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## **i-CONTROL HOLDINGS LIMITED**

**超智能控股有限公司**

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

**(Stock Code: 8355)**

### **FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 30 JUNE 2016**

#### **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*This announcement, for which the directors (the “**Directors**”) of i-Control Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (collectively refer to as the “**Group**”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated results of the Group for the three months ended 30 June 2016 (the “**Period**”), together with the comparative unaudited figures for the corresponding period in 2015 as follows:

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

*For the three months ended 30 June 2016*

	Notes	Three months ended 30 June	
		2016 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)
Revenue	3	23,999	27,791
Cost of inventories sold		(14,155)	(14,011)
Staff cost		(6,549)	(4,468)
Depreciation		(786)	(432)
Other income	3	177	31
Other operating expenses		(1,585)	(6,894)
Finance costs		(281)	(321)
Profit before taxation		820	1,696
Income tax expense	5	(280)	(1,160)
Profit for the period		<b>540</b>	536
Attributable to:			
Owners of the Company		540	661
Non-controlling interests		–	(125)
		<b>540</b>	536
Profit for the period		<b>540</b>	536
Other comprehensive income (expenses)			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translating a foreign operation		(64)	–
Total comprehensive income for period		<b>476</b>	536
Total comprehensive income (expense) attributable to:			
Owners of the Company		476	661
Non-controlling interests		–	(125)
		<b>476</b>	536
Earnings per share			
Basic and diluted	7	<b>HK0.05 cents</b>	HK0.08 cents

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2016

	Attributable to the owners of the Company						Non-controlling interests	Total
	Share capital	Share premium	Merger reserve	Translation reserve	Retained profits	Subtotal		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2015 (audited)	8	-	10,817	(107)	11,120	21,838	2,025	23,863
Profit/(Loss) and total comprehensive income (expenses) for the period	-	-	-	-	661	661	(125)	536
Issuance of shares	7	-	-	-	-	7	-	7
Issuance of ordinary shares in connection with the listing (note a)	2,500	87,500	-	-	-	90,000	-	90,000
Capitalisation issue (note b)	7,485	(7,485)	-	-	-	-	-	-
Share issue expenses	-	(8,671)	-	-	-	(8,671)	-	(8,671)
At 30 June 2015	<u>10,000</u>	<u>71,344</u>	<u>10,817</u>	<u>(107)</u>	<u>11,781</u>	<u>103,835</u>	<u>1,900</u>	<u>105,735</u>
At 1 April 2016 (audited)	<b>10,000</b>	<b>71,344</b>	<b>10,817</b>	<b>(22)</b>	<b>22,906</b>	<b>115,045</b>	-	<b>115,045</b>
Profit (Loss) and total comprehensive income (expenses) for the period	<u>-</u>	<u>-</u>	<u>-</u>	<u>(64)</u>	<u>540</u>	<u>476</u>	<u>-</u>	<u>476</u>
At 30 June 2016	<u><b>10,000</b></u>	<u><b>71,344</b></u>	<u><b>10,817</b></u>	<u><b>(86)</b></u>	<u><b>23,446</b></u>	<u><b>115,521</b></u>	<u><b>-</b></u>	<u><b>115,521</b></u>

## Notes:

- (a) In connection with the Company's placing and listing, the Company issued 250,000,000 ordinary shares of HK\$0.01 each at a price of HK\$0.36 for a total consideration (before expenses) of HK\$90,000,000. Dealing of the Company's shares on the GEM commenced on 27 May 2015.
- (b) Pursuant to the written resolution passed by the shareholders of the Company on 11 May 2015, the Directors were authorised to capitalise a sum of HK\$7,485,000 standing to the credit of the share premium account of the Company by applying such sum towards the paying up in full at par a total of 748,500,000 shares for allotment and issue to the then shareholders of the Company as at 11 May 2015 in proportion to their then respective shareholdings in the Company.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

*For the three months ended 30 June 2016*

## 1. CORPORATE INFORMATION AND BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Company was incorporated in the Cayman Islands on 21 August 2014 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as combined and revised) of the Cayman Islands. The registered office of the Company is Estera Trust (Cayman) Limited, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and the principal place of business is Units A&B, 12/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong. The Company is engaged in investment holding while the principal subsidiaries are principally engaged in multimedia audio-visual solutions and related system integration services.

The Directors consider the immediate and ultimate holding company is Newmark Group Limited (“**Newmark Group**”), which is incorporated in the British Virgin Islands (the “**BVI**”).

The financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the Company’s functional and presentation currency. Other than the subsidiary established in the People’s Republic of China (the “**PRC**”) and Singapore whose functional currency is Renminbi and Singapore dollar respectively, the functional currency of the Company and other subsidiaries is HK\$.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants. In addition, the unaudited condensed consolidated financial statements include the applicable disclosures required by the GEM Listing Rules and by the Hong Kong Companies Ordinance.

The accounting policies and method of computation used in the preparation of these results are consistent with those used in the annual accounts for the year ended 31 March 2016. The Group has adopted new or revised standards, amendments to standards and interpretations of HKFRSs which are effective for accounting periods commencing on or after 1 April 2016. The adoption of such new or revised standards, amendments to standards and interpretations does not have materials impact on the consolidated accounts and does not result in substantial changes to the Group’s accounting policies.

### 3. REVENUE AND OTHER INCOME

Revenue represents the amounts received and receivable for services rendered in the normal course of business, net of discounts and sales related taxes and maintenance service income. Analysis of the Group's turnover and other income is as follows:

	<b>Three months ended 30 June</b>	
	<b>2016</b>	<b>2015</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Revenue</b>		
Service income		
Solution for audiovisual, conferencing, presentation and multimedia control systems including installation services	<b>20,619</b>	24,620
Audiovisual system maintenance services	<b>3,380</b>	3,171
	<b>23,999</b>	<b>27,791</b>
<b>Other income</b>		
Rental income	<b>131</b>	–
Bank interest income	<b>18</b>	–
Exchange gain	<b>22</b>	29
Sundry income	<b>6</b>	2
	<b>177</b>	<b>31</b>

### 4. SEGMENT INFORMATION

The Directors consider that there is only one operating and reportable business segment for the Group, the service provider of video conferencing and multimedia audiovisual solution. Operating segments are reported in a manner consistent with the information reported to the board of directors, being the chief operating decision maker, for the purpose of resources allocation and performance assessment.

#### Geographical information

The Group's operations are mainly located in Hong Kong (country of domicile), the PRC and Singapore. The Group's customers are mainly located in Hong Kong, the PRC and Singapore.

An analysis of the Group's revenue from external customers is presented based on the location of customers as below:

	<b>Revenue from external customers</b>	
	<b>Three months ended 30 June</b>	
	<b>2016</b>	<b>2015</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Hong Kong (country of domicile)	<b>21,816</b>	27,167
The PRC (other than Hong Kong and Macau)	<b>1,157</b>	358
Macau	<b>353</b>	262
Singapore	<b>673</b>	4
	<b>23,999</b>	<b>27,791</b>

## 5. INCOME TAX EXPENSE

	Three months ended 30 June	
	2016 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)
Current income tax		
– Hong Kong Profits Tax	280	1,130
Deferred taxation	–	30
	<hr/>	<hr/>
Total income tax expense for the period	<b>280</b>	<b>1,160</b>

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the three months ended 30 June 2016 (2015: 16.5%).

Under the Law of the PRC on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC companies is 25% for the three months ended 30 June 2016 (2015: 25%).

Singapore Corporate Tax is calculated at the rate of 17% on the estimated assessable profit for the three months ended 30 June 2016 (2015: 17%).

No provision for PRC Enterprise Income Tax and Singapore Corporate Tax has been made in the consolidated financial statement as the Group did not have assessable profits subject to PRC Enterprise Income Tax and Singapore Corporate Tax for the three months ended 30 June 2016 and 2015.

Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in Cayman Islands and BVI.

## 6. INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the three months ended 30 June 2016 (2015: nil)

## 7. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profit attributable to the owners of the Company for the three months ended 30 June 2016 of approximately HK\$540,000 (2015: HK\$661,000), and the weighted average number of 1,000,000,000 ordinary shares of the Company which were in issue during the three months ended 30 June 2016 (2015: 850,000,000 shares) after taking into the account of capitalization issue pursuant to the group reorganization of the Company and its subsidiaries to rationalise the structure of the Group in preparation for the listing of the Company’s ordinary shares on the GEM (the “**Listing**”).

The dilutive earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares outstanding during the three months ended 30 June 2016 and 2015.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

The Group maintained its market position as one of the leading service providers of video conferencing and multimedia audiovisual solution, mainly in Hong Kong, and other geographical locations, such as Shanghai, Macau and Singapore. The Group's services can mainly divided into two lines, namely the provision of (i) solution for audiovisual, conferencing, presentation and multimedia control systems including installation services; and (ii) audiovisual system maintenance services.

The revenue of the Group decreased by approximately 13.6% from approximately HK\$27,791,000 for the three months ended 30 June 2015 to approximately HK\$23,999,000 for the three months ended 30 June 2016.

After the Listing on 27 May 2015, the Group purchased a warehouse and a car park space for service excellence and operation effectiveness. The Group also set up a new office in Shanghai to explore new business opportunities. Moving forward, the Group will continue to maintain and strength its position as one of the leading video conferencing and multimedia audiovisual solution providers in Hong Kong and to expand our market share in the video conferencing and multimedia audiovisual solution industry in the PRC and Singapore.

### **FINANCIAL REVIEW**

#### **Revenue**

The Group's revenue decreased by 13.6% from approximately HK\$27,791,000 for the three months ended 30 June 2015 to approximately HK\$23,999,000 for the three months ended 30 June 2016.

Revenue generated from solution of audiovisual, conferencing, presentation and multimedia control systems including installation services decreased by approximately 16.3% from approximately HK\$24,620,000 for the three months ended 30 June 2015 to approximately HK\$20,619,000 for the three months ended 30 June 2016, which was primarily attributable to completion of a sizeable project with contract sum of more than HK\$4,800,000 during the three months ended 30 June 2015 that lead to an increase in revenue for the three months ended 30 June 2015.

Revenue generated from audiovisual system maintenance services increased by approximately 6.6% from approximately HK\$3,171,000 for the three months ended 30 June 2015 to approximately HK\$3,380,000 for the three months ended 30 June 2016, which was primarily attributable to the increase in number of maintenance projects after completion of projects of solution of audiovisual, conferencing, presentation and multimedia control systems including installation services.

## **Gross operating margin and gross operating margin ratio**

Gross operating margin is calculated based on the revenue for the Period minus cost of inventories sold for the Period. Gross operating margin ratio is calculated based on the gross operating margin for the Period divided by revenue for the Period multiplied by 100%.

Gross operating margin decreased by 28.6% from approximately HK\$13,780,000 for the three months ended 30 June 2015 to approximately HK\$9,844,000 for the three months ended 30 June 2016. The decrease was in line with the decline in revenue.

The gross operating margin ratio decreased from approximately 49.6% for the three months ended 30 June 2015 to 41.0% for the three months ended 30 June 2016, primarily because fewer projects with a higher gross operating margin were secured during the three months ended 30 June 2016.

## **Staff cost**

Staff cost increased from approximately HK\$4,468,000 for the three months ended 30 June 2015 to approximately HK\$6,549,000 for the three months ended 30 June 2016, mainly due to increase in directors' remuneration after the Listing and general increment in salaries level.

## **Other operating expenses**

Other operating expenses mainly comprise of listing expenses, rental expenses, building management fee, carriage cost and promotion fee. Other operating expenses decreased from approximately HK\$6,894,000 for the three months ended 30 June 2015 to approximately HK\$1,585,000 for the three months ended 30 June 2016 because the listing expenses of approximately HK\$4,800,000 charged during the three months ended 30 June 2015 were not incurred for the three months ended 30 June 2016.

## **Income tax expenses**

Income tax expenses decreased from approximately HK\$1,160,000 for the three months ended 30 June 2015 to approximately HK\$280,000 for the three months ended 30 June 2016, which was mainly due to decrease in assessable profit in Hong Kong for tax purpose, after excluding non-deductible expenses such as listing expense.

## **Profit for the period**

Profit for the period had a slight increase from approximately HK\$536,000 for the three months ended 30 June 2015 to approximately HK\$540,000 for the three months ended 30 June 2016, which was mainly due to (i) decrease in listing expenses for the Listing; offset by (ii) increase in staff cost; and (iii) decrease in revenue.

## OTHER INFORMATION

### PROSPECTS

The Company was listed on GEM of the Stock Exchange on 27 May 2015 which enhanced the Group's reputation, strengthened the corporate governance and compliance management, as well as established a good foundation for our further expansion.

The Group will continue to maintain and strengthen its position as one of the leading video conferencing and multimedia audiovisual solution providers in Hong Kong and to expand the market share in the video conferencing and multimedia audiovisual solution industry in the PRC and Singapore.

### CHARGE ON THE GROUP'S ASSETS

As at 30 June 2016, land and buildings and investment properties of approximately HK\$85,702,000 and HK\$11,225,000 respectively (as at 31 March 2016: HK\$86,305,000 and HK\$9,638,000 respectively) of the Group were pledged to secure bank borrowings facilities granted to the Group.

### CONTINGENT LIABILITIES

The Group has no contingent liabilities as at 30 June 2016.

### USE OF PROCEEDS

The net proceeds from the Company's issue of 250,000,000 new shares at the placing price of HK\$0.36 per share at the time of the Listing, after deducting the underwriting fees and other expenses, were approximately HK\$66.3 million. The Group intends to apply and actually used such net proceeds from the Period as follows:

	<b>Planned use of proceeds as stated in the prospectus of the Company dated 14 May 2015 (the "Prospectus") HK\$' million</b>	<b>Actual use of proceeds during the Period HK\$' million</b>
To recruit approximately five senior and experienced sales staff to expand the video conferencing and multimedia audiovisual solution business in Hong Kong	11.5	1.4
To acquire a new warehouse in Hong Kong	32.7	32.7
To set up new regional offices with showrooms and recruit approximately 15 new staff in Beijing, Shanghai and Singapore	13.7	0.8
To carry out marketing and promotion activities on both traditional and new media platforms to improve public awareness of the Group and further strengthen its position in Hong Kong, the PRC and Singapore	2.4	1.3
For working capital and other general corporate purposes	6.0	6.0

The business objectives as stated in the Prospectus were based on the best estimation of the future market conditions made by the Group at the time of preparing the Prospectus. The uses of proceeds were applied in accordance with the actual development of the market.

The Company intends to apply the net proceeds in the manner as stated in the Prospectus. However, the Directors will constantly evaluate the Group's business objectives and may change or modify its plans against the changing market condition to attain sustainable business growth of the Group. In the event that the Director consider if necessary to change the use of net proceeds from that stated in the Prospectus, the Company will make an appropriate announcement in accordance with the relevant provision of the GEM Listing Rules.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

During the Period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

## **SHARE OPTION SCHEME**

The share option scheme of the Company (the "**Share Option Scheme**") was adopted under the written resolutions of the shareholders of the Company passed on 11 May 2015. The purpose of the Share Option Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contribution to the Group.

No share options were granted, exercised or cancelled by the Company under the Share Option Scheme during the Period and there were no outstanding share options under the Share Option Scheme as at 30 June 2016 and up to the date of this announcement.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rule 5.48 to 5.67 of the GEM Listing Rules. The Company has also made specific enquiries with all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions during the Period.

## **DISCLOSURE OF INTEREST**

### **(a) Interests and short position of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or the associated corporations**

As at 30 June 2016, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in

the register referred to therein; or (iii) which were required as otherwise to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to Rule 5.46 of the GEM Listing Rules, were as follows:

**(i) Interests in the Company**

<b>Name</b>	<b>Capacity/Nature of interest</b>	<b>Number of shares (Note 1)</b>	<b>Approximate percentage of issued shares</b>
Dr. Wong King Keung ("Dr. Wong")	Beneficial owner Interest of controlled corporation (Note 2)	92,640,000 510,000,000	9.26% 51.00%
Mr. Tong Sai Wong ("Mr. Tong")	Beneficial owner	47,520,000	4.75%
Mr. Chan Wing Yiu ("Mr. WY Chan")	Beneficial owner	47,520,000	4.75%
Mr. Chan Wing Lun ("Mr. WL Chan")	Beneficial owner	47,520,000	4.75%
Mr. Lin Wing Ching ("Mr. Lin")	Beneficial owner	4,800,000	0.49%

*Notes:*

- (1) All interest stated are long positions.
- (2) These shares were, and (as the case may be) will be, held by Newmark Group, which is owned as to 38.6% by Dr. Wong. Pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO, Dr. Wong is deemed to have an interest in all shares in which Newmark Group has, or deemed to have, an interest.

**(ii) Interests in associated corporation(s) of the Company**

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Capacity/Nature of interest</b>	<b>Number of shares</b>	<b>Percentage of shareholding</b>
Dr. Wong	Newmark Group	Beneficial interests	386	38.60%
Mr. Tong	Newmark Group	Beneficial interests	198	19.80%
Mr. WY Chan	Newmark Group	Beneficial interests	198	19.80%
Mr. WL Chan	Newmark Group	Beneficial interests	198	19.80%
Mr. Lin	Newmark Group	Beneficial interests	20	2.00%

Save as disclosed above, as at 30 June 2016, none of the Directors and chief executives of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) or (ii) which were required to be recorded in the register required to be kept by the Company under Section 352 of the SFO or (iii) which were otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealing by Directors as referred to Rule 5.46 of the GEM Listing Rules.

**(b) Interests and short positions of the substantial shareholders in the shares and underlying shares**

Save as disclosed above, as at 30 June 2016, the Directors and chief executive are not aware of any other person, not being a Director or chief executive of the Company, who has an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

**DIRECTORS' RIGHT TO ACQUIRE SHARES**

Save as disclosed above, at no time during the Period was the Company, or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the shares, or underlying shares, or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO).

**DIRECTORS' INTERESTS IN COMPETING BUSINESS**

As at 30 June 2016, none of the Directors or their respective associates had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

**INTERESTS OF COMPLIANCE ADVISER**

As notified by the Company's compliance adviser, Central China International Capital Limited ("**Central China**"), neither Central China nor any of its directors or employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules (except for the compliance adviser agreement entered into between the Company and Central China in May 2015) as at 30 June 2016 and the date of this announcement.

## **CORPORATE GOVERNANCE PRACTICES**

The Company maintains a high standard of corporate governance to safeguard the interests of the shareholders of the Company and enhance its corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report in Appendix 15 to the GEM Listing Rules (the “**CG Code**”). To the best knowledge of the Board, the Company had complied with the code provisions in the CG Code during the Period and up to the date of this announcement.

## **REVIEW OF RESULTS**

The Board has established an audit committee (the “**Audit Committee**”) on 11 May 2015, which operates under terms of reference approved by the Board. The Audit Committee currently comprises three independent non-executive Directors, namely Dr. Chan Man Hung, Dr. Lai Wing Chueng and Mr. Lum Pak Sum. Mr. Lum Pak Sum is the chairman of the Audit Committee.

The Audit Committee has reviewed with the management the unaudited consolidated results of the Group for the Period and is of the view that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

## **SUFFICIENCY OF PUBLIC FLOAT**

From the information publicly available to the Company and within the knowledge of the Directors, the Company has maintained the public float as required by the GEM Listing Rules up to the date of this announcement.

By order of the Board  
**Tong Sai Wong**  
*Chairman*

Hong Kong, 8 August 2016

*As at the announcement of this announcement, the executive Directors are Mr. Tong Sai Wong, Mr. Chan Wing Yiu and Mr. Chan Wing Lun; the non-executive directors are Dr. Wong King Keung and Mr. Lin Wing Ching; and the independent non-executive Directors are Dr. Chan Man Hung, Dr. Lai Wing Chueng and Mr. Lum Pak Sum.*