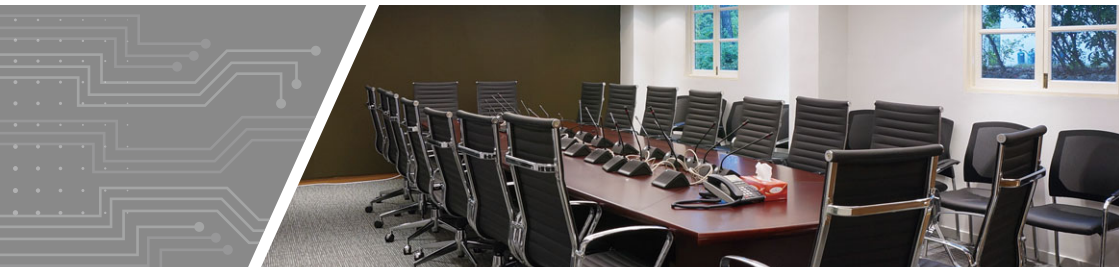




FIRST
QUARTERLY REPORT
2015



i-Control Holdings Limited **超智能控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
Stock code: 8355

Characteristics of The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, 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 the GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (collectively refer 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 report 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 report misleading.*



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The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated results of the Group for the three months ended 30 June 2015 (the “**Period**”), together with the comparative unaudited figures for the corresponding period in 2014 as follows:

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

For the three months ended 30 June 2015

	Notes	Three months ended 30 June	
		2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Revenue	3	27,791	22,730
Cost of inventories sold		(14,011)	(11,958)
Staff cost		(4,468)	(3,556)
Depreciation		(432)	(371)
Other income	3	31	47
Other operating expenses		(6,894)	(4,839)
Finance costs		(321)	(38)
Profit before taxation		1,696	2,015
Income tax expense	5	(1,160)	(1,087)
Profit and total comprehensive income for the period		536	928
Total comprehensive income (expenses) attributable to:			
Owners of the Company		661	864
Non-controlling interests		(125)	64
		536	928
Earnings per share Basic and diluted	7	HK0.08 cents	HK0.15 cents

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2015

	Attributable to the owners of the Company							Non-controlling interests	Total
	Share capital	Share premium	Merger reserve (Note a)	Translation reserve	Retained profits	Subtotal			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 April 2014 (audited)	8,513	-	-	42	15,059	23,614	2,474	26,088	
Profit and total comprehensive income for the period	-	-	-	-	864	864	64	928	
Reorganisation	(3,993)	-	6,297	-	-	2,304	(934)	1,370	
As at 30 June 2014 (unaudited)	4,520	-	6,297	42	15,923	26,782	1,604	28,386	
At 1 April 2015 (audited)	8	-	10,817	(107)	11,120	21,838	2,025	23,863	
Profit/(Loss) and total comprehensive income (expenses) for the period	-	-	-	-	661	661	(125)	536	
Issuance of shares	7	-	-	-	-	7	-	7	
Issuance of ordinary shares in connection with the listing (note b)	2,500	87,500	-	-	-	90,000	-	90,000	
Capitalisation issue (note c)	7,485	(7,485)	-	-	-	-	-	-	
Share issue expenses	-	(8,671)	-	-	-	(8,671)	-	(8,671)	
At 30 June 2015 (unaudited)	10,000	71,344	10,817	(107)	11,781	103,835	1,900	105,735	

Notes:

- Merger reserve represented the difference between share capital of the new holding company and the aggregate of the share capital of the then holding company of the Group and the companies comprising the Group.
- In connection with the Company's placing and listing, the Company issued 250,000,000 ordinary shares of HK\$0.01 each at a price of HK\$0.36 for a total consideration (before expenses) of HK\$90,000,000. Dealing of the Company's shares on the GEM of The Stock Exchange commenced on 27 May 2015.
- Pursuant to the written resolution passed by the shareholders of the Company on 11 May 2015, the Directors were authorised to capitalise a sum of HK\$7,485,000 standing to the credit of the share premium account of the Company by applying such sum towards the paying up in full at par a total of 748,500,000 shares for allotment and issue to the then shareholders of the Company as at 11 May 2015 in proportion to their then respective shareholdings in the Company.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2015

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 Appleby Trust (Cayman) Ltd., Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and the principal place of business is Units A&B, 12/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong.

The financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the Company’s functional and presentation currency. Other than the subsidiary established in the Peoples’ 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\$.

The directors of the Company consider the immediate and ultimate holding company is Newmark Group Limited (“**Newmark Group**”), which is incorporated in the British Virgin Islands (the “**BVI**”).

Pursuant to a group reorganisation (the “**Reorganisation**”) of the Company and its subsidiaries to rationalise the structure of the Group in preparation for the listing of the Company’s shares on the GEM of the Stock Exchange, the consultancy and administrative services to related companies of Newmark Company Limited have been transferred to the Group on 29 June 2014. The Company acquired the equity interests of entities under common control and became the holding company of the subsidiaries now comprising the Group on 11 May 2015. Details of the Reorganisation were set out in the prospectus of the Company dated 14 May 2015 (the “**Prospectus**”).

The Company is engaged in investment holding while the principal subsidiaries are principally engaged in multimedia audio-visual solutions and related system integration services.



2. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants. In addition, the unaudited condensed consolidated financial statements include 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 accounts for the year ended 31 March 2015. The Group has adopted new or revised standards, amendments to standards and interpretations of HKFRSs which are effective for accounting periods commencing on or after 1 April 2015. The adoption of such new or revised standards, amendments to standards and interpretations does not have materials impact on the consolidated accounts and does not result in substantial changes to the Group’s accounting policies.

3. REVENUE AND OTHER INCOME

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 turnover and other income is as follows:

	Three months ended	
	30 June	
	2015	2014
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenue		
Service income		
Solution for audiovisual, conferencing, presentation and multimedia control systems including installation services	24,620	20,824
Audiovisual system maintenance services	3,171	1,906
	27,791	22,730
Other income		
Bank interest income	–	1
Exchange gain	29	43
Sundry income	2	3
	31	47

4. SEGMENT INFORMATION

The Directors consider that there is only one operating and reportable business segment for the Group, the service provider of video conferencing and multimedia audiovisual solution. Operating segments are reported in a manner consistent with the information reported to the board of directors, 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 (country of domicile), the PRC and Singapore. The Group's customers are mainly located in Hong Kong, the PRC and Singapore.

An analysis of the Group's revenue from external customers is presented based on the location of customers as below:

	Revenue from external customers Three months ended 30 June	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Hong Kong (country of domicile)	27,167	21,122
The PRC (other than Hong Kong and Macau)	358	348
Singapore	4	–
Macau	262	1,260
	27,791	22,730

5. INCOME TAX EXPENSE

	Three months ended	
	30 June	
	2015	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current income tax:		
– Hong Kong Profits Tax	1,130	998
Deferred taxation	30	89
Total income tax expense for the period	1,160	1,087

Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in Cayman Islands and BVI.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the three months ended 30 June 2015 (for the three months ended 30 June 2014: 16.5%).

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC companies is 25% for the three months ended 30 June 2015 (for the three months ended 30 June 2014: 25%).

Singapore Corporate Tax is calculated at the rate of 17% on the estimated assessable profit for the three months ended 30 June 2015 (for the three months ended 30 June 2014: N/A).

6. INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the three months ended 30 June 2015 (for the three months ended 30 June 2014: Nil).

7. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profit attributable to the owners of the Company for the three months ended 30 June 2015 of approximately HK\$661,000 (three months ended 30 June 2014: HK\$864,000), and the weighted average number of 850,000,000 ordinary shares of the Company which were in issue during the three months ended 30 June 2015 (three months ended 30 June 2014: 593,324,000 shares) after taking into the account of capitalisation issue pursuant to the Reorganisation.

The dilutive earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares outstanding during the three months ended 30 June 2015 and 2014.

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

Moving forward, after the Company's successful listing on the GEM on 27 May 2015 (the "**Listing**"), the Group will continue to maintain and strengthen its position as one of the leading video conferencing and multimedia audiovisual solution providers in Hong Kong and to expand our market share in the video conferencing and multimedia audiovisual solution industry in the PRC and Singapore.

FINANCIAL REVIEW

Revenue

The Group's revenue increased by 22.3% from approximately HK\$22,730,000 for the three months ended 30 June 2014 to approximately HK\$27,791,000 for the three months ended 30 June 2015.

Revenue generated from solution of audiovisual, conferencing, presentation and multimedia control systems including installation services increased by approximately 18.2% from approximately HK\$20,824,000 for the three months ended 30 June 2014 to approximately HK\$24,620,000 for the three months ended 30 June 2015, which was primarily attributable to completion of a sizeable project which generated over HK\$4,800,000 for the three months ended 30 June 2015.

Revenue generated from audiovisual system maintenance services increased by approximately 66.4% from approximately HK\$1,906,000 for the three months ended 30 June 2014 to approximately HK\$3,171,000 for the three months ended 30 June 2015, which was primarily attributable to increase in number of maintenance projects after completion of projects of solution of 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 27.9% from approximately HK\$10,772,000 for the three months ended 30 June 2014 to approximately HK\$13,780,000 for the three months ended 30 June 2015, which was primarily attributable to completion of a sizable project which generated over HK\$4,800,000 for the three months ended 30 June 2015.

The gross operating margin ratio increased from approximately 47.4% for the three months ended 30 June 2014 to 49.6% for the three months ended 30 June 2015, primarily because certain projects with a higher gross operating margin were secured due to a higher complexity in respect of the design and installation works involved in these projects.

Staff cost

Staff cost increased from approximately HK\$3,556,000 for the three months ended 30 June 2014 to approximately HK\$4,468,000 for the three months ended 30 June 2015, mainly due to increase in commission for staff which in line with increased in sales and increase in directors' remuneration after the Listing.

Other operating expenses

Other operating expenses mainly comprise of listing expenses, rental expenses, building management fee, carriage cost and promotion fee. Other operating expenses increased from approximately HK\$4,839,000 for the three months ended 30 June 2014 to approximately HK\$6,894,000 for the three months ended 30 June 2015 mainly attributable to the increase in marketing and promotion expenses after the Listing.

Income tax expenses

Income tax expenses increased from approximately HK\$1,087,000 for the three months ended 30 June 2014 to approximately HK\$1,160,000 for the three months ended 30 June 2015, which was mainly due to increase in assessable profit for tax purpose, after excluding non-deductible expenses such as listing expense.

Profit and total comprehensive income for the period

Profit and total comprehensive income for the Period decreased from approximately HK\$928,000 for the three months ended 30 June 2014 to approximately HK\$536,000 for the three months ended 30 June 2015, which was mainly due to (i) increase in directors' remuneration and (ii) increase in marketing and promotion expenses after the Listing and netted off with the increase in revenue.

OTHER INFORMATION

MATERIAL ACQUISITION AND EVENT AFTER THE REPORTING PERIOD

Pursuant to the announcement of the Company dated 11 June 2015, the Group entered into provisional sales and purchase agreements with independent third parties to purchase a warehouse premises and a car park space for own use with an aggregate consideration of approximately HK\$42,380,000. The transaction has been completed on 24 July 2015.

CHARGE ON THE GROUP'S ASSETS AND CONTINGENT LIABILITIES

As at 30 June 2015, land and buildings of approximately HK\$51,019,000 (As at 31 March 2015: HK\$51,309,000) of the Group were pledged to secure bank borrowings facilities granted to the Group. As at 30 June 2015, all bank borrowings were guaranteed by the Company. As at 31 March 2015, all bank borrowings were guaranteed by certain Directors. The guarantees provided by those Directors had been released and replaced by guarantees from the Company upon the Listing.

Save as disclosed above, the Group has no contingent liabilities as at 30 June 2015 and 31 March 2015.

CAPITAL COMMITMENT

Capital commitments outstanding as at 30 June 2015 which were contracted for but not provided for in the consolidated financial statements in relation to acquisition of land and buildings were approximately HK\$38,142,000 (as at 31 March 2015: Nil).

USE OF PROCEEDS

The Company was listed on GEM on 27 May 2015 and raised net proceeds of approximately HK\$66,300,000. As at 30 June 2015, we have utilised approximately HK\$32,700,000 and HK\$634,000 for acquiring a warehouse in Hong Kong and carrying out marketing and promotion in Hong Kong respectively.

As at 30 June 2015, the unused proceeds were deposited in licensed banks in Hong Kong.

OUTLOOK

The Company was listed on GEM of the Stock Exchange on 27 May 2015 which enhanced the Group's reputation, strengthened the corporate governance and compliance management, as well as established a good foundation for the further expansion.

The Group will continue to maintain and strengthen its position as one of the leading video conferencing and multimedia audiovisual solution providers in Hong Kong and to expand the market share in the video conferencing and multimedia audiovisual solution industry in the PRC and Singapore. The Directors believe the Group will continue to have growth in the years to come.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the period from the date of the Listing to 30 June 2015 (the **"Period From Listing"**), neither the Company nor any of 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.

No share options were granted, exercised or cancelled by the Company under the Share Option Scheme during the Period From Listing and there were no outstanding share options under the Share Option Scheme as at 30 June 2015 and up to the date of this report.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rule 5.48 to 5.67 of the GEM Listing Rules. The Company has also made specific enquiries with all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions during the period under review.

DISCLOSURE OF INTEREST

(a) Interests and short position 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 June 2015, the interests and short positions of the Directors and 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 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:

(i) Interests in the Company

Name of Director	Capacity/Nature of interest	Number of Shares (Note 1)	Approximate percentage of issued Shares
Dr. Wong King Keung ("Dr. Wong")	Beneficial owner	92,640,000	9.26%
	Interest of controlled corporation (Note 2)	510,000,000	51.00%
Mr. Tong Sai Wong ("Mr. Tong")	Beneficial owner	47,520,000	4.75%
Mr. Chan Wing Yiu ("Mr. WY Chan")	Beneficial owner	47,520,000	4.75%
Mr. Chan Wing Lun ("Mr. WL Chan")	Beneficial owner	47,520,000	4.75%
Mr. Lin Wing Ching ("Mr. Lin")	Beneficial owner	4,800,000	0.49%

Notes:

- (1) All interests stated are long positions.
- (2) These Shares were, and (as the case may be) will be, held by Newmark Group, which is owned as to 38.6% by Dr. Wong. Pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO, Dr. Wong is deemed to have an interest in all Shares in which Newmark Group has, or deemed to have, an interest.

(ii) *Interests in associated corporation(s) of the Company*

Name of Director	Name of associated corporation	Capacity/Nature of interest	Number of shares	Percentage of shareholding
Dr. Wong	Newmark Group	Beneficial interests	386	38.60%
Mr. Tong	Newmark Group	Beneficial interests	198	19.80%
Mr. WY Chan	Newmark Group	Beneficial interests	198	19.80%
Mr. WL Chan	Newmark Group	Beneficial interests	198	19.80%
Mr. Lin	Newmark Group	Beneficial interests	20	2.00%

Save as disclosed above, as at 30 June 2015, none of the Directors and 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 Division 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 dealing by Directors as referred to Rule 5.46 of the GEM Listing Rules.

(b) Interests and short position of the substantial shareholders in the Shares and underlying shares

Save as disclosed above, as at 30 June 2015, the Directors and chief executive are not aware of any other person, other than a Director or chief executive of the Company, who has 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 any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the Shares, or 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 June 2015, 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.

INTERESTS OF COMPLIANCE ADVISER

As notified by the Company's compliance adviser, Pan Asia Corporate Finance Limited ("**Pan Asia**"), neither Pan Asia nor any of its directors or employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules (except for the compliance adviser agreement entered into between the Company and Pan Asia in May 2015) as at 30 June 2015 and the date of this report.

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 since the date of listing and up to the date of this report.

REVIEW OF RESULTS

The Board has established an audit committee (the "**Audit Committee**") on 11 May 2015, which operates under its terms of reference approved by the Board. The Audit Committee currently comprises three independent non-executive Directors, namely Dr. Chan Man Hung, Dr. Lai Wing Chueng and Mr. Lum Pak Sum. Mr. Lum Pak Sum is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited condensed consolidated results of the Group for the three months ended 30 June 2015 with the management 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.

By order of the Board
i-Control Holdings Limited
Tong Sai Wong
Chairman

Hong Kong, 11 August 2015

As at the date of this report, the executive Directors are Mr. Tong Sai Wong, Mr. Chan Wing Yiu and Mr. Chan Wing Lun; the non-executive directors are Dr. Wong King Keung and Mr. Lin Wing Ching; and the independent non-executive Directors are Dr. Chan Man Hung, Dr. Lai Wing Chueng and Mr. Lum Pak Sum.