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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)**

## **INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018**

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

**GEM has been positioned as a market designed to accommodate small and mid-sized 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.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (collectively referred 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.*

*This announcement will remain on the “Latest Company Announcements” page of the website of GEM at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of publication and on the website of the Company at [www.i-controlholdings.com](http://www.i-controlholdings.com).*

The board of Directors (the “**Board**”) of the Company is pleased to present the unaudited condensed consolidated results of the Group for the six months ended 30 September 2018 (the “**Period**”), together with the comparative unaudited figures for the corresponding period in 2017 as follows:

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2018

	Notes	Three months ended 30 September		Six months ended 30 September	
		2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Revenue	3	52,477	35,267	82,167	61,740
Cost of inventories sold		(32,528)	(20,758)	(50,578)	(36,904)
Staff cost		(9,386)	(6,946)	(16,402)	(13,530)
Depreciation		(816)	(814)	(1,631)	(1,628)
Other income and gain, net	3	125	96	222	241
Other operating expenses		(2,061)	(1,472)	(3,848)	(3,107)
Finance costs		(311)	(194)	(551)	(429)
Profit before taxation		7,500	5,179	9,379	6,383
Income tax expenses	5	(1,390)	(863)	(1,906)	(1,205)
Profit for the period		6,110	4,316	7,473	5,178
Other comprehensive income					
Item that may be reclassified subsequently to profit or loss:					
Exchange differences arising on translating foreign operations		4	(8)	(13)	(18)
Total comprehensive income for the period		6,114	4,308	7,460	5,160
Earnings per share					
Basic and diluted	7	HK0.61 cents	HK0.43 cents	HK0.75 cents	HK0.52 cents

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 30 September 2018*

		30 September 2018 <i>HK\$'000</i> (Unaudited)	31 March 2018 <i>HK\$'000</i> (Audited)
<b>Non-current assets</b>			
Property and equipment	8	81,617	84,704
Investment properties	8	10,668	9,192
Deferred tax assets		267	267
		92,552	94,163
<b>Current assets</b>			
Inventories		10,628	9,170
Trade receivables	9	49,175	34,046
Prepayments, deposits and other receivables		2,509	1,493
Tax recoverables		–	157
Bank balances and cash		56,020	64,463
		118,332	109,329
<b>Current liabilities</b>			
Trade payables	10	22,244	13,446
Other payables and accruals		14,138	13,626
Bank borrowings	11	37,469	39,680
Tax payables		1,442	641
		75,293	67,393
<b>Net current assets</b>		43,039	41,936
<b>Total assets less current liabilities</b>		135,591	136,099
<b>Non-current liabilities</b>			
Deferred tax liabilities		801	769
<b>Net assets</b>		134,790	135,330
<b>Capital and reserves</b>			
Share capital	12	10,000	10,000
Reserves		124,790	125,330
<b>Total equity</b>		134,790	135,330

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

*For the six months ended 30 September 2018*

	Attributable to the owners of the Company					Total <i>HK\$'000</i>
	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Merger reserve <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Retained profits <i>HK\$'000</i>	
At 1 April 2017 (audited)	10,000	65,344	10,817	(122)	42,112	128,151
Profit and total comprehensive income for the period	–	–	–	(18)	5,178	5,160
2017 final dividend paid	–	(10,000)	–	–	–	(10,000)
	<u>10,000</u>	<u>55,344</u>	<u>10,817</u>	<u>(140)</u>	<u>47,290</u>	<u>123,311</u>
At 30 September 2017 (unaudited)						
At 1 April 2018 (audited)	<b>10,000</b>	<b>55,344</b>	<b>10,817</b>	<b>148</b>	<b>59,021</b>	<b>135,330</b>
Profit and total comprehensive income for the period	–	–	–	(13)	7,473	7,460
2018 final dividend paid	–	(8,000)	–	–	–	(8,000)
	<u>10,000</u>	<u>47,344</u>	<u>10,817</u>	<u>135</u>	<u>66,494</u>	<u>134,790</u>
At 30 September 2018 (unaudited)						

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2018

	<b>2018</b> <i>HK\$'000</i> <b>(Unaudited)</b>	2017 <i>HK\$'000</i> (Unaudited)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<u>2,348</u>	<u>3,377</u>
<b>INVESTING ACTIVITIES</b>		
Acquisition of property and equipment	(20)	–
Bank interest received	<u>4</u>	<u>7</u>
<b>NET CASH (USED IN) FROM INVESTING ACTIVITIES</b>	<u>(16)</u>	<u>7</u>
<b>FINANCING ACTIVITIES</b>		
Dividend paid	(8,000)	(10,000)
Repayment of bank borrowings	(2,211)	(2,211)
Interest paid	<u>(551)</u>	<u>(429)</u>
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<u>(10,762)</u>	<u>(12,640)</u>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(8,430)</b>	<b>(9,256)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD</b>	<b>64,463</b>	54,052
Effect of foreign exchange rate changes	<u>(13)</u>	<u>(18)</u>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>		
represented by bank balances and cash	<u><b>56,020</b></u>	<u>44,778</u>

## **NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

*For the six months ended 30 September 2018*

### **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 its 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 its principal subsidiaries are principally engaged in provision of multimedia audio-visual solutions and related system integration services.

The Directors consider that the Company's immediate and ultimate holding company is Phoenix Time Holdings Limited, which is incorporated in the British Virgin Islands (the "BVI").

The Company's financial statements are presented in Hong Kong dollars ("HK\$"), which is the Company's functional and presentation currency. Other than the subsidiaries 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 Company's unaudited condensed consolidated financial statements for the six months ended 30 September 2018 have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants and 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 financial statements for the year ended 31 March 2018, except for the adoption of the new or revised standards, amendments to standards and interpretations of Hong Kong Financial Reporting Standards which are effective for annual period beginning on 1 April 2018. The adoption of such new or revised standards, amendments to standards and interpretations does not have material impacts on the condensed consolidated financial statements and does not result in substantial changes to the Group's accounting policies.

### 3. REVENUE AND OTHER INCOME AND GAIN, NET

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 revenue and other income and gain, net is as follows:

	Three months ended 30 September		Six months ended 30 September	
	2018	2017	2018	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<b>Revenue</b>				
Service income				
Solutions for audiovisual, conferencing, presentation and multimedia control systems, including installation services	47,830	31,782	74,730	55,063
Audiovisual system maintenance services	4,647	3,485	7,437	6,677
	<u>52,477</u>	<u>35,267</u>	<u>82,167</u>	<u>61,740</u>
<b>Other income and gain, net</b>				
Bank interest income	2	2	4	7
Exchange loss	(17)	(33)	(54)	(33)
Gross rental income from investment properties	140	127	272	266
Sundry income	–	–	–	1
	<u>125</u>	<u>96</u>	<u>222</u>	<u>241</u>

### 4. SEGMENT INFORMATION

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

#### Geographical information

The Group's operations are located in Hong Kong (place of domicile), the PRC and Singapore. The Group's customers are mainly located in Hong Kong, the PRC, Macau 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</b>		<b>Six months ended</b>	
	<b>30 September</b>		<b>30 September</b>	
	<b>2018</b>	2017	<b>2018</b>	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	<b>(Unaudited)</b>	(Unaudited)	<b>(Unaudited)</b>	(Unaudited)
Hong Kong (place of domicile)	<b>51,605</b>	33,498	<b>80,057</b>	55,780
The PRC (other than Hong Kong and Macau)	<b>642</b>	1,764	<b>1,714</b>	5,689
Macau	<b>230</b>	5	<b>321</b>	271
Singapore	–	–	<b>75</b>	–
	<u><b>52,477</b></u>	<u>35,267</u>	<u><b>82,167</b></u>	<u>61,740</u>

The Group's information about its non-current assets is presented based on location of the assets as below:

	<b>Non-current assets</b>	
	<b>30 September</b>	31 March
	<b>2018</b>	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<b>(Unaudited)</b>	(Audited)
Hong Kong (place of domicile)	<b>92,264</b>	93,857
The PRC (other than Hong Kong and Macau)	<b>21</b>	39
	<u><b>92,285</b></u>	<u>93,896</u>

Non-current assets excluded deferred tax assets.

## 5. INCOME TAX EXPENSES

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>30 September</b>		<b>30 September</b>	
	<b>2018</b>	2017	<b>2018</b>	2017
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	<b>(Unaudited)</b>	(Unaudited)	<b>(Unaudited)</b>	(Unaudited)
Current tax:				
– Hong Kong Profits Tax	<b>1,390</b>	531	<b>1,766</b>	843
– PRC Enterprise Income Tax	–	332	<b>108</b>	332
Deferred taxation	–	–	<b>32</b>	30
	<u>–</u>	<u>–</u>	<u><b>32</b></u>	<u>30</u>
<b>Total income tax expenses for the period</b>	<u><b>1,390</b></u>	<u>863</u>	<u><b>1,906</b></u>	<u>1,205</u>

Hong Kong Profits Tax is calculated at 16.5% (2017: 16.5%) of the estimated assessable profits for the six months ended 30 September 2018.





## 8. MOVEMENTS IN PROPERTY AND EQUIPMENT AND INVESTMENT PROPERTIES

During the Period, the usage of a car park was changed from self-use to rent out to an independent third party with net carrying value of approximately HK\$1,587,000.

## 9. TRADE RECEIVABLES

The following is an ageing analysis of trade receivables, presented based on invoice dates at the end of each reporting period, which approximated the respective revenue recognition dates:

	<b>30 September 2018 HK\$'000 (Unaudited)</b>	31 March 2018 HK\$'000 (Audited)
0 to 30 days	19,387	14,023
31 to 60 days	14,783	8,071
61 to 120 days	5,445	7,590
121 to 365 days	8,533	2,781
Over 365 days	1,027	1,581
	<u>49,175</u>	<u>34,046</u>

The Group generally allows an average credit period of 30 days to the customers.

The Group does not hold any collateral over these balances.

In determining the recoverability of a trade receivable, the Group considers any change in credit quality of the trade receivable from the date credit was initially granted up to the reporting date. In view of the good settlement history from those receivables of the Group which are past due but not impaired during the Period, the Directors consider that no allowance is necessary in respect of these balances.

## 10. TRADE PAYABLES

An ageing analysis of trade payables presented based on the invoice date at the end of the reporting period is as follows:

	<b>30 September 2018 HK\$'000 (Unaudited)</b>	31 March 2018 HK\$'000 (Audited)
0 to 60 days	13,014	9,293
61 to 90 days	1,002	1,324
Over 90 days	8,228	2,829
	<u>22,244</u>	<u>13,446</u>

The average credit period on purchase of goods is 30 days. The Group has financial risk management policies or plans for its payables with respect to the credit timeframe.

## 11. BANK BORROWINGS

	<b>30 September 2018 HK\$'000 (Unaudited)</b>	31 March 2018 HK\$'000 (Audited)
Secured mortgage loans	<u>37,469</u>	<u>39,680</u>
Carrying amount repayable (based on scheduled repayment dates set out in the loan agreement):		
Within one year	4,421	4,421
More than one year but not exceeding two years	4,421	4,421
More than two years but not exceeding five years	26,034	27,382
After five years	<u>2,593</u>	<u>3,456</u>
	<u>37,469</u>	<u>39,680</u>
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	33,048	35,259
Carrying amount repayable within one year	<u>4,421</u>	<u>4,421</u>
Amount shown under current liabilities	<u>37,469</u>	<u>39,680</u>

Borrowings comprise:

	<b>Maturity date</b>	<b>Effective interest rate</b>	<b>Carrying amount</b>	
			<b>30 September 2018 HK\$'000 (Unaudited)</b>	31 March 2018 HK\$'000 (Audited)
Floating-rate borrowings				
– HKD mortgage loans <sup>(1)&amp;(3)</sup>	21/8/2021	2.29% (31 March 2018: 2.31%)	27,354	28,825
– HKD mortgage loans <sup>(2)&amp;(4)</sup>	12/7/2025	2.32% (31 March 2018: 2.10%)	<u>10,115</u>	<u>10,855</u>
			<u>37,469</u>	<u>39,680</u>

<sup>(1)</sup> The floating rate is lower of HIBOR plus 1.4% or 2.25% below best lending rate.

<sup>(2)</sup> The floating rate is lower of HIBOR plus 1.4% or 2.25% below best lending rate.

<sup>(3)</sup> Repayable in 84 equal monthly installments commencing from the drawdown of the borrowings.

<sup>(4)</sup> Repayable in 120 equal monthly installments commencing from the drawdown of the borrowings.

*Notes:*

- (a) The bank borrowings are all denominated in HK\$.
- (b) As at 30 September 2018, bank borrowings of approximately HK\$37,469,000 (31 March 2018: HK\$39,680,000) was secured by land and buildings and investment properties of the Group with carrying amounts of approximately HK\$80,283,000 and HK\$10,668,000 (31 March 2018: HK\$81,488,000 and HK\$9,192,000) respectively.

**12. SHARE CAPITAL**

	<b>Number of shares</b>	<b>Share capital <i>HK\$</i></b>
<b>Authorised</b>		
As at 31 March 2018 and 30 September 2018	<u>2,000,000,000</u>	<u>20,000,000</u>
<b>Issued and fully paid</b>		
As at 31 March 2018 and 30 September 2018	<u>1,000,000,000</u>	<u>10,000,000</u>

## **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 solutions, mainly in Hong Kong, and other geographical locations such as the PRC, Macau and Singapore. The Group's services can be divided into two lines, namely the provision of (i) solutions for audiovisual, conferencing, presentation and multimedia control systems, including installation services; and (ii) audiovisual system maintenance services.

The Group continues to maintain and strengthen its position as one of the leading service providers of video conferencing and multimedia audiovisual solutions in Hong Kong and continues to expand its market share in the video conferencing and multimedia audiovisual solutions industry in the PRC.

### **FINANCIAL REVIEW**

#### **Revenue**

The Group's revenue increased by approximately HK\$20,427,000 or 33.1% from approximately HK\$61,740,000 for the six months ended 30 September 2017 to approximately HK\$82,167,000 for the six months ended 30 September 2018.

Revenue generated from solutions for audiovisual, conferencing, presentation and multimedia control systems, including installation services increased by approximately HK\$19,667,000 or 35.7% from approximately HK\$55,063,000 for the six months ended 30 September 2017 to approximately HK\$74,730,000 for the six months ended 30 September 2018, which was primarily attributable to the completion of several sizeable projects during the six months ended 30 September 2018.

Revenue generated from audiovisual system maintenance services increased by approximately HK\$760,000 or 11.4% from approximately HK\$6,677,000 for the six months ended 30 September 2017 to approximately HK\$7,437,000 for the six months ended 30 September 2018, which was primarily attributable to the increase in total maintenance projects after the completion of related projects of solutions for 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 increased by 27.2% from approximately HK\$24,836,000 for the six months ended 30 September 2017 to approximately HK\$31,589,000 for the six months ended 30 September 2018, mainly due to the completion of several sizeable projects during the Period.

Gross operating margin ratio decreased from 40.2% for the six months ended 30 September 2017 to 38.4% for the six months ended 30 September 2018, primarily due to completion of several projects with lower gross operating margin.

### **Staff cost**

Staff cost increased by 21.2% from approximately HK\$13,530,000 for the six months ended 30 September 2017 to approximately HK\$16,402,000 for the six months ended 30 September 2018, mainly caused by increase in sales commission in relation to the increase in revenue.

### **Other operating expenses**

Other operating expenses mainly comprise legal and professional fees, rental expenses, building management fee and other office expenses. Other operating expenses increased by approximately HK\$741,000 from approximately HK\$3,107,000 for the six months ended 30 September 2017 to approximately HK\$3,848,000 for the six months ended 30 September 2018. This was mainly due to an increase in legal and professional fees.

### **Income tax expenses**

Income tax expenses increased from approximately HK\$1,205,000 for the six months ended 30 September 2017 to approximately HK\$1,906,000 for the six months ended 30 September 2018, which was mainly due to increase in taxable profit in Hong Kong.

### **Profit for the period**

Profit for the period increased from approximately HK\$5,178,000 for the six months ended 30 September 2017 to approximately HK\$7,473,000 for the six months ended 30 September 2018, which was mainly due to an increase in gross operating margin net off with the effect of (i) increase in staff cost; (ii) increase in other operating expenses; and (iii) increase in income tax expenses.

## **OTHER INFORMATION**

### **PROSPECTS**

The Company's shares ("**Shares**") were listed on GEM on 27 May 2015 (the "**Listing**") which enhanced the Group's reputation, strengthened the Group's corporate governance and compliance management, as well as established a good foundation for its further expansion.

Going forward, the Group will continue to explore for business opportunities to further expand the Group's market share in the video conferencing and multimedia audiovisual solutions industry in Hong Kong and the PRC, in order to support the long-term development of the Group.

### **LIQUIDITY AND FINANCIAL RESOURCES**

The Group's operation and investments were financed principally by cash generated from its own business operations, bank borrowings and proceeds from issue of Shares. As at 30 September 2018, the Group had net current assets of approximately HK\$43,039,000 (31 March 2018: HK\$41,936,000) and cash and cash equivalents of approximately HK\$56,020,000 (31 March 2018: HK\$64,463,000). Current assets of the Group as at 30 September 2018 included carrying amount of approximately HK\$33,048,000 (31 March 2018: HK\$35,259,000) in bank borrowings that were not repayable within one year from the end of the reporting period but contain a repayment on demand clause.

### **GEARING RATIO**

As at 30 September 2018, the gearing ratio (calculated on the basis of total debt divided by total assets at the end of the reporting period) of the Group was approximately 17.8% (31 March 2018: 19.5%).

### **FOREIGN CURRENCY RISK**

The majority of the Group's business transactions are in Hong Kong and are denominated in HK\$. The Group currently does not have a foreign currency hedging policy. However, the Directors will continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### **CAPITAL COMMITMENT**

As at 30 September 2018, the Group did not have any material capital commitment (31 March 2018: nil).

### **INTERIM DIVIDEND**

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2018 (2017: nil).

## **CAPITAL STRUCTURE**

There has been no change in the Company's capital structure since the date of Listing.

The capital structure of the Group consists of bank borrowings and equity attributable to the owners of the Company, comprising issued share capital and reserves. The Directors review the Group's capital structure regularly. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, issuance of new shares as well as the issue of new debts or convertible securities or through the repayment of borrowings.

## **CHARGE ON THE GROUP'S ASSETS**

As at 30 September 2018, land and buildings and investment properties totalling approximately HK\$80,283,000 and HK\$10,668,000 (31 March 2018: HK\$81,488,000 and HK\$9,192,000) respectively were pledged to secure banking facilities granted to the Group. During the Period, the usage of a car park was changed from self-use to rent out to an independent third party. Therefore, the net carrying value of the investment properties as at 30 September 2018 increased.

## **CONTINGENT LIABILITIES**

The Group has no material contingent liabilities as at 30 September 2018 (31 March 2018: nil).

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATES**

There was no material acquisitions or disposals of subsidiaries and associates by the Group during the Period.

## **SIGNIFICANT INVESTMENTS HELD BY THE GROUP**

As at 30 September 2018, the Group did not hold any significant investments.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

Save as disclosed in the prospectus of the Company dated 14 May 2015 and in this announcement, the Group did not have other plans for material investments or capital assets as at 30 September 2018.

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 30 September 2018, the Group employed 70 (31 March 2018: 68) full-time employees. The remuneration policy of the Group to reward its employees and executives is based on their performance, qualification, working experience, competence displayed with reference to selected comparable market remuneration data.



## 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 (the "Placing"), after deducting the underwriting fees and other expenses, amounted to approximately HK\$66.3 million. On 30 March 2017, the Board resolved to implement a partial reallocation and change in use of net proceeds from the Placing to enhance the effectiveness of the Group's business operation.

The following table sets forth the status of the use of proceeds from the Placing:

	<b>Planned use of proceeds as stated in the Prospectus <i>HK\$' million</i></b>	<b>Change in use of proceeds resolved on 30 March 2017 <i>HK\$' million</i></b>	<b>Planned use of proceeds subsequent to the change <i>HK\$' million</i></b>	<b>Actual use of proceeds from the date of Listing up to 30 September 2018 <i>HK\$' million</i></b>
To recruit experienced sales staff to expand the video conferencing and multimedia audiovisual solution business in Hong Kong	11.5	4.4	15.9	13.3
To acquire a new warehouse in Hong Kong	32.7	5.0	37.7	37.7
To set up new regional offices with showrooms in Beijing, Shanghai and Singapore	13.7	(11.4)	2.3	2.3
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	–	2.4	2.2
To upgrade the computer system and other office facilities	–	2.0	2.0	0.3
For working capital and other general corporate purposes	6.0	–	6.0	6.0
<b>TOTAL</b>	<b>66.3</b>	<b>–</b>	<b>66.3</b>	<b>61.8</b>

The unused net proceeds from the Placing amounting to approximately HK\$4.5 million were deposited in licensed banks in Hong Kong.

The Directors will constantly evaluate the Group's business objectives and may change or modify the Group's plans against changing market conditions to attain sustainable business growth of the Group. In the event that the Directors consider it necessary to further change the use of net proceeds from the Placing, 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, none of the Company and 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.

There were no share options granted, exercised, cancelled or lapsed under the Share Option Scheme during the Period and there were no outstanding share options under the Share Option Scheme as at 30 September 2018 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 the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company, having made specific enquiries of all Directors, was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors during the Period.

## DISCLOSURE OF INTEREST

(a) **Interests and short positions 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 September 2018, the interests and short positions of the Directors and the 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:

<b>Name</b>	<b>Capacity/ Nature of interest</b>	<b>Number of Shares (Note 1)</b>	<b>Percentage of issued Shares</b>
Mr. Zhong Naixiong	Interest of controlled corporation (Note 2)	600,000,000	60%
Dr. Wong King Keung	Beneficial owner	150,000,000	15%

Notes:

- (1) All interests stated are long positions.
- (2) These Shares are held by Phoenix Time Holdings Limited, which is 100% owned by Mr. Zhong Naixiong. Pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO, Mr. Zhong Naixiong is deemed to have an interest in all Shares in which Phoenix Time Holdings Limited has, or deemed to have, an interest.

Save as disclosed above, as at 30 September 2018, none of the Directors and the 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 Divisions 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 dealings 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**

As at 30 September 2018, so far as is known to the Directors and the chief executives of the Company, the following corporations or persons (other than the Directors or the chief executives of the Company) had, or were deemed or taken to have interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO, were as follows:

<b>Name</b>	<b>Capacity/ Nature of interest</b>	<b>Number of Shares (Note 1)</b>	<b>Percentage of issued Shares</b>
Phoenix Time Holdings Limited	Beneficial owner	600,000,000	60%
Ms. Chen Minling (Note 2)	Interests of spouse	600,000,000	60%
Ms. Wong Lau Sau Yee Angeli (Note 3)	Interests of spouse	150,000,000	15%

*Notes:*

- (1) All interests stated are long positions.
- (2) Ms. Chen Minling is the spouse of Mr. Zhong Naixiong. Pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, Ms. Chen Minling is deemed to have an interest in all Shares in which Mr. Zhong Naixiong has, or deemed to have, an interest.
- (3) Ms. Wong Lau Sau Yee Angeli is the spouse of Dr. Wong King Keung. Pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, Ms. Wong Lau Sau Yee Angeli is deemed to have an interest in all Shares in which Dr. Wong King Keung has, or deemed to have, an interest.

Save as disclosed above, as at 30 September 2018, the Directors and the chief executives of the Company are not aware of any other person, not being the Director or the chief executives of the Company, who had, or were deemed or taken to have 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 its holding company, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and the chief executives of the Company (including their spouses and children under 18 years of age) to hold any interests or short positions in the shares, 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 September 2018, 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.

## **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.

## **CHANGES IN DIRECTORS' INFORMATION**

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the changes in information of the Directors are as follows:

- Mr. Lum Pak Sum, the independent non-executive Director, has resigned as independent non-executive directors of Pearl Oriental Oil Limited (Stock Code: 632) and Beautiful China Holdings Company Limited (Stock Code: 706) with effect from 29 June 2018 and 22 August 2018 respectively.

## **REVIEW OF RESULTS**

The Company has established an audit committee (the "Audit Committee") in accordance with the requirements of the CG Code for the purpose of reviewing and providing supervision over the Group's financial reporting process, risk management and internal controls. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Fong Chi, Mr. Lai Hing Kwong Joseph and Mr. Lum Pak Sum. Mr. Lum Pak Sum is the chairman of the Audit Committee.

The Audit Committee has reviewed with the Company's 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 as at the date of this announcement.

## **EVENT AFTER REPORTING PERIOD**

The Board is not aware of any material event after the end of the reporting period and up to the date of this announcement that requires disclosure.

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

Hong Kong, 12 November 2018

*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. Fung Chan Man Alex, Mr. Lai Hing Kwong Joseph and Mr. Lum Pak Sum.*