

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)**APPENDIX 5****FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET****Case Number:** 20141023-I14002-0003

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Company name: ICO Group Limited 揚科集團有限公司***Stock code (ordinary shares):** 8140

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 17 March 2015.

A. General**Place of incorporation:** Cayman Islands**Date of initial listing on GEM:** 18 March 2015**Name of Sponsor(s):** New Spring Capital Limited**Names of directors:**
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)
Executive directors:
LEE Cheong Yuen
YONG Man Kin**Non-executive director:**
CHAN Kwok Pui
TAM Kwok Wah**Independent non-executive directors:**
CHAN Mee Yee
CHOW Kam Pui
KAM Man Yi Margaret

* For identification purpose only

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares of HK\$0.01 each in the share capital of the Company ("Shares")	Percentage of issued Shares
	Mr. Lee Cheong Yuen <i>(Note 1 & 2)</i>	750,000,000	75%
	BIZ Cloud Limited <i>(Note 2)</i>	750,000,000	75%
	Ms. Saetia Ladda <i>(Note 3)</i>	750,000,000	75%
	Mr. Chan Kwok Pui <i>(Note 1 & 4)</i>	750,000,000	75%
	Cloud Gear Limited <i>(Note 4)</i>	750,000,000	75%
	Mr. Yong Man Kin <i>(Note 1 & 5)</i>	750,000,000	75%
	Friends True Limited <i>(Note 5)</i>	750,000,000	75%
	Ms. Ma Kit Ling <i>(Note 6)</i>	750,000,000	75%
	Mr. Tam Kwok Wah <i>(Note 1 & 7)</i>	750,000,000	75%
	Imagine Cloud Limited <i>(Note 7)</i>	750,000,000	75%

Note 1: On 27 March 2015, Mr. Lee Cheong Yuen ("Mr. Lee"), Mr. Chan Kwok Pui ("Mr. Chan"), Mr. Yong Man Kin ("Mr. Yong") and Mr. Tam Kwok Wah ("Mr. Tam") entered into a Confirmatory Deed to acknowledge and confirm, among other things, that they are parties acting-in-concert within the meaning of The Codes on Takeovers and Mergers and Share Buy-backs. Together they control 75% interest in the share capital of the Company. As such each of them is deemed to be interested in 75% interest in the share capital of the Company.

Note 2: Shares in which Mr. Lee is interested consist of (i) 292,500,000 Shares held by BIZ Cloud Limited, a company wholly owned by Mr. Lee, and (ii) 457,500,000 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.

Note 3: Ms. Saetia Ladda is the spouse of Mr. Lee. Under the Securities and Futures Ordinance ("SFO"), Ms. Saetia Ladda is deemed to be interested in the same number of Shares in which Mr. Lee is interested.

Note 4: Shares in which Mr. Chan is interested consist of (i) 82,500,000 Shares held by Cloud Gear Limited, a company wholly owned by Mr. Chan, and (ii) 667,500,000 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.

Note 5: Shares in which Mr. Yong is interested consist of (i) 281,250,000 Shares held by Friends True Limited, a company wholly owned by Mr. Yong, and (ii) 468,750,000 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.

Note 6: 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.

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Note 7: Shares in which Mr. Tam is interested consist of (i) 93,750,000 Shares held by Imagine Cloud Limited, a company wholly owned by Mr. Tam, and (ii) 656,250,000 Shares in which Mr. Yong is deemed to be interested as a result of being a party acting-in-concert with Mr. Lee, Mr. Yong and Mr. Chan.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 March

Registered address: Clifton House, P.O. Box 1350
75 Fort Street, Grand Cayman
KY1-1108
Cayman Islands

Head office and principal place of business: 30/F., Siu On Centre
188 Lockhart Road
Hong Kong

Web-site address (if applicable): www.ico.com.hk

Share registrar: **Principal share registrar and transfer office:**
Appleby Trust (Cayman) Ltd.
Clifton House, P.O. Box 1350
75 Fort Street, 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

Auditors: Crowe Horwath (HK) CPA Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in the provision of IT application and solution development, secondment services, maintenance and support services and IT infrastructure solutions.

C. Ordinary shares

Number of ordinary shares in issue: 1,000,000,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 8,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

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D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

LEE Cheong Yuen

YONG Man Kin

CHAN Kwok Pui

TAM Kwok Wah

CHAN Mee Yee

CHOW Kam Pui

KAM Man Yi Margaret

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*