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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in i-Control Holdings Limited (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND BUY-BACK SHARES,
PROPOSED RE-APPOINTMENT OF AUDITOR,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at 10:00 a.m., on Friday, 7 August 2026 at ANPA Financial Services Group Limited, Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong is set out on pages 17 to 21 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend and vote at the AGM in person, you are encouraged to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than Wednesday, 5 August 2026 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

30 June 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:-

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 10:00 a.m. on Friday, 7 August 2026 at ANPA Financial Services Group Limited, Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong, or any adjournment thereof
“AGM Notice”	the notice of the AGM set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company (at amended from time to time)
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted by the Company to the Directors to buy-back the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue (excluding Treasury Shares, if any) as at the date of passing the relevant resolution at the AGM
“CCASS”	Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	i-Control Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange with stock code: 1402

DEFINITIONS

“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and in the context of the Company, means Luxurious Bay, Knight Sky Holdings Limited, Newmark Group Limited, Mr. Cheng Kai Ming Charles, Dr. Wong King Keung, Mr. Chan Wing Yiu, Mr. Tong Sai Wong and Mr. Chan Wing Lun
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted by the Company to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted by the Company to the Directors to allot, issue and deal with (including the resale and transfer of any shares that are held as Treasury Shares out of treasury) additional Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue (excluding Treasury Shares, if any) as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	23 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Luxurious Bay”	Luxurious Bay Capital Limited, a company incorporated in the British Virgin Islands

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Treasury Shares”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD

i-CONTROL HOLDINGS LIMITED

超智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1402)

Executive Directors:

Dr. Wong King Keung (*Chairman*)

Mr. Tong Sai Wong

Mr. Chan Wing Yiu

Mr. Chan Wing Lun

Registered office in the Cayman Islands:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Non-executive Director:

Ms. Ho Wing Shan

*Headquarters and principal place of
business in Hong Kong:*

Units A&B, 12/F, MG Tower

133 Hoi Bun Road, Kwun Tong

Kowloon, Hong Kong

Independent non-executive Directors:

Mr. Fong Chi

Mr. Lum Pak Sum

Ms. Wu Hung Yu

30 June 2026

To the Shareholders

Dear Sirs or Madams,

**RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND BUY-BACK SHARES,
PROPOSED RE-APPOINTMENT OF AUDITOR,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the AGM for, among other things, (i) the re-election of retiring Directors; (ii) the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate; and (iii) the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company.

The purpose of this circular is to (i) provide you with information regarding the re-election of retiring Directors; (ii) provide you with details of the Issue Mandate, Extension Mandate and the Buy-back Mandate; (iii) set out an explanatory statement regarding the Buy-back Mandate as required by the Listing Rules; (iv) provide you with information regarding the proposed re-appointment of auditor of the Company; and (v) give you notice of the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors.

Pursuant to Article 108 of the Articles of Association, Dr. Wong King Keung (“**Dr. Wong**”), Mr. Chan Wing Yiu (“**Mr. Chan**”) and Mr. Fong Chi (“**Mr. Fong**”), shall retire from office by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

Nomination policy and process for the independent non-executive Directors

In reviewing the structure of the Board, the nomination committee of the Company will consider the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy. All appointments to the Board are based on meritocracy and the candidates will be assessed based on criteria such as education background and relevant skills and experience for consideration of the operation of the Board as a whole, with a view to maintaining a sound balance of the Board’s composition.

Mr. Fong has been appointed as an independent non-executive Director since 7 December 2017. The nomination committee of the Company, having reviewed the composition of the Board, considered Mr. Fong is suitable for re-election in line with the approach as set out in the nomination policy and the board diversity policy of the Company. Mr. Fong has substantial board experience and good understandings of the Group’s operations. He has contributed significantly to help the Company achieve high standard of corporate governance and has contributed to the diversity of the Board by bringing his professional experience and his independent opinions to the Company. The Board is of the view that Mr. Fong has been committed to devoting time and attention to perform his duties as an independent non-executive Director and that his professional experience and knowledge in his field have been contributing and will continue to contribute greatly to the diversity of the Board.

During his term as an independent non-executive Director, Mr. Fong has demonstrated that he has the required character, integrity and experience to perform his duties by providing objective views and independent guidance to the Board. Mr. Fong is not involved in the day-to-day management of the Company, does not have any family ties with other Directors or senior management of the Company and the Company is not aware of any circumstance which would interfere with the exercise of his professional judgment. Mr. Fong has also given an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules to the Company. Based on the above, the Board believes that Mr. Fong remains independent and has the character, integrity and experience to fulfill the role of an independent non-executive Director and, if re-elected, will continue to make significant contribution to the Company.

Biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED GRANT OF MANDATES TO ISSUE AND BUY-BACK SHARES

At the annual general meeting of the Company held on 8 August 2025, ordinary resolutions were passed to grant the existing issue mandate, extension mandate and buy-back mandate to the Directors. The existing issue mandate, extension mandate and buy-back mandate will lapse at the conclusion of the AGM.

(a) Issue Mandate and Extension Mandate

Ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company (i) to allot, issue and deal with (including the resale and transfer of any shares that are held as Treasury Shares out of treasury) additional Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares bought back by the Company under the Buy-back Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,050,500,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 210,100,000 Shares.

(b) Buy-back Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to buy-back Shares, on the Stock Exchange not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM. In accordance with the requirements of the Listing Rules, an explanatory statement is set out in Appendix II to this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the grant of the Buy-back Mandate.

PROPOSED RE-APPOINTMENT OF AUDITOR

The Board has recommended to re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the ensuing year. SHINEWING (HK) CPA Limited have indicated their willingness to be re-appointed as the auditor of the Company for the said period.

LETTER FROM THE BOARD

After discussion with SHINEWING (HK) CPA Limited, and taking into account factors including but not limited to the Group's business scale, industry, financial position, audit timetable, complexity of the audit work, the audit fees for the Company for the year ending 31 March 2027 is estimated to be approximately HK\$650,000. This estimate is based on the audit work performed for the financial year ended 31 March 2026, and assumes no material variation in the audit scope for the year ending 31 March 2027, no material change to the Group's structure, business models or operations during the financial year, and barring any unforeseen circumstances. The fees are determined based on prevailing market rates, the size and seniority of the audit team serving the Company, the auditor's reputation, qualifications and experience, as well as the Company's size, complexity, and risk profile. The audit committee of the Company has considered the auditor's independence, objectivity, relevant guidelines issued by the Accounting and Financial Reporting Council, and the appropriateness of the proposed audit fees. The final amount of auditor's remuneration will be further discussed and determined with the auditor and the Board on a reasonable basis.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 17 to 21 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, (i) the re-election of retiring Directors; (ii) the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate; and (iii) the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

For determining the Shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 4 August 2026 to Friday, 7 August 2026, both dates inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 August 2026 (Hong Kong time). The record date for ascertaining Shareholders who are entitled to attend and vote at the AGM will be Friday, 7 August 2026.

A form of proxy for use at the AGM is enclosed with this circular and published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.i-controlholdings.com) respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before

LETTER FROM THE BOARD

the time appointed for holding the AGM (i.e. not later than Wednesday, 5 August 2026 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, for the purpose of the Listing Rules, Treasury Shares, if any, pending withdrawal from and/or transferring through CCASS shall not bear any voting rights at the Company's general meeting(s).

To the best of the knowledge and belief of the Directors having made reasonable enquiries, none of the Shareholders is required to abstain from voting at the AGM under the Articles of Association and/or the Listing Rules.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Board considers that the ordinary resolutions in respect of the re-election of retiring Directors, the grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate and the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
i-Control Holdings Limited
Wong King Keung
Chairman

Pursuant to the Listing Rules, the biographical details of the Directors who will be proposed to be re-elected at the AGM are provided below.

Executive Directors

Dr. Wong King Keung (黃景強)(“**Dr. Wong**”), aged 80, is one of the founders of the Group, and was appointed as a Director on 21 August 2014 and designated as a non-executive Director on 11 May 2015. On 30 July 2024, Dr. Wong was redesignated as executive Director and the chairman of the Board. He founded the Group together with Mr. Tong Sai Wong and Mr. Chan Wing Yiu in February 1987, and has extensive experience and knowledge of management. He is currently responsible for providing strategic advice to the Group.

Dr. Wong took up the vice chairman position of Shenzhen GoodYear Enterprise Company Limited* (深圳嘉年實業股份有限公司)(previously known as Shenzhen GoodYear Printing & Packaging Company Limited* (深圳嘉年印刷包裝有限公司)) from May 1993 to April 2007. Shenzhen GoodYear Enterprise Company Limited was mainly engaged in the production of printed materials.

Dr. Wong has gained extensive management experience from his involvement in the public service sector. He was a Committee Member of The National Committee of the Chinese People’s Political Consultative Conference from February 1998 to February 2018. He was appointed as the Hong Kong Affairs Adviser in April 1993. Dr. Wong was a board member of the Airport Authority from December 1995 to May 2005, as well as a member of the Airport Authority’s audit committee from 2002 to 2005 and the chairperson of the Airport Authority’s works committee from 2001 to 2005. He was also involved in the Town Planning Board, where he served as a member from April 1998 to March 2006, and held the vice chairman position of the Metro Planning Committee from April 2004 to March 2006 and the vice chairman position of the Town Planning Board from April 2006 to March 2008. In addition, Dr. Wong played an active role in the management of the Chinese Permanent Cemeteries by serving as a member of the finance committee and development committee of the board of management of the Chinese Permanent Cemeteries from February 2008 to January 2011, the chairperson of the works committee from April 2010 to March 2013 and member of the board of management of the Chinese Permanent Cemeteries from February 2008 to January 2014.

* English names for identification purposes only

Dr. Wong has also contributed to the tertiary education field. He was one of the founding members of the University of East Asia, Macau (the predecessor of the University of Macau), which was established in March 1981. Dr. Wong was the Council member of the University of Hong Kong from March 2013 to March 2022. Currently, Dr. Wong is the member of University Assembly, The University of Macau since August 2009.

Dr. Wong was appointed as the Justice of the Peace in June 2000, and was awarded the Bronze Bauhinia Star in July 2001 by the Hong Kong Government in recognition of his distinguished and devoted public service to Hong Kong.

Dr. Wong was admitted as a member and subsequently a fellow at the Hong Kong Institution of Engineers in April 1975 and December 1997, respectively. He obtained his bachelor of science in civil engineering in November 1968 and master of science in engineering in November 1970, both from the University of Hong Kong. He further obtained his doctorate degree in philosophy from the Queen's University in Canada in October 1972. Dr. Wong was also conferred an honorary doctoral degree by the University of Macau in 2010 and honorary doctoral degree of business administration by City University of Macau in May 2016. In December 2015, Dr. Wong was also conferred an award of honorary fellowship by the HKU School of Professional and Continuing Education.

Dr. Wong has entered into a director's service agreement with the Company for a fixed term up to 31 March 2027 commencing on 30 July 2024 and is renewable thereafter. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Pursuant to the service agreement, he is entitled to a remuneration of HK\$216,000 per annum, which was determined with reference to his duties and responsibilities and the prevailing market conditions. Save as disclosed above, Dr. Wong has not been a director in any other listed company in Hong Kong or overseas in the past three years; and save that he is a director and shareholder of Newmark Group Limited and also a director of Luxurious Bay, does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Wong was interested in 710,400,000 Shares, representing approximately 67.62% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Dr. Wong that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chan Wing Yiu (陳詠耀) (“Mr. WY Chan”), aged 75, is one of the founders of the Group. He was appointed as a Director on 21 August 2014 and designated as an executive Director on 11 May 2015. He is also the compliance officer of the Company. He founded the Group together with Dr. Wong and Mr. Tong Sai Wong in February 1987. Mr. WY Chan is responsible for the Group’s financial management. Mr. WY Chan has approximately 40 years of experience in the audiovisual industry.

Prior to setting up the Group, Mr. WY Chan had already gained expertise in the audiovisual field and management experience. In March 1976, Mr. WY Chan served as a chief accountant in Filmco (HK) Limited (菲林模(香港)有限公司). In August 1977, Mr. WY Chan was promoted to the position of finance controller and he reported to the chief executive and was responsible for all financial matters before he left the company in January 1978. In 1979, he set up Edutec International Ltd. with Mr. Tong and others and served as executive director to develop audio visual business.

Mr. WY Chan served in Shenzhen GoodYear Enterprise Company Limited* (深圳嘉年實業股份有限公司)(previously known as Shenzhen GoodYear Printing & Packaging Company Limited* (深圳嘉年印刷包裝有限公司)) as a deputy general manager and a director from May 1993 to October 2000 and from July 1998 to April 2007 respectively. The company was mainly engaged in the production of printed materials.

Mr. WY Chan has entered into a director’s service agreement with the Company for a fixed term up to 31 March 2027 commencing on 1 April 2025 and is renewable thereafter. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Pursuant to the service agreement, he is entitled to a remuneration of HK\$656,520 per annum, which was determined with reference to his duties and responsibilities and the prevailing market conditions. Save as disclosed above, Mr. WY Chan has not been a director in any other listed company in Hong Kong or overseas in the past three years; and save that he is a shareholder of Newmark Group Limited, does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. WY Chan was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. WY Chan that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

* *English names for identification purposes only*

Independent Non-Executive Director

Mr. Fong Chi (方志)(“**Mr. Fong**”), aged 41, is the Company’s independent non-executive Director. He was appointed as an independent non-executive Director on 7 December 2017. Mr. Fong has in total over 15 years of working experience in an international accounting firm and in corporate finance role of a Hong Kong eCommerce company, a Hong Kong technology company and two Hong Kong financial technology companies, with extensive experience in financial reporting, auditing, mergers and acquisitions and initial public offerings.

Mr. Fong obtained a bachelor’s degree of business administration from the University of Hong Kong in 2006. Mr. Fong has become a member of the Hong Kong Institute of Certified Public Accountants since 2010.

Mr. Fong has entered into a director’s appointment letter with the Company for a fixed term up to 31 March 2027 commencing on 1 April 2025 and is renewable thereafter. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Pursuant to the appointment letter, he is entitled to a remuneration of HK\$150,000 per annum, which was determined with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Fong has not been a director in any other listed company in Hong Kong or overseas in the past three years; and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Fong was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Fong that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, containing all the information, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,050,500,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5(b) of the AGM Notice in respect of the grant of the Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. 1,050,500,000 Shares, the Directors would be authorised under the Buy-back Mandate to buy-back Shares, during the period in which the Buy-back Mandate remains in force, an aggregate nominal value of share capital of the Company not exceeding HK\$1,050,500 (equivalent to 105,050,000 Shares), representing 10% of the aggregate nominal value of the share capital of the Company in issue (excluding Treasury Shares, if any) as at the date of the AGM.

2. REASONS FOR BUY-BACK

The Directors believe that the granting of the Buy-back Mandate is in the interests of the Company, the Group and the Shareholders as a whole.

When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase or hold them as Treasury Shares.

Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the memorandum and articles of association of the Company from time to time, and the laws of the Cayman Islands. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. The Directors are seeking the granting of the Buy-back Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

The Directors have no present intention to cause the Company to repurchase any Shares and they would only exercise the power to do so under circumstances where they consider that doing so would be in the best interests of the Company and the Shareholders as a whole.

3. FUNDING OF BUY-BACK

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the its memorandum and articles of association, the Listing Rules, and the applicable laws of the Cayman Islands.

4. IMPACT OF BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2025 in the event that the Buy-back Mandate is exercised in full at any time during the proposed purchase period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as this would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

For Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

Shareholders and potential investors of the Company are advised to pay attention to any announcement to be published by the Company in the future, including but without limitation, any relevant next day disclosure return (which shall identify, amongst others, the number of repurchased shares that are to be held in treasury or cancelled upon settlement of such repurchase, and where applicable, the reasons for any deviation from the intention statement previously disclosed) and any relevant monthly return.

5. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, on the exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date and insofar as the Directors are aware, Dr. Wong King Keung, an executive Director, and their respective parties acting in concert (as defined under the Takeovers Code) (including Luxurious Bay) were interested in an aggregate of 710,400,000 Shares, representing approximately 67.62% of the issued share capital of the Company. Assuming the Buy-back Mandate is exercised in full, their aggregate percentage of shareholding will increase to approximately 75.13%. Accordingly, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to Shares buy-back pursuant to the Buy-back Mandate but it would result in the number of Shares in the hands of the public falling below the prescribed minimum percentage as required by Rule 8.08 of the Listing Rules.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Buy-back Mandate.

The Directors will exercise the powers conferred by the Buy-back Mandate to buy-back Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Buy-back Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% of the total issued Shares as required by Rule 8.08 of the Listing Rules.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined under the Listing Rules), have any present intention to sell any Shares to the Company in the event that the grant of the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Buy-back Mandate is approved by the Shareholders.

Neither the explanatory statement contained herein nor the Buy-back Mandate has any unusual features.

7. STATEMENT BY THE DIRECTORS

The Directors will exercise the power of the Company to buy-back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the provisions set out in the memorandum and articles of association of the Company.

8. SHARE BUY-BACK MADE BY THE COMPANY

No Shares buy-back have been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

9. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the twelve months and up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2025		
June	0.210	0.145
July	0.340	0.169
August	0.290	0.250
September	0.280	0.230
October	0.260	0.223
November	0.260	0.227
December	0.250	0.220
2026		
January	0.235	0.220
February	0.241	0.200
March	0.300	0.200
April	0.335	0.270
May	0.315	0.265
June (up to and including the Latest Practicable Date)	0.295	0.240

NOTICE OF THE ANNUAL GENERAL MEETING

i-CONTROL HOLDINGS LIMITED

超智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1402)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of i-Control Holdings Limited (the “**Company**”) will be held as a physical meeting only at 10:00 a.m. on Friday, 7 August 2026 at ANPA Financial Services Group Limited, Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**” and each a “**Director**”) and auditors of the Company (the “**Auditors**”) for the year ended 31 March 2026;
2.
 - (a) To re-elect Dr. Wong King Keung as an executive Director;
 - (b) To re-elect Mr. Chan Wing Yiu as an executive Director; and
 - (c) To re-elect Mr. Fong Chi as an independent non-executive Director;
3. To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors;
4. To re-appoint SHINEWING (HK) CPA Limited as the Auditors and to authorise the Board to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
 - (a) “**THAT:**
 - (i) subject to paragraph (iii) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (including the resale and/or transfer of any shares that are held as treasury shares (as defined in the Listing Rules) out of treasury) additional shares of the Company (the “**Shares**”) or to make or grant any offers, agreements and/or options (including but not limited to warrants, bonds, debentures, notes and other securities which

NOTICE OF THE ANNUAL GENERAL MEETING

carry rights to subscribe for or convert into Shares), which would or might require Shares to be issued, allotted or disposed of, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including but not limited to warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or convert into Shares), which might require the exercise of the powers to allot, issue and deal with (including the resale and/or transfer of any shares that are held as treasury shares out of treasury) additional Shares after the end of the Relevant Period;
- (iii) the aggregate nominal value of the share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued, and treasury shares sold and/or transferred out of treasury or agreed conditionally or unconditionally to be sold and/or transferred out of treasury (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of any option granted under the Company's share option schemes or any other option, scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares, shall not exceed 20 per cent. of the aggregate nominal value of the share capital of the Company in issue (excluding treasury shares, if any) as at the time of passing this resolution, and the said approval shall be limited accordingly;
- (iv) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act, any applicable law of the Cayman Islands or the Company's articles of association (the “**Articles of Association**”) to be held; and
- (3) the authority set out in this resolution being revoked or varied by way of ordinary resolution of the Company in general meeting.

NOTICE OF THE ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

(b) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of the SFC, the Stock Exchange and the Companies Act as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal value of the share capital of the Company which is authorised to be bought back by the Directors exercising the power pursuant to the approval in paragraph (i) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company (excluding treasury shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purposes of this resolution, “Relevant Period” shall have the same meaning as the Resolution numbered 5(a)(iv) above.”

- (c) **“THAT** conditional on the passing of Resolutions 5(a) and 5(b) above, the general mandate granted to the Directors to allot and issue additional Shares pursuant to Resolution 5(a) be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued and any shares that are held as treasury shares that may be sold and/or transferred out of treasury or agreed conditionally or unconditionally to be sold and/or transferred out of treasury by the Directors pursuant to such general mandate an amount representing the aggregate nominal value of the share capital of the Company bought back by the Company under the authority granted

NOTICE OF THE ANNUAL GENERAL MEETING

pursuant to the Resolution 5(b), provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company (excluding treasury shares, if any) as at the date of passing this resolution.”

By Order of the Board
i-Control Holdings Limited
Wong King Keung
Chairman

Hong Kong, 30 June 2026

Registered office in the Cayman Islands:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and principal place of business in Hong Kong:

Units A&B, 12/F., MG Tower
133 Hoi Bun Road, Kwun Tong
Kowloon, Hong Kong

Notes:

- (a) For determining the Shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 4 August 2026 to Friday, 7 August 2026 (both dates inclusive) during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 August 2026 (Hong Kong time). The record date for ascertaining Shareholders who are entitled to attend and vote at the AGM will be Friday, 7 August 2026.
- (b) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. A member who is the holder of two or more Shares may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (c) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be lodged at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than Wednesday, 5 August 2026 at 10:00 a.m. (Hong Kong time)) or any adjourned meeting (as the case may be).

NOTICE OF THE ANNUAL GENERAL MEETING

- (d) Completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM or at any adjourned meeting (as the case may be) should they so wish, and in such case, the form of proxy previously submitted by such member(s) shall be deemed to be revoked.
- (e) Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at any meeting, either in person 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 are present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.
- (f) A form of proxy for use at the AGM is published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.i-controlholdings.com>).
- (g) In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
- (h) If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions” announced by the Hong Kong Government is/are in force at or at any time after 8:00 a.m. on the date of the meeting, the meeting will be automatically postponed or adjourned. The Company will post an announcement on the websites of the Company (<http://www.i-controlholdings.com>) and the Stock Exchange (<http://www.hkexnews.hk>) to notify Shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholder should decide on their own whether they would attend the meeting in person under bad weather condition bearing in mind their own situations.

- (i) If shareholders have any particular access request or special needs for participating in the meeting, please contact the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited (Telephone: +852 2980 1333) on or before Wednesday, 5 August 2026.
- (j) The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Dr. Wong King Keung, Mr. Tong Sai Wong, Mr. Chan Wing Yiu and Mr. Chan Wing Lun; the non-executive Director is Ms. Ho Wing Shan; and the independent non-executive Directors are Mr. Fong Chi, Mr. Lum Pak Sum and Ms. Wu Hung Yu.