE BOARD

9. RECOMMENDATION

At the 2024 AGM, ordinary resolutions will be proposed to approve, among other matters, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; the re-election of retiring Directors and the re-appointment of Auditors.

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of retiring Directors, and the re-appointment of the Auditors are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such buy-back of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2024 AGM.

10. GENERAL INFORMATION

In the event of inconsistency, the English version of this circular shall prevail over the Chinese.

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

Yours faithfully,
By order of the Board
Confidence Intelligence Holdings Limited
Li Hao
Chairman

The biographical details of the retiring Directors eligible for re-election at the 2024 AGM are set out as follows:

EXECUTIVE DIRECTOR

Mr. Li Hao (李浩) (“**Mr. Li**”), aged 52, is an executive Director, chairman of the Board and chief executive officer of our Group and the cousin of Mr. Xu Shizhen. Mr. Li joined our Group in March 2000 and has over 23 years of experience in the electronic engineering and manufacturing industry. He is primarily responsible for the overall strategic planning and business development and overseeing the daily operation of our Group. Mr. Li obtained his diploma in industrial electrical automation from Wuhan University of Science and Technology (formerly known as Wuhan Institute of Metallurgy) in July 1993. He further completed a top-up degree in electronic and information technology from University of Electronic Science and Technology of China in January 2019 through online studies. From July 1993 to March 1996, Mr. Li worked as a sales manager in Shenzhen International Business Data Co., Ltd.* (深圳國際商業數據有限公司). From April 1996 to July 1998, Mr. Li Hao worked as a sales manager in Shenzhen Tefa Songli Electronic Industry Co., Ltd.* (深圳特發松立電子實業有限公司), an electronic products manufacturer. He then worked in Shenzhen Bolinshijia Modern Households Co., Ltd.* (深圳市柏林世家現代家居用品有限公司) (formerly known as Shenzhen Xinwei Industry Co., Ltd.* (深圳市信維實業有限公司)), a household products trader, as a deputy general manager from August 1998 to February 2000. He has been the director and general manager of Shenzhen Confidence and Xinzhi (Shenzhen) Electronic co., Ltd.* (信智(深圳)電子有限公司) (the “Xinzhi Shenzhen”) since March 2000 and March 2019, respectively. From April 2017 to September 2021, he has been the director of Confidence Intelligence, Inc. He also been the director of New Trive Limited and New Trive (HK) Limited (新銳志(香港)有限公司) since January 2019 and January 2019, respectively.

Mr. Li Hao has entered into a service agreement with the Company as Executive Director for a period of three years commencing from the Listing Date and will continue thereafter. Mr. Li Hao is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Li Hao is entitled to an annual remuneration of approximately RMB1,156,000 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Mr. Li’s remuneration is recommended by the Remuneration Committee and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and his performance. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association.

Saved as disclosed above, (i) Mr. Li Hao has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Li Hao has not held any other positions in the Company and other members of the Group; and (iii) Mr. Li Hao does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

* For identification purpose only

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Save as disclosed on page 17 of this circular, as at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Li Hao did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Li Hao's re-election.

Mr. Zhang Bizhong (張必鍾) ("Mr. Zhang"), aged 58, is an executive Director of our Company. Mr. Zhang joined our Group in February 2002 and has over 28 years of experience in the electronic engineering and manufacturing industry. He is primarily responsible for overseeing sales and operations of our Group. Mr. Zhang obtained his diploma in physics from Zhejiang Normal University in July 1988. From February 1990 to August 1992, Mr. Zhang worked as a production engineer in Lianguang Electronics and Plastics (Shenzhen) Co., Ltd* (聯光電子塑膠(深圳)有限公司), an electronic products manufacturer. He then joined Shenzhen Dinghan Electronics Technology Co., Ltd.* (深圳鼎漢電子技術有限公司), an electronic technology service provider, as a production manager from September 1992 to October 1995. He then worked in Shenzhen Bao'an Tongbang Electronics Co., Ltd.* (深圳市寶安桐邦電子有限公司), a PCBA manufacturer, as a factory head from November 1995 to February 2002. He has been the deputy general manager of Shenzhen Confidence since February 2002 and has been appointed as a director since December 2015. He also has been the manager of Chongqing Xinken Technology Company Limited* (重慶信懇科技有限公司), a non-wholly owned subsidiary of the Group, since October 2020.

Mr. Zhang Bizhong has entered into a service agreement with the Company as Executive Director for a period of three years commencing from the Listing Date and will continue thereafter. Mr. Zhang Bizhong is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Zhang Bizhong is entitled to an annual remuneration of approximately RMB873,000 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Mr. Zhang's remuneration is recommended by the Remuneration Committee and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and his performance. His appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association.

Saved as disclosed above, (i) Mr. Zhang Bizhong has not held any other directorships in any public companies which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Zhang Bizhong has not held any other positions in the Company and other members of the Group; and (iii) Mr. Zhang Bizhong does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

* For identification purpose only

Save as disclosed on page 17 of this circular, as at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Mr. Zhang Bizhong did not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Zhang Bizhong's re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Mu Lingxia (慕凌霞) ("Ms. Mu"), aged 53, was appointed as an independent non-executive Director of the Company since 18 October 2021. She is the Chairman of the Remuneration Committee, a member of the Nomination Committee and the Audit Committee of the Group. She is responsible for providing independent advice to the Board. She has above 20 years of experience in corporate governance and management and securities affairs. From June 1992 to April 2003, Ms. Mu had served in different positions at Shenzhen Overglobe Development Company Limited* (深圳市中僑發展股份有限公司), including secretary of the board of directors and representative of securities affairs. Starting from 2003, she had served at Shenzhen Neptunus Bio-engineering Company Limited* (深圳市海王生物工程股份有限公司) (Shenzhen Stock Exchange: 000078) as manager of the office of the board and representative of securities affairs, until April 2016. During the period from April 2016 to September 2021, Ms. Mu (i) joined Shenzhen Neptunus Interlong Bio-technique Company Limited* (深圳市海王英特龍生物技術股份有限公司) (Stock Exchange: 8329) and served in various offices, such as vice general manager, company secretary, board secretary, financial controller and authorized representative, and (ii) subsequently worked at the company's subsidiary, Fuzhou Neptunus Fuyao Pharmaceutical Company Limited* (福州海王福藥製藥有限公司), as an executive director and vice general manager. In October 2021, Ms. Mu commenced her position as a partner at Shenzhen Value Online Consulting Co., Ltd.* (深圳價值在線諮詢顧問有限公司). Ms. Mu graduated from Xi'an Jiaotong university in the PRC majoring in Applied Economics and obtained therefrom a Master Degree in Economics. She subsequently obtained a Master's Degree of Corporate Governance from the Hong Kong Metropolitan University (formerly known as the Open University of Hong Kong). Ms. Mu is an associate of the Chartered Governance Institute and an associate of the Hong Kong Chartered Governance Institute. She has also obtained the Certificate of Qualification of Board Secretary* (董事會秘書資格證書) issued by the Shenzhen Stock Exchange, the Qualification of Securities Practice* (證券業從業人員資格) issued by the Securities Association of China, and the Certificate of Accounting Professional issued by the Bureau of Finance of Nanshan District, Shenzhen* (南山區財政局).

* For identification purpose only

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Ms. Mu Lingxia has entered into a letter of appointment with the Company as Independent Non-executive Director for an initial term of one year commencing from 18 October 2021. Ms. Mu Lingxia is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Ms. Mu Lingxia Edmund is entitled to an annual director's fee of HK\$120,000. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy.

Other than disclosed above, Ms. Mu Lingxia has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Ms. Mu Lingxia does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date and according to the information received by the Company pursuant to Part XV of the SFO, Ms. Mu Lingxia does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Company has received from Ms. Mu Lingxia a confirmation of her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Ms. Mu Lingxia is independent.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Ms. Mu Lingxia's re-election.

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

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 250,000,000. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the 2024 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 25,000,000 Shares, representing 10% of the number of issued Shares as at the date of passing the resolution.

REASONS FOR REPURCHASE

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

FUNDING OF REPURCHASE

Repurchase by the Company must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the applicable laws and regulations of the Cayman Islands and the Listing Rules. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

IMPACT OF REPURCHASE

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 31 December 2023, being the date of the Company's latest published audited consolidated financial statements. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

DIRECTORS' INTENTION TO SELL SHARES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell Shares to the Company or its subsidiaries.

DIRECTORS' UNDERTAKING

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 and the applicable laws of the Cayman Islands.

CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a Director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates, and a core connected person (as defined in the Listing Rules) is prohibited from knowingly selling his/her/its securities of the Company to the Company.

As at the Latest Practicable Date, no core connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a securities repurchase 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code and the provision may apply as a result of any such increase.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the Shares then in issue:

Name of Shareholder	Nature of interest	Number of Shares held/ interested ⁽¹⁾	Approximate % of the total number of Shares in issue	Approximate % of the total number of Shares in issue should the Repurchase Mandate be exercised in full
Skyflying Company Limited	Beneficial owner	99,881,250 (L)	39.95%	44.39%
Mr. Li Hao	Interest in a controlled corporation ⁽²⁾	99,881,250 (L)	39.95%	44.39%
Realtime Limited	Beneficial owner	27,543,750 (L)	11.02%	12.24%
Mr. Zhang Bizhong	Interest in a controlled corporation ⁽³⁾	27,543,750 (L)	11.02%	12.24%
Ms. Chen Juan	Interest of spouse ⁽⁴⁾	27,543,750 (L)	11.02%	12.24%

Notes:

- (1) The letter “L” denotes the person’s long position in the Shares.
- (2) Skyflying Company Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Li Hao. Mr. Li Hao is also the sole director of Skyflying Company Limited. Therefore, Mr. Li Hao is deemed or taken to be interested in all the Shares held by Skyflying Company Limited under the SFO.
- (3) Realtime Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Zhang Bizhong. Mr. Zhang Bizhong the sole director of Realtime Limited. Therefore, Mr. Zhang Bizhong is deemed or taken to be interested in all the Shares held by Realtime Limited under the SFO.
- (4) Ms. Chen Juan is the spouse of Mr. Zhang Bizhong. Accordingly, Ms. Chen Juan is deemed or taken to be interested in all the Shares held by Mr. Zhang Bizhong under the SFO.

On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will result in Mr. Li Hao and Skyflying Company Limited becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25% of the total issued share capital of the Company, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during in each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	27.10	21.10
May	28.50	19.20
June	25.00	14.72
July	20.90	1.65
August	1.95	0.64
September	0.83	0.50
October	0.73	0.41
November	0.46	0.37
December	0.43	0.35
2024		
January	0.40	0.25
February	0.33	0.25
March	0.37	0.24
April (<i>up to the Latest Practicable Date</i>)	0.32	0.26

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

CONFIDENCE INTELLIGENCE HOLDINGS LIMITED

信懇智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1967)

NOTICE IS HEREBY GIVEN that the 2024 annual general meeting (the “**2024 AGM**”) of Confidence Intelligence Holdings Limited (the “**Company**”) will be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao’an District, Shenzhen, PRC on Monday, 27 May 2024 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023 and the Reports of the Directors (the “**Directors**”) and Auditors of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Li Hao as an Executive Director;
 - (b) To re-elect Mr. Zhang Bizhong as an Executive Director;
 - (c) To re-elect Ms. Mu Lingxia as an Independent Non-Executive Director; and
 - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Mazars CPA Limited as the Auditors of the Company and to authorise the Board to fix its remuneration.

To consider and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“**Shares**”) or securities convertible into the Shares, options, warrants or similar

NOTICE OF 2024 ANNUAL GENERAL MEETING

rights to subscribe for any Shares, and to make or grant offers, agreements or options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into the Shares) which might require the exercise of aforesaid powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) and (b) of this resolution, otherwise than pursuant to:
 - i. a Rights Issue (as hereinafter defined); or
 - ii. any issue of Shares upon exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into the Shares; or
 - iii. the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - iv. any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares pursuant to the articles of association of the Company in force from time to time,

shall not in total exceed 20% of the aggregate number of Shares in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

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- iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing or varying of the authority set out in this resolution.

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion 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 any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the articles of association of the Company and all applicable laws of the Cayman Islands and/or other applicable laws in this regards, be and the same is hereby generally and unconditional approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate number of the Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;

NOTICE OF 2024 ANNUAL GENERAL MEETING

- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
 - iii. the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, renewing and varying the authority set out in this resolution.”
6. “**THAT** conditional upon the passing of Resolutions numbered 4 and 5 set out in the notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors to allot, issue or otherwise deal with additional Shares pursuant to Resolution numbered 4 above of which this resolution forms part be and is hereby extended by the addition thereto of the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company under the authority granted pursuant to the Resolution numbered 5 above, provided that such number of Shares so repurchased by the Company shall not exceed 10% of aggregate number of issued Shares as at the date of passing of this resolution.”

By order of the Board
Confidence Intelligence Holdings Limited
Li Hao
Chairman

Hong Kong, 19 April 2024

Notes:

- (1) Any member of the Company entitled to attend and vote at the 2024 AGM shall be entitled to appoint another person as its/his/her proxy to attend and vote instead of it/him/her and so appointed shall have the same right as the member to speak at the meeting. A member who is the holder of two or more Shares may appoint one or more proxies to attend and vote instead of it/him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the 2024 AGM is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged with Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours (i.e. 3:00 p.m. on Saturday, 25 May 2024) before the time appointed for holding the 2024 AGM or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the 2024 AGM or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such Share shall be accepted to exclusion of the votes of the other joint holders.

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- (6) The register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the 2024 AGM, all transfers accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the branch share registrar and transfer office of the company in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 21 May 2024.
- (7) As at the date of this notice, the Executive Directors are Mr. Li Hao, Mr. Zhang Bizhong, Mr. Xu Shizhen, Ms. Li Biqiong and Mr. Hao Xiangjun, and the Independent Non-executive Directors are Mr. Wong Chun Sek Edmund, Ms. Mu Lingxia and Mr. Huang Jianfei.