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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)**

**APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

This announcement is made pursuant to Rule 2.1 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement jointly issued by i-Control Holdings Limited (the “**Company**”) and Luxurious Bay Capital Limited (the “**Offeror**”) dated 26 April 2024 (the “**Joint Announcement**”) in relation to, among other things, (i) conditional agreement in relation to the sale and purchase of the shares in the Company (“**Shares**”); and (ii) possible mandatory unconditional cash offer by Diligent Capital Limited and Red Sun Capital Limited for and on behalf of the Offeror for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all outstanding options of the Company. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Joint Announcement.

The Board is pleased to announce that Capital 9 Limited, a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO, has been appointed as the independent financial adviser of the Company (the “**Independent Financial Adviser**”) to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the terms of the Offers are fair and reasonable and as to the acceptance of the Offers. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

The letter of advice from the Independent Financial Adviser in respect of the Offers will be included in the Composite Document, which will be issued jointly by the Company and the Offeror and despatched to the Shareholders and the Optionholders in due course and in compliance with the Takeovers Code.

**Shareholders, Optionholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

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

Hong Kong, 3 May 2024

*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, Mr. Lum Pak Sum and Ms. Wu Hung Yu.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*