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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: 1402)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 SEPTEMBER 2022

Reference is made to the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of i-Control Holdings Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company both dated 25 July 2022. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of the Company is pleased to announce that all the proposed resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by the shareholders (the “**Shareholders**”) of the Company by way of poll at the AGM.

The poll results in respect of the Resolutions proposed at the AGM were as follows:

		Number of Shares voted (%)	
		For	Against
Ordinary Resolutions			
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and auditors (the “ Auditors ”) of the Company for the year ended 31 March 2022.	901,760,240 (100%)	0 (0%)
2.	To declare a final dividend of HK0.5 cents per share (the “ Share(s) ”) of the Company for the year ended 31 March 2022.	901,760,240 (100%)	0 (0%)

Ordinary Resolutions		Number of Shares voted (%)	
		For	Against
3.	(a) To re-elect Mr. Chan Wing Lun as an executive Director.	901,760,240 (100%)	0 (0%)
	(b) To re-elect Dr. Wong King Keung as a non-executive Director.	901,760,240 (100%)	0 (0%)
	(c) To re-elect Mr. Fong Chi as an independent non-executive Director.	901,760,240 (100%)	0 (0%)
	(d) To re-elect Mr. Lai Kai Ming Ricky as an independent non-executive Director.	901,760,240 (100%)	0 (0%)
4.	To authorise the Board to fix the remuneration of the Directors.	901,760,240 (100%)	0 (0%)
5.	To re-appoint SHINEWING (HK) CPA Limited as the Auditors and to authorise the Board to fix their remuneration.	901,760,240 (100%)	0 (0%)
6.	(a) To grant a general mandate to the Board to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of this resolution.	901,760,240 (100%)	0 (0%)
	(b) To grant a general mandate to the Board to buy-back Shares not exceeding 10% of the aggregate nominal value of issued share capital of the Company as at the date of passing of this resolution.	901,760,240 (100%)	0 (0%)
	(c) To extend, conditional upon the above resolutions nos. 6(a) and 6(b) being duly passed, the general mandate to allot Shares by adding the aggregate nominal value of the bought back Shares to the general mandate.	901,760,240 (100%)	0 (0%)
Special Resolution		Number of Shares voted (%)	
		For	Against
7.	To approve the proposed amendments to the Existing Memorandum and Articles of Association of the Company and the adoption of the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.	901,760,240 (100%)	0 (0%)

The description of the Resolutions above is by way of summary only. The full text of the Resolutions was set out in the Notice, a copy of which is set out in the Circular.

As more than 50% of the votes were cast in favour of Resolutions no.1 to no.6 as ordinary resolutions, all the ordinary resolutions proposed at the AGM were duly passed by the Shareholders.

As more than 75% of the votes were cast in favour of the Resolution no.7 as a special resolution, the special resolution proposed at the AGM was duly passed by the shareholders.

As at the date of the AGM, the total number of Shares in issue was 1,050,500,000, of which 350,000 Shares were awarded but not yet vested and were held by an independent trustee (the “**Trustee**”) under the share award scheme (the “**Share Award Scheme**”) of the Company adopted on 3 February 2021. In accordance with the rules of the Share Award Scheme, neither the selected participant nor the Trustee shall exercise any voting rights in respect of any awarded Shares that have not yet vested. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM was 1,050,150,000 Shares.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM. In addition, no parties have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, acted as the scrutineer at the AGM for the purpose of vote-taking.

All Directors attended the AGM in person or by electronics means.

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

Hong Kong, 16 September 2022

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. Fong Chi, Mr. Lai Kai Ming Ricky and Mr. Lum Pak Sum.