
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 懇 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 2025 ANNUAL GENERAL MEETING

A notice convening the 2025 annual general meeting of the Company (the “**2025 AGM**”) to be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao'an District, Shenzhen, PRC on Friday, 27 June 2025 at 11:00 a.m. is set out on pages 20 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 2025 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. 11:00 a.m. on Wednesday, 25 June 2025) before the time appointed for holding the 2025 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 2025 AGM or any adjournment thereof should you so wish.

28 April 2025

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DEFINITIONS

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

“2024 Annual Report”	the annual report of the Company for the financial year ended 31 December 2024 despatched to the Shareholders on 28 April 2025
“2025 AGM”	the 2025 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 Friday, 27 June 2025 at 11:00 a.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 2025 AGM to Directors to exercise all the powers of the Company to allot, issue and deal with Shares (including any sale or transfer of treasury shares) up to 20% of the number of issued Shares (excluding treasury shares) as at the date of passing such resolution
“Latest Practicable Date”	Wednesday, 16 April 2025, 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 2025 AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the number of issued Shares (excluding treasury 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.* (深圳信懋智能電子有限公司) (formerly known as Shenzhen Confidence Industries Co. Ltd.* (深圳市信懋實業有限公司)), 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)* (深圳市信懋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
“treasury shares”	has the meaning ascribed to this term under the Listing Rules
“%”	per cent

* *For identification purpose only*

LETTER FROM THE BOARD

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)

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

Principal place of business

in Hong Kong:

Unit 1705, 17/F

Strand 50

50 Bonham Strand

Sheung Wan

Hong Kong

Independent Non-executive Directors:

Mr. Chow Kit Ting

Ms. Mu Lingxia

Mr. Huang Jianfei

28 April 2025

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 2025 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2025 AGM and to provide you with details of the resolutions to be proposed at the 2025 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 2024;

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 2024

The audited consolidated financial statements of the Company for the year ended 31 December 2024 together with the Reports of the Directors and the Auditors, are set out in the 2024 Annual Report which will be sent to the Shareholders together with this circular. The 2024 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. Chow Kit Ting, 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, Ms. Li Biqiong, Mr. Hao Xiangjun, Mr. Huang Jianfei and Mr. Chow Kit Ting will retire from office as Directors by rotation at the 2025 AGM and being eligible, offer themselves for re-election at the 2025 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 2025 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 Ms. Li Biqong and Mr. Hao Xiangjun to stand for re-election as an Executive Director, and Mr. Huang Jianfei and Mr. Chow Kit Ting 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) Ms. Li Biqong joined our Group since November 2009 and has above 20 years of experience in the electronic engineering and manufacturing industry;
- (b) Mr. Hao Xiangjun has more than 26 years of experience in the fields of economics and finance. He obtained a Bachelor's Degree from the Northeastern School of Heavy Machinery* (東北重型機械學院) majoring in mechanical engineering in 1982 and a Master's Degree of Mechanical Engineering from the Harbin Institute of Technology* (哈爾濱工業大學) in 2001. He also obtained a Doctor of Business Administration Degree from the United Business Institutes in 2016 in the United States of America and Executive Doctor of Business Administration Degree from Lincoln University in the United States of America in the same year;
- (c) Mr. Huang Jianfei has more than 10 years of experience in the technology industry and business management. He graduated in July 1991 from the Tiangong University (天津工業大學) in the PRC majoring in chemistry. He later obtained a Master of Business Administration from the Hong Kong Polytechnic University in April 1994; and
- (d) Mr. Chow Kit Ting has more than 17 years of experience in the fields of auditing, accounting, corporate finance, compliance and company secretarial. Mr. Chow obtained a bachelor's degree of commerce in accounting from Macquarie University, Australia and an executive master's degree of business administration from The Chinese University of Hong Kong. He was accredited as a Certified Public Accountant in CPA Australia and as a member of the Hong Kong Institute of Certified Public Accountants.

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 Ms. Li Biqong and Mr. Hao Xiangjun, Mr. Huang Jianfei and Mr. Chow Kit Ting 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.

LETTER FROM THE BOARD

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.

At the 2025 AGM, an ordinary resolution will be proposed to re-elect Ms. Li Biqong and Mr. Hao Xiangjun as Executive Director, and Mr. Huang Jianfei and Mr. Chow Kit Ting as Independent Non-executive Directors.

Details of the above mentioned retiring Directors who are subject to re-election at the 2025 AGM are set out in Appendix I to this circular.

4. RE-APPOINTMENT OF THE AUDITORS

Reference is made to the Company's announcement dated 27 September 2024. On 27 September 2024, Mazars CPA Limited has resigned as the auditor of the Company with effect from 27 September 2024 and the Company has appointed Conpak CPA Limited to fill the causal vacancy following the resignation of Mazars CPA Limited and to hold office until the conclusion of the forthcoming AGM.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Conpak CPA Limited as the Auditors and to hold office until the conclusion of the 2026 annual general meeting of the Company.

5. PROPOSED ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the 2024 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 2025 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 2025 AGM to be held on 27 June 2025.

LETTER FROM THE BOARD

Issue Mandate

At the 2025 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 (including any sale or transfer of treasury shares) up to 20% of the issued Shares (excluding treasury shares) as at the date of the passing of the proposed resolution (the “**Issue Mandate**”).

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 2025 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 2025 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 (excluding treasury 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 2025 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 2025 AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares (including any sale or transfer of treasury 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 (excluding treasury shares) of the Company as at the date of passing the resolution for approving the Repurchase Mandate (the “**Extension Mandate**”).

LETTER FROM THE BOARD

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 2025 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 2025 AGM).

6. CLOSURE OF THE REGISTER OF MEMBERS

The 2025 AGM will be held on Friday, 27 June 2025 at 11:00 a.m. For determining the entitlement to attend and vote at the 2025 AGM, the register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2025 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 Monday, 23 June 2025.

7. 2025 AGM

A notice convening the 2025 AGM is set out on pages 20 to 23 of this circular. The 2025 AGM will be held at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao'an District, Shenzhen, PRC on Friday, 27 June 2025 at 11:00 a.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 2025 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2025 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. 11:00 a.m. on Wednesday, 25 June 2025) before the time appointed for holding the 2025 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 2025 AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

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.

9. RECOMMENDATION

At the 2025 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 2025 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

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

The biographical details of the retiring Directors eligible for re-election at the 2025 AGM are set out as follows:

EXECUTIVE DIRECTOR

Ms. Li Biqiong (李碧琼) (“Ms. Li”), aged 52, is an executive director of the Company and the human resource director of the Group. She joined our Group since November 2009 and has above 20 years of experience in the electronic engineering and manufacturing industry. She is mainly responsible for the administration and human resources affairs of the Group. Ms. Li graduated from Sichuan Xichong Yixing High School* (四川西充縣義興中學) in 1991. From February 1991 to September 2003, Ms. Li had worked at Huagao Wangshi Technology (Shenzhen) Co., Ltd.* (華高王氏科技(深圳)有限公司) as the supervisor of the Quality Control Department, mainly responsible for overall quality control management. From October 2003 to June 2004, Ms. Li had worked at Shenzhen Yudafu Electronics Co., Ltd.* (深圳市裕達富電子有限公司) as the supervisor of the Manufacturing Department, mainly responsible for the overall management and planning of production activities. From July 2004 to May 2007, she had worked at Shenzhen Jinyuantong Electronics Co., Ltd.* (深圳市金源通電子有限公司) as the supervisor of the Quality Control Department, mainly responsible for overall quality control management. She subsequently joined Shenzhen Juji Electronics Co., Ltd.* (深圳市巨基電子有限公司) from June 2007 to May 2008 as a manager of the Manufacturing Department, mainly responsible for the overall management and planning of production activities. After that, from June 2008 to October 2009, Ms. Li had worked at Dongguan Ruiping Electronics Co., Ltd.* (東莞市銳屏電子有限公司) as the supervisor of the Sales Department, mainly responsible for handling customer orders and sales matters. Since November 2009, Ms. Li has joined our Group and served in various positions, including as manager of the Administration Department, mainly responsible for administration and human resources affairs. She is also the chairman of the board of supervisors of Shenzhen Confidence Intelligence Electronic Co., Ltd.* (深圳信懋智能電子有限公司) and the supervisor of Chongqin Xinken Technology Limited* (重慶信懋科技有限公司) and Anhui Xinken Information Technology Company Limited* (安徽信懋信息科技有限公司), our subsidiaries.

Ms. Li Biqiong has entered into a letter of appointment with the Company as Executive Director for an initial term of one year commencing from 18 October 2021 and continued thereafter. Ms. Li Biqiong 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. Li Biqiong is entitled to an annual remuneration of approximately RMB250,000 (excluding payment pursuant to any discretionary benefits or bonus, granting of share options or other fringe benefits) payable by the Company. Ms. 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 her performance. Her appointment is subject to the provisions of retirement by rotation of Directors under the Articles of Association.

* For identification purpose only

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Saved as disclosed above, (i) Ms. Li Biqiong 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) Ms. Li Biqiong has not held any other positions in the Company and other members of the Group; and (iii) Ms. Li Biqiong 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. Li Biqiong 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 Ms. Li Biqiong's re-election.

Mr. Hao Xiangjun (郝相君), aged 65, is an Executive Director. Mr. Hao joined the Group in April 2022 and has more than 26 years of experience in the fields of economics and finance. From March 1987 to August 1989, he was a deputy director of the Information Center Editorial Office at the Harbin Economic Commission* (哈爾濱市經濟委員會). He subsequently joined Harbin Planning Commission* (哈爾濱市計劃委員會) as a director of the Dispatch Office in the same month and left in October 1991. From October 1991 to December 1994, he was a deputy director of the General Affairs Department at the Harbin Economic Committee of the Communist Party of China* (中共哈爾濱市經濟委員會). He then joined the Communist Party of China's policy Research Office of the Harbin Municipal Committee* (中共哈爾濱市委政策研究室) as a director of the second division in December 1994 and was promoted as an assistant inspector and subsequently as deputy director, before he left in December 2000. In January 2001, he joined Shanghai Shenyin Wanguo Securities Research Institute Limited* (上海申銀萬國證券研究所有限公司) as a director of the General Office and left in November 2004. From December 2004 to April 2009, he joined Shanghai Financial Working Committee of the Communist Party of China* (中共上海市金融工作委員會) and his last held position was deputy director of the office of the committee, after which he joined the Shanghai Financial Industry Federation* (上海金融業聯合會) as the secretary general in April 2009 until April 2019. He has also been a deputy director at Shanghai Institute of Technology and Finance of Shanghai University* (上海大學上海科技金融研究所) since December 2013. Mr. Hao obtained a Bachelor's Degree from the Northeastern School of Heavy Machinery* (東北重型機械學院) majoring in mechanical engineering in 1982 and a Master's Degree of Mechanical Engineering from the Harbin Institute of Technology* (哈爾濱工業大學) in 2001. He also obtained a Doctor of Business Administration Degree from the United Business Institutes in 2016 in the United States of America and Executive Doctor of Business Administration Degree from Lincoln University in the United States of America in the same year.

* For identification purpose only

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Mr. Hao Xiangjun has entered into a letter of appointment with the Company as Executive Director for a period of one year commencing from 1 April 2022 and continued thereafter. Mr. Hao Xiangjun 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. Hao Xiangjun is entitled to an annual remuneration of HK\$120,000 (inclusive of salaries and director's fees) and a discretionary performance bonus. Mr. Hao'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. Hao Xiangjun 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. Hao Xiangjun has not held any other positions in the Company and other members of the Group; and (iii) Mr. Hao Xiangjun 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, Mr. Hao Xiangjun 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. Hao Xiangjun's re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Huang Jianfei (黃劍非), aged 55, was appointed as an Independent Non-executive Director of the Company on 19 October 2022. He is the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Huang has more than 10 years of experience in the technology industry and business management. From January 2000 to July 2005, Mr. Huang worked as a marketing manager at Shenzhen Hengpeng Technology Development Company Limited* (深圳市恒朋科技開發有限公司) (“**Shenzhen Hengpeng**”). In April 2015, Mr. Huang rejoined Shenzhen Hengpeng as a vice general manager responsible for business planning and marketing management. He subsequently left the company in July 2018. In November 2019, Mr. Huang took the position of director of Guangdong BeiDou Mobile IOT Industry Institute (廣東省北斗移動物聯網產業研究院). Mr. Huang graduated in July 1991 from the Tiangong University (天津工業大學) in the PRC majoring in chemistry. He later obtained a Master of Business Administration from the Hong Kong Polytechnic University in April 1994.

* For identification purpose only

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

Mr. Huang Jianfei has entered into a letter of appointment with the Company as Independent Non-executive Director for an initial term of one year commencing from 19 October 2022 and continued thereafter. Mr. Huang Jianfei 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. Huang Jianfei 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, Mr. Huang Jianfei has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Mr. Huang Jianfei 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, Mr. Huang Jianfei 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 Mr. Huang Jianfei a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Huang Jianfei 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 Mr. Huang Jianfei's re-election.

Mr. Chow Kit Ting (周傑霆), aged 39, was appointed as an independent non-executive Director, the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee on 11 December 2024. Mr. Chow has more than 17 years of experience in the fields of auditing, accounting, corporate finance, compliance and company secretarial. Mr. Chow worked for an international accounting firm and various private or listed companies as financial controller and company secretary. Mr. Chow obtained a bachelor's degree of commerce in accounting from Macquarie University, Australia and an executive master's degree of business administration from The Chinese University of Hong Kong. He was accredited as a Certified Public Accountant in CPA Australia and as a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chow previously worked in audit department in Deloitte Touche Tohmatsu from September 2007 to March 2015 and last held the position of manager. Mr. Chow was the financial controller and company secretary of Link Holdings Limited (華星控股有限公司), a company listed on GEM Board of the Stock Exchange (Stock Code: 8237) from March 2015 to January 2016. He has been the financial controller and company secretary of Kin Shing Holdings Limited (建成控股有限公司), a company listed on Main Board of the Stock Exchange (Stock Code: 1630) from February 2016 to August 2018. He has been the financial controller of a private company, HY Technology Holding Limited from August 2018 to December 2019 and re-designated to Hua Yu (S) Pte. Ltd. since January 2020 till December 2020. He has also been the financial controller of Chunlin Group Limited, a

APPENDIX I PARTICULARS OF RETIRING DIRECTORS FOR RE-ELECTION

subsidiary of InvesTech Holdings Limited (威訊控股有限公司) which is listed on Main Board of the Stock Exchange (Stock Code: 1087) from July 2020 to September 2024. Mr. Chow has been the company secretary of InvesTech Holdings Limited and Plus Group Holdings Inc. (普樂師集團控股有限公司) which is listed on Main Board of the Stock Exchange (Stock Code: 2486) since January 2023 and July 2022 respectively. From August 2018 to July 2021, Mr. Chow worked as an independent non-executive director at USPACE Technology Group Limited (洲際航天科技集團有限公司), formerly known as Hong Kong Aerospace Technology Group Limited (香港航天科技集團有限公司), a company whose shares are listed on the Hong Kong Stock Exchange since August 2018 (Stock Code: 1725). He has also been acting as an independent non-executive director of Star Shine Holdings Group Limited (應星控股集團有限公司), formerly known as Deyun Holding Ltd. (德運控股有限公司), a company whose shares are listed on the Hong Kong Stock Exchange since January 2021 (Stock Code: 1440).

Mr. Chow has entered into a letter of appointment with the Company as Independent Non-executive Director for an initial term of three year commencing from 11 December 2024. Mr. Chow will hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting, and thereafter be subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr. Chow 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, Mr. Chow has not held any directorships in any other public companies in the past three years. Save as disclosed in this circular, Mr. Chow 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, Mr. Chow 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 Mr. Chow a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers Mr. Chow 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 Mr. Chow'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 2025 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 (excluding treasury 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 2024, 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.

INTENTION STATEMENT REGARDING SHARE BUY-BACK

Subject to the applicable requirements under the Listing Rules, the Company may cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares, subject to, for example, market conditions and its capital management needs at the relevant time of the buy-backs. Should the Company decide to hold Shares bought back as treasury shares, the Company will, upon completion of the Share buy-back, withdraw the Shares bought back from CCASS and register the treasury shares in the Company's name in the register of members of the Company.

The Company may re-deposit its treasury shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it should complete the resale as soon as possible. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to Hong Kong

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS pending resale; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury shares from CCASS, and either re-register them in the Company's name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	0.31	0.24
May	0.32	0.26
June	0.34	0.25
July	0.32	0.25
August	0.30	0.20
September	0.28	0.22
October	0.76	0.28
November	0.43	0.35
December	0.40	0.34
2025		
January	0.40	0.28
February	0.50	0.31
March	0.43	0.30
April (<i>up to the Latest Practicable Date</i>)	0.38	0.29

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 2025 annual general meeting (the “**2025 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 Friday, 27 June 2025 at 11:00 a.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 2024 and the Reports of the Directors (the “**Directors**”) and Auditors of the Company for the year ended 31 December 2024.
2.
 - (a) To re-elect Ms. Li Biqiong as an Executive Director;
 - (b) To re-elect Mr. Hao Xiangjun as an Executive Director;
 - (c) To re-elect Mr. Huang Jianfei an Independent Non-Executive Director;
 - (d) To re-elect Mr. Chow Kit Ting as an Independent Non-Executive Director; and
 - (e) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Conpak 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 (including any sale or transfer of treasury shares) of the Company (“**Shares**”) or securities convertible into the Shares, options, warrants or similar rights to subscribe for any Shares,

NOTICE OF 2025 ANNUAL GENERAL MEETING

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 (excluding treasury 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
- 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.

NOTICE OF 2025 ANNUAL GENERAL MEETING

“**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 (excluding treasury 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;
 - 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.”

NOTICE OF 2025 ANNUAL GENERAL MEETING

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 (excluding treasury shares) as at the date of passing of this resolution.”

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

Hong Kong, 28 April 2025

Notes:

- (1) Any member of the Company entitled to attend and vote at the 2025 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 2025 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. 11:00 a.m. on Wednesday, 25 June 2025) before the time appointed for holding the 2025 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 2025 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.
- (6) The register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the 2025 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 Monday, 23 June 2025.
- (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. Chow Kit Ting, Ms. Mu Lingxia and Mr. Huang Jianfei.