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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)

ANNOUNCEMENT IN RELATION TO RESTORATION OF PUBLIC FLOAT

Reference is made to the announcement of the Company dated 12 December 2017 in relation to grant of waiver by the Stock Exchange to the Company from strict compliance with the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules (the “**Announcement**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

RESTORATION OF PUBLIC FLOAT

The Company has been informed by the Offeror that completion of the Placing took place on 14 December 2017. 2,630,000 Shares held by the Offeror have been placed by the Placing Agent to not less than six placees (the “**Placees**”) at the placing price of HK\$0.36 per Share, representing 0.263% of the entire issued Shares of the Company as at the date of this announcement.

To the best knowledge, information and belief of the Directors and having made all reasonable enquires, all of the Placees and their ultimate beneficial owners are independent third parties of the Offeror and the Company, and have not become substantial shareholders (as defined in the GEM Listing Rules) of the Company immediately following completion of the Placing.

Immediately after completion of the Placing and as at the date of this announcement, 250,000,000 Shares, representing 25% of the entire issued Shares of the Company, will be held by the public (within the meaning of the GEM Listing Rules). As such, the minimum public float of 25% as required under Rule 11.23(7) of the GEM Listing Rules has been restored.

SHAREHOLDING STRUCTURE

The following is a summary of the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing and as at the date of this announcement:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing and as at the date of this announcement	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
The Offeror	602,630,000	60.263	600,000,000	60.000
Dr. Wong King Keung	150,000,000	15.000	150,000,000	15.000
Public Shareholders	<u>247,370,000</u>	<u>24.737</u>	<u>250,000,000</u>	<u>25.000</u>
Total	<u>1,000,000,000</u>	<u>100.00</u>	<u>1,000,000,000</u>	<u>100.00</u>

By order of the Board of
i-Control Holdings Limited
Zhong Naixiong
Chairman

Hong Kong, 14 December 2017

As at the date of this announcement, the executive Directors are Mr. Zhong Naixiong, Mr. Yau Wing Keung, Mr. Tong Sai Wong, Mr. Chan Wing Yiu and Mr. Chan Wing Lun; the non-executive Director is Dr. Wong King Keung and the independent non-executive Directors are Mr. Lai Hing Kwong, Joseph, Mr. Fung Chan Man, Alex, Mr. Fong Chi and Mr. Lum Pak Sum.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the day of its publication. This announcement will also be published on the Company’s website at www.i-controlholdings.com.