



**ICO Group Limited**  
**揚科集團有限公司\***

(incorporated in the Cayman Islands with limited liability)

**Stock Code: 8140**

THIRD QUARTERLY REPORT  
**2015/16**

\* For identification purpose only

## 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 quarterly report, for which the directors (the "Directors") of ICO Group 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. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this quarterly 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 quarterly report misleading.*

*This quarterly report will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Company Announcements" page for at least seven days from the date of its posting. This quarterly report will also be published on the Company's website at [www.ico.com.hk](http://www.ico.com.hk).*

## THIRD QUARTER RESULTS

The board of Directors of the Company (the "Board") is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and nine months ended 31 December 2015, together with the comparative unaudited figures for the corresponding period in 2014, respectively, as follows:

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the three months and nine months ended 31 December 2015

	Note	Three months ended 31 December		Nine months ended 31 December	
		2015 (Unaudited) HK\$'000	2014 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000	2014 (Unaudited) HK\$'000
Revenue	3	154,536	180,290	399,474	269,005
Cost of sales		(137,625)	(157,178)	(342,956)	(225,181)
<b>Gross profit</b>		<b>16,911</b>	23,112	<b>56,518</b>	43,824
Other revenue and net income/(loss)		733	(68)	1,413	347
General and administrative expenses		(10,029)	(9,049)	(30,809)	(27,524)
<b>Profit from operations</b>		<b>7,615</b>	13,995	<b>27,122</b>	16,647
Finance costs		–	(53)	(3)	(155)
<b>Profit before taxation</b>		<b>7,615</b>	13,942	<b>27,119</b>	16,492
Income tax	4	(1,280)	(2,411)	(4,678)	(3,051)
<b>Profit for the period</b>		<b>6,335</b>	11,531	<b>22,441</b>	13,441
<b>Attributable to:</b>					
Equity shareholders of the Company		5,890	10,095	18,786	10,722
Non-controlling interests		445	1,436	3,655	2,719
<b>Profit for the period</b>		<b>6,335</b>	11,531	<b>22,441</b>	13,441
<b>Earnings per share</b>	6				
Basic and diluted (HK cents per share)		0.15	0.34	0.47	0.36

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

For the three months and nine months ended 31 December 2015

	Three months ended 31 December		Nine months ended 31 December	
	2015 (Unaudited) HK\$'000	2014 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000	2014 (Unaudited) HK\$'000
<b>Profit for the period</b>	<b>6,335</b>	<b>11,531</b>	<b>22,441</b>	<b>13,441</b>
<b>Other comprehensive income for the period</b>				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences:				
– on translation of financial statements of entities outside Hong Kong	<b>309</b>	<b>218</b>	<b>428</b>	<b>168</b>
<b>Total comprehensive income for the period</b>	<b>6,644</b>	<b>11,749</b>	<b>22,869</b>	<b>13,609</b>
<b>Attributable to:</b>				
Equity shareholders of the Company	<b>6,199</b>	<b>10,313</b>	<b>19,214</b>	<b>10,890</b>
Non-controlling interests	<b>445</b>	<b>1,436</b>	<b>3,655</b>	<b>2,719</b>
<b>Total comprehensive income for the period</b>	<b>6,644</b>	<b>11,749</b>	<b>22,869</b>	<b>13,609</b>

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2015

	Attributable to equity shareholders of the Company					Non- controlling interest	Total equity
	Capital	Share	Exchange	Retained	Total		
	HK\$'000	premium HK\$'000	reserve HK\$'000	earnings HK\$'000	HK\$'000		
<b>For the nine months ended 31 December 2014 (Unaudited)</b>							
Balance at 1 April 2014	1	-	(258)	21,443	21,186	2,834	24,020
Changes in equity for the nine months ended 31 December 2014:							
Profit for the period	-	-	-	10,722	10,722	2,719	13,441
Other comprehensive income for the period	-	-	168	-	168	-	168
Total comprehensive income for the period	-	-	168	10,722	10,890	2,719	13,609
Balance at 31 December 2014	1	-	(90)	32,165	32,076	5,553	37,629
<b>For the nine months ended 31 December 2015 (Unaudited)</b>							
Balance at 1 April 2015	10,000	78,785	(262)	31,530	120,053	5,011	125,064
Changes in equity for the nine months ended 31 December 2015							
Profit for the period	-	-	-	18,786	18,786	3,655	22,441
Other comprehensive income for the period	-	-	428	-	428	-	428
Total comprehensive income for the period	-	-	428	18,786	19,214	3,655	22,869
Interim dividend declared to the non-controlling shareholders	-	-	-	-	-	(2,254)	(2,254)
Balance at 31 December 2015	10,000	78,785	166	50,316	139,267	6,412	145,679

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months and nine months ended 31 December 2015

## 1. GENERAL

The Company was incorporated in the Cayman Islands on 26 April 2013 as an exempted company with limited liability under the Companies Law (2011 Revision) (as consolidated and revised) of the Cayman Islands. Its shares were listed on GEM of the Stock Exchange on 18 March 2015. The Company's registered office address is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands and the principal place of business of the Company is 30/F., Siu On Centre, 188 Lockhart Road, Wanchai, Hong Kong. The Group is principally engaged in the businesses of IT application and solution development, IT infrastructure solutions, secondment services and maintenance and support services.

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2015 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and accounting principles generally accepted in Hong Kong. These financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

Pursuant to a group reorganisation (the "**Reorganisation**") which was completed on 27 February 2015 to rationalise the group structure in preparation for the listing of the Company's shares on GEM of the Stock Exchange, the Company became the holding company of the subsidiaries now comprising the Group. The Group resulting from the Reorganisation is regarded as a continuing entity. Accordingly, the combined financial statements of the Group for the nine months ended 31 December 2014 have been prepared using the principles of merger accounting in accordance with Accounting Guideline 5 "Merger Accounting for Common Control Combinations" as if the group structure under the Reorganisation had been in existence throughout the nine months ended 31 December 2014.

The accounting policies adopted in preparing the unaudited condensed consolidated financial statements are consistent with those applied in the annual financial statements for the year ended 31 March 2015, except for the adoption of the new and revised HKFRSs which are effective for accounting periods beginning on 1 April 2015. The adoption of these new and revised HKFRSs has no significant impact on the results and financial position of the Group.

The Group has not applied any new and revised HKFRSs which have been issued and are not yet effective for the current accounting period but is in the process of assessing their impact on the results and financial position of the Group.

The preparation of the unaudited condensed consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months and nine months ended 31 December 2015

## 3. REVENUE

The principal activities of the Group are the provision of IT application and solution development services, IT infrastructure solutions, secondment services, maintenance and support services. The amount of each significant category of revenue is as follows:

	Three months ended 31 December		Nine months ended 31 December	
	2015	2014	2015	2014
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
IT application and solution development	78,728	106,286	179,440	112,960
IT infrastructure solutions	64,095	56,933	179,898	107,161
Secondment services	5,162	11,338	19,070	33,218
Maintenance and support services	6,551	5,733	21,066	15,666
	154,536	180,290	399,474	269,005

## 4. INCOME TAX

The taxation charged to profit or loss represents:

	Three months ended 31 December		Nine months ended 31 December	
	2015	2014	2015	2014
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hong Kong Profits Tax	1,280	2,411	4,678	3,051

The statutory income tax rate of the Company and its subsidiaries registered in Hong Kong for the nine months ended 31 December 2015 and 2014 was 16.5%.

No provision for PRC Corporate Income Tax has been made as the subsidiary established in the PRC did not have assessable profits subject to PRC Corporate Income Tax during the nine months ended 31 December 2015 and 2014.

The Company and its subsidiaries incorporated in the Cayman Islands and the British Virgin Islands, respectively, are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.

## 5. DIVIDENDS

The Directors do not recommend the payment of a dividend for the three and nine months ended 31 December 2015 (for the three and nine months ended 31 December 2014: Nil).

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months and nine months ended 31 December 2015

## 6. EARNINGS PER SHARE

### (a) Basic earnings per share

Profit attributable to equity shareholders of the Company used in the calculation of the basic earnings per share for the three months and nine months ended 31 December 2015 is HK\$5,890,000 and HK\$18,786,000 respectively (for the three months and nine months ended 31 December 2014: HK\$10,095,000 and HK\$10,722,000 respectively).

The weighted average number of ordinary shares used in the calculation of the basic earnings per share during the three months and nine months ended 31 December 2015 is 4,000,000,000 shares, which is based on the number of shares in issue throughout the period and is adjusted for the share subdivision detailed under "Capital Structure" in the management discussion and analysis section.

The weighted average number of ordinary shares used in the calculation of the basic earnings per share during the three months and nine months ended 31 December 2014 is based on the assumption that 3,000,000,000 ordinary shares of the Company were in issue, comprising (i) 1,000 ordinary shares in issue and 749,999,000 ordinary shares issued pursuant to the capitalisation issue, for which the details are set out in the annual report of the Company for the year ended 31 March 2015, as if these shares were outstanding throughout that period and (ii) adjustment for the share subdivision detailed under "Capital Structure" in the management discussion and analysis section.

### (b) Diluted earnings per share

The diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares in existence during the three months and nine months ended 31 December 2015 and 2014.



# MANAGEMENT DISCUSSION AND ANALYSIS

The Group is principally engaged in the following businesses: (i) provision of IT application and solution development services; (ii) provision of IT infrastructure solutions; (iii) provision of secondment services; and (iv) provision of maintenance and support services.

## BUSINESS REVIEW AND OUTLOOK

For the nine months ended 31 December 2015 ("**First Three Quarters 2015**"), the Group's operations and business achieved a significant growth when compared to the results for the nine months ended 31 December 2014 ("**First Three Quarters 2014**").

### Provision of IT application and solution development services

This segment provides design and implementation of IT application solution and procurement of third party hardware and software. The revenue generated from this segment during First Three Quarters 2015 amounted to approximately HK\$179.4 million, representing approximately 45% of the total revenue for First Three Quarters 2015. The revenue derived from this segment increased by approximately 59% from approximately HK\$113.0 million for First Three Quarters 2014 to approximately HK\$179.4 million for First Three Quarters 2015. The increase was primarily due to significant amount of revenue recognised from (i) the Group's largest IT project in progress, which was not yet commenced until October 2014; and (ii) a number of sizable IT projects in the financial sector which were not yet commenced in First Three Quarters 2014.

### Provision of IT infrastructure solutions

This segment provides IT infrastructure solutions services and sale of related IT hardware and software. The revenue generated from this segment accounted for approximately 45% of the total revenue for First Three Quarters 2015. The revenue from this segment increased by approximately 68% from approximately HK\$107.2 million for First Three Quarters 2014 to approximately HK\$179.9 million for First Three Quarters 2015. The increase was primarily due to (i) the expansion of market in the financial sector as a result of the Group's increased marketing effort on this sector; (ii) demand from existing customers increased due to their needs for technological refreshment; and (iii) the expansion of the Group's sales channel in the general business sector during First Three Quarters 2015.

### Provision of secondment services

This segment provides secondment services for a fixed period of time pursuant to secondment service agreements. The revenue generated from this segment amounted to approximately HK\$19.1 million, representing approximately 5% of the total revenue for First Three Quarters 2015. The revenue derived from this segment decreased by approximately 43% from approximately HK\$33.2 million for First Three Quarters 2014 to approximately HK\$19.1 million for First Three Quarters 2015. The decrease was primarily due to (i) the completion of several secondment contracts during the year ended 31 March 2015; and (ii) the decrease in demand for seconded staff from one of the Group's major secondment customers.

### Provision of maintenance and support services

This segment provides maintenance and support services. The revenue generated from this segment amounted to approximately HK\$21.1 million, representing approximately 5% of the total revenue for First Three Quarters 2015. The revenue derived from this segment increased by approximately 34% from approximately HK\$15.7 million for First Three Quarters 2014 to approximately HK\$21.1 million for First Three Quarters 2015. The increase was primarily due to several new maintenance and support services agreements awarded by existing customers from the IT infrastructure solutions segment subsequent to the completion of IT infrastructure solution services during the year ended 31 March 2015.

# MANAGEMENT DISCUSSION AND ANALYSIS

Despite the significant growth of the Group's business during First Three Quarters 2015, the Group continues to face various risks and uncertainties which may adversely affect its business, results and financial position. The risks and uncertainties facing by the Group are detailed under the section headed "Risk Factors" in the prospectus of the Company dated 10 March 2015 (the "Prospectus"). In order to mitigate the risks, the management of the Group will closely monitor the operations and financial position of the Group, as well as maintaining good relationship with customers and suppliers.

Looking forward, the Group believes that in an increasingly competitive business environment, establishing strategic alliances and joint ventures with business partners and investing in new opportunities will be critical to the development of the Group. We therefore will, from time to time, continue to explore for opportunities to create shareholders' value through investing and acquiring interests in companies or projects with promising outlooks and prospects. Given the Group has continued to carry out the expansion plan as disclosed in the Prospectus, including expansion of IT application and solution development business and exploring merger, acquisition or business collaboration etc., the Group will also explore business opportunities in providing O2O (online to offline) e-commerce platforms, mobile applications and "cloud" applications, as well as provision of mobile application products and services.

The Board is of the view that potential new investment, acquisition and business engagements together with the existing business will bring further value to the Company and its shareholders as a whole.

## FINANCIAL REVIEW

### Revenue

The Group's revenue for First Three Quarters 2015 amounted to approximately HK\$399.5 million, representing an increase of approximately HK\$130.5 million or 49% compared to First Three Quarters 2014 (First Three Quarters 2014: approximately HK\$269.0 million). The increase was mainly attributable to the combined effect of: (i) the increase in revenue generated from provision of IT application and solution development services of approximately HK\$66.5 million; (ii) the increase in revenue generated from provision of IT infrastructure solutions of approximately HK\$72.7 million; (iii) the increase in revenue generated from provision of maintenance and support services of approximately HK\$5.4 million; and (iv) the decrease in revenue generated from provision of secondment services of approximately HK\$14.1 million.

### Gross profit and gross profit margin

The gross profit of the Group increased by approximately 29% from approximately HK\$43.8 million for First Three Quarters 2014 to approximately HK\$56.5 million for First Three Quarters 2015, while the gross profit margin of the Group was approximately 14% (First Three Quarters 2014: approximately 16%). The increase in the gross profit of the Group was primarily due to the increase in gross profit generated from provision of IT infrastructure solutions and provision of IT application and solution development services, which was in line with the increase in revenue generated from these segments.

### Administrative expenses

The Group's administrative expenses for First Three Quarters 2015 amounted to approximately HK\$30.8 million, representing an increase of approximately HK\$3.3 million or 12% as compared to First Three Quarters 2014 (First Three Quarters 2014: approximately HK\$27.5 million). Such increase was mainly due to (i) the increase in sales commission paid to sales staff of the Group as compared with First Three Quarters 2014 which was in line with the increase in gross profit of the Group; (ii) the increase in professional fee in relation to corporate actions made pursuant to the requirements of the GEM Listing Rules; and (iii) the increase in overall office rental in relation to an additional office premise rented due to the expansion of the Group's business.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Listing expenses

In First Three Quarters 2014, the one-off listing expenses of approximately HK\$1.9 million, which was included in administrative expenses, have been recorded by the Group. In First Three Quarters 2015, there was no such expenses incurred.

## Profit for the period

The Group recorded a net profit of approximately HK\$22.4 million for First Three Quarters 2015, representing an increase of HK\$9.0 million or approximately 67% as compared to First Three Quarters 2014 (First Three Quarters 2014: approximately HK\$13.4 million). The increase was mainly attributable to the combined effect of: (i) the increase in gross profit of approximately HK\$12.7 million as compared to First Three Quarters 2014; (ii) the increase in administrative expenses of approximately HK\$3.3 million as compared to First Three Quarters 2014; and (iii) the increase in provision for income tax of approximately HK\$1.6 million as compared to First Three Quarters 2014 as a result of the increase in profit before taxation.

## CAPITAL STRUCTURE

The shares of the Company were successfully listed on GEM of the Stock Exchange on 18 March 2015 (the "Listing"). The share capital of the Group only comprises of ordinary shares.

On 4 September 2015, the Board proposed a share subdivision whereby each of the issued and unissued ordinary share with a par value of HK\$0.01 each in the share capital of the Company be subdivided into four ordinary shares with a par value of HK\$0.0025 each, such that the authorised share capital of the Company becomes HK\$100,000,000 divided into 40,000,000,000 subdivided shares of par value of HK\$0.0025 each (the "Share(s)"). The Shares rank pari passu in all respects with each other in accordance with the memorandum and articles of association of the Company. The share subdivision was approved upon the passing of the ordinary resolution by the shareholders of the Company at the extraordinary general meeting held on 2 October 2015 and became effective on 5 October 2015.

As at 31 December 2015, the Company's issued share capital was HK\$10,000,000 and the number of its issued ordinary shares was 4,000,000,000 of HK\$0.0025 each.

## SIGNIFICANT INVESTMENTS

As at 31 December 2015 and 2014, the Group did not hold any significant investments.

## CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2015 and 2014.

## CHARGE ON GROUP'S ASSETS

As at 31 December 2015 and 2014, the Group did not have any charges on the Group's assets.

## OTHER INFORMATION

### Corporate Governance Practices

Since the Listing, the Board recognized that transparency and accountability is important to a listed company. Therefore, the Company is committed to establish and maintain good corporate governance practices and procedures. The Directors believe that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture which would benefit the Company's stakeholders as a whole.

# MANAGEMENT DISCUSSION AND ANALYSIS

The Company endeavours to adopt prevailing best corporate governance practices. For the nine months ended 31 December 2015, the Board has adopted and complied with the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules, save for the deviation from the code provision A.2.7 as explained below:

Code provision A.2.7 of the CG Code requires the chairman of the board to hold meetings at least annually with the non-executive directors (including independent non-executive directors) without the executive directors' presence. As Mr. Yong Man Kin, the chairman of the Board, is also an executive Director, the Company has deviated from this code provision as it is not practicable for a meeting to be held between the chairman of the Board and non-executive Directors without the executive Directors' presence.

The Directors of the Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements from time to time, and to meet the rising expectation of shareholders and other stakeholders of the Company.

## Directors' Securities Transactions

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 set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). The Company had also made specific enquiry of all the Directors and the Company was not aware of any non-compliance with the Required Standard of Dealings regarding securities transactions by the Directors for the nine months ended 31 December 2015.

## Purchase, Sale or Redemption of Listed Securities

During the nine months ended 31 December 2015, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any securities of the Company.

## Competing Interests

The Directors are not aware of any business or interest of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the nine months ended 31 December 2015.

## Events after 31 December 2015

There are no significant events after the reporting period of the Group.

## Audit Committee

The Company established the Audit Committee with written terms of reference in compliance with the GEM Listing Rules, in accordance with provisions set out in the CG Code which are available on the websites of the Stock Exchange and the Company.

The Audit Committee currently consists of three independent non-executive Directors namely Dr. Chan Mee Yee, Dr. Chow Kam Pui and Ms. Kam Man Yi Margaret. The chairlady of the Audit Committee is Ms. Kam Man Yi Margaret, who has appropriate professional qualifications and experience in accounting matters.

The unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2015 have been reviewed by the audit committee of the Company, which was of the opinion that the unaudited condensed consolidated financial statements had been prepared in compliance with the applicable accounting standards and the GEM Listing Rules.

## OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 31 December 2015, the interests or short positions of the Directors and chief executives of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")), which are required (a) to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) have to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

Name	Capacity and nature of interests	Number of Shares held	Approximate percentage of shareholding
Mr. Lee Cheong Yuen ("Mr. Lee") (Note 2 and 3)	Interest held jointly with another person; interest of a controlled corporation	3,000,000,000 (L) (Note 1)	75%
BIZ Cloud Limited (Note 3)	Beneficial owner	3,000,000,000 (L) (Note 1)	75%
Ms. Saetia Ladda (Note 4)	Interest in spouse	3,000,000,000 (L) (Note 1)	75%
Mr. Chan Kwok Pui ("Mr. Chan") (Note 2 and 5)	Interest held jointly with another person; interest of a controlled corporation	3,000,000,000 (L) (Note 1)	75%
Cloud Gear Limited (Note 5)	Beneficial owner	3,000,000,000 (L) (Note 1)	75%
Mr. Yong Man Kin ("Mr. Yong") (Note 2 and 6)	Interest held jointly with another person; interest of a controlled corporation	3,000,000,000 (L) (Note 1)	75%
Friends True Limited (Note 6)	Beneficial owner	3,000,000,000 (L) (Note 1)	75%
Ms. Ma Kit Ling (Note 7)	Interest in spouse	3,000,000,000 (L) (Note 1)	75%
Mr. Tam Kwok Wah ("Mr. Tam") (Note 2 and 8)	Interest held jointly with another person; interest of a controlled corporation	3,000,000,000 (L) (Note 1)	75%
Imagine Cloud Limited (Note 8)	Beneficial owner	3,000,000,000 (L) (Note 1)	75%

## OTHER INFORMATION

### Notes:

1. The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
2. On 27 February 2015, our ultimate controlling shareholders, namely, Mr. Lee, Mr. Chan, Mr. Yong and Mr. Tam ("**Controlling Shareholders**"), entered into the confirmation deed to acknowledge and confirm, among other things, that they were parties acting in concert of each of the members of the Group. As such, our ultimate Controlling Shareholders together control 75% interest in the share capital of the Company through BIZ Cloud Limited, Cloud Gear Limited, Friends True Limited and Imagine Cloud Limited. As a result, each of our ultimate Controlling Shareholders is deemed to be interested in such 75% interest in the share capital of the Company.
3. Shares in which Mr. Lee is interested consist of (i) 1,170,000,000 Shares held by BIZ Cloud Limited, a company wholly owned by Mr. Lee, and (ii) 1,830,000,000 Shares in which Mr. Lee is deemed to be interested as a result of being a party acting-in-concert with Mr. Chan, Mr. Yong and Mr. Tam.
4. Ms. Saetia Ladda is the spouse of Mr. Lee. Under the SFO, Ms. Saetia Ladda is deemed to be interested in the same number of Shares in which Mr. Lee is interested.
5. Shares in which Mr. Chan is interested consist of (i) 330,000,000 Shares held by Cloud Gear Limited, a company wholly owned by Mr. Chan, and (ii) 2,670,000,000 Shares in which Mr. Chan is deemed to be interested as a result of being a party acting-in-concert with Mr. Lee, Mr. Yong and Mr. Tam.
6. Shares in which Mr. Yong is interested consist of (i) 1,125,000,000 Shares held by Friends True Limited, a company wholly owned by Mr. Yong, and (ii) 1,875,000,000 Shares in which Mr. Yong is deemed to be interested as a result of being a party acting-in-concert with Mr. Lee, Mr. Chan and Mr. Tam.
7. Ms. Ma Kit Ling is the spouse of Mr. Yong. Under the SFO, Ms. Ma Kit Ling is deemed to be interested in the Shares in which Mr. Yong is interested.
8. Shares in which Mr. Tam is interested consist of (i) 375,000,000 Shares held by Imagine Cloud Limited, a company wholly owned by Mr. Tam, and (ii) 2,625,000,000 Shares in which Mr. Tam is deemed to be interested as a result of being a party acting-in-concert with Mr. Lee, Mr. Yong and Mr. Chan.
9. As at 31 December 2015, the Company's issued ordinary share capital was HK\$10,000,000 divided into 4,000,000,000 of HK\$0.0025 each.

Save as disclosed above, as at 31 December 2015, none of the Directors and chief executive of the Company had any other interests or short positions in any Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer referred to Rule 5.46 of the GEM Listing Rules.

## OTHER INFORMATION

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2015, the following parties, other than Directors and the chief executive of the Company, held interests or short positions (directly or indirectly) in the Company's Shares or underlying Shares were recorded in the register kept by the Company pursuant to Section 336 of the SFO:

Name	Capacity and nature of interests	Number of Shares held	Approximate percentage of shareholding
Mr. Lee (Note 2 and 3)	Interest held jointly with another person; interest of a controlled corporation	3,000,000,000 (L) (Note 1)	75%
BIZ Cloud Limited (Note 3)	Beneficial owner	3,000,000,000 (L) (Note 1)	75%
Ms. Saetia Ladda (Note 4)	Interest in spouse	3,000,000,000 (L) (Note 1)	75%
Mr. Chan (Note 2 and 5)	Interest held jointly with another person; interest of a controlled corporation	3,000,000,000 (L) (Note 1)	75%
Cloud Gear Limited (Note 5)	Beneficial owner	3,000,000,000 (L) (Note 1)	75%
Mr. Yong (Note 2 and 6)	Interest held jointly with another person; interest of a controlled corporation	3,000,000,000 (L) (Note 1)	75%
Friends True Limited (Note 6)	Beneficial owner	3,000,000,000 (L) (Note 1)	75%
Ms. Ma Kit Ling (Note 7)	Interest in spouse	3,000,000,000 (L) (Note 1)	75%
Mr. Tam (Note 2 and 8)	Interest held jointly with another person; interest of a controlled corporation	3,000,000,000 (L) (Note 1)	75%
Imagine Cloud Limited (Note 8)	Beneficial owner	3,000,000,000 (L) (Note 1)	75%

## OTHER INFORMATION

Notes:

1. The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
2. On 27 February 2015, our ultimate Controlling Shareholders, namely, Mr. Lee, Mr. Chan, Mr. Yong and Mr. Tam, entered into the confirmation deed to acknowledge and confirm, among other things, that they were parties acting in concert of each of the members of the Group. As such, our ultimate Controlling Shareholders together control 75% interest in the share capital of the Company through BIZ Cloud Limited, Cloud Gear Limited, Friends True Limited and Imagine Cloud Limited. As a result, each of our ultimate Controlling Shareholders is deemed to be interested in such 75% interest in the share capital of the Company.
3. Shares in which Mr. Lee is interested consist of (i) 1,170,000,000 Shares held by BIZ Cloud Limited, a company wholly owned by Mr. Lee, and (ii) 1,830,000,000 Shares in which Mr. Lee is deemed to be interested as a result of being a party acting-in-concert with Mr. Chan, Mr. Yong and Mr. Tam.
4. Ms. Saetia Ladda is the spouse of Mr. Lee. Under the SFO, Ms. Saetia Ladda is deemed to be interested in the same number of Shares in which Mr. Lee is interested.
5. Shares in which Mr. Chan is interested consist of (i) 330,000,000 Shares held by Cloud Gear Limited, a company wholly owned by Mr. Chan, and (ii) 2,670,000,000 Shares in which Mr. Chan is deemed to be interested as a result of being a party acting-in-concert with Mr. Lee, Mr. Yong and Mr. Tam.
6. Shares in which Mr. Yong is interested consist of (i) 1,125,000,000 Shares held by Friends True Limited, a company wholly owned by Mr. Yong, and (ii) 1,875,000,000 Shares in which Mr. Yong is deemed to be interested as a result of being a party acting-in-concert with Mr. Lee, Mr. Chan and Mr. Tam.
7. Ms. Ma Kit Ling is the spouse of Mr. Yong. Under the SFO, Ms. Ma Kit Ling is deemed to be interested in the Shares in which Mr. Yong is interested.
8. Shares in which Mr. Tam is interested consist of (i) 375,000,000 Shares held by Imagine Cloud Limited, a company wholly owned by Mr. Tam, and (ii) 2,625,000,000 Shares in which Mr. Tam is deemed to be interested as a result of being a party acting-in-concert with Mr. Lee, Mr. Yong and Mr. Chan.
9. As at 31 December 2015, the Company's issued ordinary share capital was HK\$10,000,000 divided into 4,000,000,000 of HK\$0.0025 each.

Save as disclosed above, the Directors were not aware of any other persons, other than the Directors or the chief executive of the Company who held an interest or short positions in the Shares and underlying Shares of the Company as at 31 December 2015 which required to be recorded pursuant to Section 336 of SFO.

### CHANGE OF COMPLIANCE ADVISER

On 30 October 2015, the Company and New Spring Capital Limited have mutually agreed to terminate the compliance adviser agreement entered between the Company and New Spring Capital Limited dated 3 March 2015 due to the recent changes in personnel of New Spring Capital Limited. On the same day, the Company appointed RHB Capital Hong Kong Limited as the new compliance adviser to the Company as required under Rules 6A.19 and 6A.20 of the GEM Listing Rules with effect from 1 November 2015. For further details, please refer to the announcement of the Company dated 30 October 2015.

### INTERESTS OF THE COMPLIANCE ADVISER

As notified by RHB Capital Hong Kong Limited, as at 31 December 2015, save for the compliance adviser agreement dated 30 October 2015 entered into between the Company and RHB Capital Hong Kong Limited, neither RHB Capital Hong Kong Limited, its directors, employees and close associates had any interest in the securities of the Group which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

By order of the Board

**Yong Man Kin**

*Chairman and Executive Director*

Hong Kong, 1 February 2016



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Yong Man Kin (*Chairman*)

Mr. Lee Cheong Yuen (*Chief executive officer*)

### Non-executive Directors

Mr. Chan Kwok Pui

Mr. Tam Kwok Wah

### Independent Non-executive Directors

Dr. Chan Mee Yee

Dr. Chow Kam Pui

Ms. Kam Man Yi Margaret

## COMPANY SECRETARY

Mr. Leung Kei Pui

## COMPLIANCE OFFICER

Mr. Yong Man Kin

## COMPLIANCE ADVISER

New Spring Capital Limited

(appointment up to 30 October 2015)

RHB Capital Hong Kong Limited

(appointment effective on 1 November 2015)

## AUTHORISED REPRESENTATIVES

Mr. Lee Cheong Yuen

Mr. Yong Man Kin

## AUDIT COMMITTEE

Ms. Kam Man Yi Margaret (*Chairlady of audit committee*)

Dr. Chan Mee Yee

Dr. Chow Kam Pui

## REMUNERATION COMMITTEE

Dr. Chan Mee Yee (*Chairlady of remuneration committee*)

Dr. Chow Kam Pui

Ms. Kam Man Yi Margaret

## NOMINATION COMMITTEE

Dr. Chow Kam Pui (*Chairman of nomination committee*)

Dr. Chan Mee Yee

Ms. Kam Man Yi Margaret

Mr. Lee Cheong Yuen

Mr. Yong Man Kin

## AUDITORS

Crowe Horwath (HK) CPA Limited

## REGISTERED OFFICE

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

## HEAD OFFICE AND PRINCIPAL

### PLACE OF BUSINESS IN HONG KONG

30/F., Siu On Centre

188 Lockhart Road, Wanchai

Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Trust (Cayman) Ltd.

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

## HONG KONG BRANCH SHARE

### REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited

A18/F., Asia Orient Tower, Town Place

33 Lockhart Road, Wanchai

Hong Kong

## PRINCIPAL BANKERS

China Citic Bank International Limited

DBS Bank (Hong Kong) Limited

The Hongkong and Shanghai Banking

Corporation Limited

## WEBSITE ADDRESS

[www.ico.com.hk](http://www.ico.com.hk)

## STOCK CODE

8140