

i-CONTROL HOLDINGS LIMITED

超智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8355)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 23 JULY 2015

I/We (Note 1) _____
of (Note 1) _____
being the registered holder(s) of (Note 2) _____
ordinary shares (the “Shares”) of HK\$0.01 each in the capital of i-Control Holdings Limited (the “Company”) HEREBY APPOINT THE
CHAIRMAN OF THE MEETING, or failing him of (Note 3) _____
of (Note 3) _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at 10:00 a.m. on Thursday,
23 July 2015 at Empire Room 1, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong (or at any adjournment thereof) (the “AGM”) to vote for
me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit.
My/our proxy will also be entitled to vote on any matter properly put to the AGM in such manner as he/she thinks fit.

| ORDINARY RESOLUTIONS (Note 4) | | FOR (Note 5) | AGAINST (Note 5) |
|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------------|
| 1. | To receive and consider the audited combined financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2015. | | |
| 2. | (a) To re-elect Mr. Tong Sai Wong as an executive Director. | | |
| | (b) To re-elect Mr. Chan Wing Yiu as an executive Director. | | |
| | (c) To re-elect Mr. Chan Wing Lun as an executive Director. | | |
| 3. | To authorize the board (the “Board”) of Directors to fix the remuneration of the Directors. | | |
| 4. | To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration. | | |
| 5. | A. To grant a general mandate to the Board to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate nominal value of the issued shares capital of the Company as at the date of passing of this resolution. | | |
| | B. To grant a general mandate to the Board to repurchase shares of the Company not exceeding 10% of the aggregate nominal value of issued shares capital of the Company as at the date of passing of this resolution. | | |
| | C. To extend, conditional upon the above resolutions nos. 5A and 5B being duly passed, the general mandate to allot shares of the Company by adding the aggregate nominal value of the repurchased shares to the general mandate. | | |

Date: _____ Shareholder’s Signature (Note 6) : _____

Notes:

1. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
3. A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish to appoint any person other than the Chairman of the meeting as your proxy, please delete the words “ THE CHAIRMAN OF THE MEETING or” and insert the name and address of the person appointed as proxy in the space provided.
4. The description of ordinary resolutions is by way of summary only. The full text appears in the notice of the AGM.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK (“✓”) THE BOX(ES) MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE TICK (“✓”) THE BOX(ES) MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy(ies) to cast his/their vote(s) or abstain from voting at his/their discretion. A proxy will also be entitled to vote at his discretion or abstain from voting on any resolution properly put to the meeting other than those set out in the notice of AGM (including amendments to resolutions which may be properly put to the meeting).
6. This form of proxy must be signed by you or your attorney duly authorized in writing, or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorized.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power of attorney or authority), must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for the holding of the AGM (or any adjourned meeting thereof).
8. Where there is joint holding of any Share(s), any joint holder may vote at the AGM, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the joint holders so present whose name stands first on the register of members of the Company in respect of such share(s) will alone be entitled to vote in respect thereof.
9. Any alteration made to this form of proxy should be initialed by the person who signs the form.
10. Completion and deposit of this form of proxy will not preclude you from attending and voting at the AGM in person (or any adjourned meeting thereof) should you so wish.
11. Shareholders or their proxies attending the meeting shall produce their identity documents.