

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in ICO Group Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**ICO GROUP LIMITED**  
**揚科集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8140)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE 2015 ANNUAL GENERAL MEETING**

A notice convening the 2015 annual general meeting of the Company to be held on Wednesday, 12 August 2015 at 11:00 a.m. at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong (the “2015 AGM”) is set out on pages 21 to 25 of this circular. A form of proxy for use at the 2015 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.ico.com.hk](http://www.ico.com.hk).

Whether or not you are able to attend the 2015 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2015 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2015 AGM or any adjourned meeting thereof if they so wish.

*This circular 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 and on the Company’s website at [www.ico.com.hk](http://www.ico.com.hk).*

\* For identification purpose only

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF 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.

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Granting of the Issuance Mandate and Repurchase Mandate .....	4
3. Proposed Re-election of the Retiring Directors .....	5
4. 2015 AGM and Proxy Arrangement .....	5
5. Recommendation .....	6
6. Closure of Register of Members .....	6
7. Statement of Responsibility .....	6
8. Additional Information .....	6
<b>Appendix I — Explanatory Statement on the Repurchase Mandate</b> .....	7
<b>Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2015 AGM</b> .....	11
<b>Notice of the 2015 AGM</b> .....	21

## DEFINITIONS

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

“2015 AGM”	an annual general meeting of the Company to be held on Wednesday, 12 August 2015 at 11:00 a.m at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the 2015 AGM set out on pages 21 to 25 of this circular
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Company”	ICO Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Director(s)”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board
“Latest Practicable Date”	26 June 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	18 March 2015, being the date on which the Shares first commenced dealings on the Stock Exchange
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board

## DEFINITIONS

“SFO”	the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

**LETTER FROM THE BOARD**



**ICO GROUP LIMITED**

**揚科集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8140)**

*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

*Registered office:*

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Principal place of business*

*in Hong Kong:*

30/F., Siu On Centre

188 Lockhart Road

Wan Chai, Hong Kong

30 June 2015

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE 2015 AGM**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2015 AGM for (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of Repurchase Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

\* *For identification purpose only*

## LETTER FROM THE BOARD

### 2. PROPOSED GRANTING OF THE ISSUANCE MANDATE AND REPURCHASE MANDATE

Ordinary resolutions will be proposed at the 2015 AGM to approve the granting of the new general mandates to the Directors:

- (a) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$2,000,000 (equivalent to 200,000,000 Shares) on the basis that the existing issued share capital of the Company of 1,000,000,000 Shares remains unchanged as at the date of the 2015 AGM) (the “**Issuance Mandate**”);
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$1,000,000 (equivalent to 100,000,000 Shares) on the basis that the existing issued share capital of the Company of 1,000,000,000 Shares remains unchanged as at the date of the 2015 AGM) (the “**Repurchase Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (if granted to the Directors at the 2015 AGM).

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Repurchase Mandate and the Issuance Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the GEM Listing Rules, in particular Rule 13.08 of the GEM Listing Rules, is set out in Appendix I to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate. The Directors currently have no immediate plan to exercise the Issuance Mandate or the Repurchase Mandate (if granted to the Directors at the 2015 AGM).

## LETTER FROM THE BOARD

### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 112 of the Articles, any director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following general meeting of the Company and shall then be eligible for the re-election. Pursuant to Article 108 of the Articles, one-third of the Directors for the time being shall retire from office by rotation at the 2015 AGM.

As such, all the Directors, namely Mr. Lee Cheong Yuen, Mr. Yong Man Kin, Mr. Chan Kwok Pui, Mr. Tam Kwok Wah, Dr. Chan Mee Yee, Dr. Chow Kam Pui and Ms. Kam Man Yi Margaret, shall retire at the 2015 AGM and, being eligible, to offer themselves for re-election at the 2015 AGM.

The requisite details of the above Directors proposed to be re-elected at the 2015 AGM are set out in Appendix II to this circular.

### 4. 2015 AGM AND PROXY ARRANGEMENT

A notice convening the 2015 AGM to be held on Wednesday, 12 August 2015 at 11:00 a.m at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as stated therein is set out on pages 21 to 24 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2015 AGM. An announcement on the poll vote results will be published by the Company after the 2015 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

The 2015 annual report incorporating the audited consolidated financial statement of the Group for the year ended 31 March 2015 and the reports of the Directors and the auditors thereon are dispatched to the Shareholders together with this circular.

You will find enclosed with this circular a form of proxy for use at the 2015 AGM and such form of proxy is also published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.ico.com.hk](http://www.ico.com.hk). Whether or not you are able to attend the 2015 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the office of the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2015 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2015 AGM, in such event, your proxy form shall be deemed to be revoked.



## LETTER FROM THE BOARD

### 5. RECOMMENDATION

The Directors consider that the granting/extension of the Issuance Mandate, the Repurchase Mandate and the re-election of the retiring Directors are all in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice to be proposed at the 2015 AGM.

### 6. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders' entitlements to attend and vote at the 2015 AGM, the transfer books and the register of members of the Company will be closed from Monday, 10 August 2015 to Wednesday, 12 August 2015 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the 2015 AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong no later than 4:00 p.m. on Friday, 7 August 2015.

### 7. STATEMENT OF RESPONSIBILITY

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate; and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2015 AGM.

Yours faithfully,  
By Order of the Board  
**ICO Group Limited**  
**Yong Man Kin**  
*Chairman and Executive Director*

The following is an explanatory statement required by the GEM Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2015 AGM in relation to the granting of the Repurchase Mandate.

### **1. REASON FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

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

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the 2015 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2015 AGM, i.e. being 1,000,000,000 Shares, the Directors would be authorised to exercise the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 100,000,000 Shares, being 10% of the issued share capital of the Company as at the date of 2015 AGM. The Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

### **3. FUNDING AND IMPACT OF REPURCHASES**

Any repurchase will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the memorandum of association and the Articles of the Company, the GEM Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Under the laws of the Cayman Islands, any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 March 2015 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

#### **4. EFFECT OF THE TAKEOVER CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the ultimate Controlling Shareholders, namely, Mr. Lee Cheong Yuen, Mr. Chan Kwok Pui, Mr. Yong Man Kin and Mr. Tam Kwok Wah, deemed as parties acting in concert, that together control 75% interest in the issued share capital of the Company through BIZ Cloud Limited, Cloud Gear Limited, Friends True Limited and Imagine Cloud Limited, respectively. As a result, each of the ultimate Controlling Shareholders is deemed to be interested in such 750,000,000 Shares, representing 75% of the issued share capital of the Company, as at the Latest Practicable Date.

In the event that the Repurchase Mandate was exercised in full, the interest of the Controlling Shareholders, in proportion, would be increased from approximately 75% to approximately 83.3%. On the basis of the aforesaid increase of shareholding held by the Controlling Shareholders, in proportion, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to

exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's Shares in public hands.

## **5. GEM LISTING RULES RELATING TO REPURCHASE OF SHARES**

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the Company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

## **6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum of association and the Articles of the Company.

## **7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors or, to the best knowledge and belief of the Directors having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules) have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that they have a present intention to sell Shares to the Company, or that they have undertaken not to sell any of the Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date up to the Latest Practicable Date.

**9. SHARE PRICES**

The highest and lowest prices of the Shares since the Listing Date up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Share Price (Per Share)</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2015</b>		
March (from Listing Date)	5.90	2.23
April	5.60	4.45
May	7.35	5.28
June (up to the Latest Practicable Date)	6.30	5.03

The biographical details of the Directors proposed to be retired at the conclusion of the 2015 AGM and be proposed to be re-elected at the 2015 AGM are set out as follows:

**1. LEE CHEONG YUEN (李昌源)**

**Position and experience**

Mr. Lee Cheong Yuen (李昌源) (“**Mr. Lee**”), aged 47, is the Chief Executive Officer and an executive Director. Mr. Lee is also a member of the nomination committee of the Company. Mr. Lee founded the Group in 1992. Mr. Lee primarily is responsible for overseeing the business development and in-house operations and devising market strategies and business expansion plans of the Group. In the past years, he led the Group to successfully complete several large-scale IT application and solution development projects for major clients in the public sector, private sector, banking and finance sector and logistics sector. Mr. Lee obtained a degree of bachelor of science in computer studies from the University of Hong Kong (“**HKU**”) in December 1989. He has over 20 years of experience in the IT industry.

Mr. Lee had not been a director of any other listed company for the last three preceding years.

**Length of service**

Pursuant to the Director’s service contract entered into between the Company and Mr. Lee, his initial current term of office is for a period of three years commenced from 3 March 2015, unless terminated by either party giving to the other not less than three months’ prior notice in writing. Mr. Lee is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

**Relationships**

As far as the Directors are aware, Mr. Lee does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

**Interests in Share**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lee was interested or deemed to be interested in 750,000,000 Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the service contract, Mr. Lee is entitled to a bonus. For the year ended 31 March 2015, a sum of HK\$1,809,000 has been paid to Mr. Lee. The above emoluments of Mr. Lee have been determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

**Director's material interests in transactions, arrangements and contracts that are significant in relation to the Company's business**

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which Mr. Lee had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2015.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Lee to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

**2. YONG MAN KIN (楊敏健)****Position and experience**

Mr. Yong Man Kin (楊敏健) (“**Mr. Yong**”), aged 49, is the Chairman and an executive Director. Mr. Yong is also a member of the nomination committee of the Company. Mr. Yong founded the Group in 1992. Mr. Yong primarily is responsible for overseeing the business development, in-house operations, overall strategic planning and business expansion plans, accounts and human resources activities of the Group. Under his directorship, over the past years, he led the Group to successfully complete several large-scale IT application and solution development projects for major customers in the public sector, private sector, and regulatory sector. Mr. Yong obtained a degree of bachelor of science in computer studies from HKU in December 1989. Mr. Yong has over 20 years of experience in the IT industry.

Mr. Yong had not been a director of any other listed company for the last three preceding years.

**Length of service**

Pursuant to the Director's service contract entered into between the Company and Mr. Yong, his initial current term of office is for a period of three years commenced from 3 March 2015, unless terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Yong is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

**Relationships**

As far as the Directors are aware, Mr. Yong does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

**Interests in Share**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yong was interested or deemed to be interested in 750,000,000 Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the service contract, Mr. Yong is entitled to a bonus. For the year ended 31 March 2015, a sum of HK\$1,805,000 has been paid to Mr. Yong. The above emoluments of Mr. Yong have been determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

**Director's material interests in transactions, arrangements and contracts that are significant in relation to the Company's business**

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which Mr. Yong had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2015.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Yong to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Mr. Yong that need to be brought to the attention of the Shareholders.



### 3. CHAN KWOK PUI (陳國培)

#### Position and experience

Mr. Chan Kwok Pui (陳國培) (“**Mr. Chan**”), aged 58, is a non-executive Director and is responsible for advising on business opportunities for investment, development and expansion of the Group. Mr. Chan obtained a degree of bachelor of science in computer studies from HKU in December 1989. Mr. Chan has over 20 years of experience in the IT industry. Mr. Chan was a computer officer at HKU from August 1992 to August 1995. He then joined the Group in 1995.

Mr. Chan had not been a director of any other listed company for the last three preceding years.

#### Length of service

Pursuant to the Director’s service contract entered into between the Company and Mr. Chan, his initial current term of office is for a period of three years commenced from 3 March 2015, unless terminated by either party giving to the other not less than one month’s prior notice in writing. Mr. Chan is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

#### Relationships

As far as the Directors are aware, Mr. Chan does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

#### Interests in Share

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chan was interested or deemed to be interested in 750,000,000 Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

#### Director’s emoluments

Pursuant to the service contract, Mr. Chan is entitled to a bonus. For the year ended 31 March 2015, a sum of HK\$180,000 has been paid to Mr. Chan. The above emoluments of Mr. Chan have been determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company’s remuneration committee.

**Director's material interests in transactions, arrangements and contracts that are significant in relation to the Company's business**

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which Mr. Chan had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2015.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Chan to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

**4. TAM KWOK WAH (譚國華)****Position and experience**

Mr. Tam Kwok Wah (譚國華) (“**Mr. Tam**”), aged 65, is a non-executive Director and is responsible for advising on business opportunities for investment, development and expansion of the Group. Mr. Tam obtained a degree of bachelor of social sciences from HKU in November 1975. He further received a master degree of science from The University of Manchester in the United Kingdom in December 1982. Mr. Tam was an assistant professor of HKU's business school, which was the last position he held at HKU from January 1985 to June 2004.

Mr. Tam had not been a director of any other listed company for the last three preceding years.

**Length of service**

Pursuant to the Director's service contract entered into between the Company and Mr. Tam, his initial current term of office is for a period of three years commenced from 3 March 2015, unless terminated by either party giving to the other not less than one month's prior notice in writing. Mr. Tam is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

**Relationships**

As far as the Directors are aware, Mr. Tam does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

**Interests in Share**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Tam was interested or deemed to be interested in 750,000,000 Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the service contract, Mr. Tam is entitled to a bonus. For the year ended 31 March 2015, a sum of HK\$180,000 has been paid to Mr. Tam. The above emoluments of Mr. Tam have been determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

**Director's material interests in transactions, arrangements and contracts that are significant in relation to the Company's business**

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which Mr. Tam had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2015.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Tam to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Mr. Tam that need to be brought to the attention of the Shareholders.

**5. CHAN MEE YEE (陳敏兒)****Position and experience**

Dr. Chan Mee Yee (陳敏兒) (“**Dr. Chan**”), aged 53, is an independent non-executive Director and is responsible for providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Group. Dr. Chan is also the chairlady of the remuneration committee, and a member of nomination committee and audit committee of the Company. Dr. Chan graduated from the University of California, San Diego in the US with a degree of bachelor of arts majoring in computer science in June 1980 and a degree of master of science in computer science in June 1981. She further received her degree of doctor of philosophy from HKU in November 1988. In August 2003, Dr. Chan obtained a degree of bachelor of laws through distance learning from the University of London and a postgraduate certificate in laws from HKU in June 2004. Dr. Chan has also been a chartered financial analyst of The Institute of Chartered Financial Analysts since September 1998.

Dr. Chan had not been a director of any other listed company for the last three preceding years.

#### **Length of service**

Pursuant to the Director's service contract entered into between the Company and Dr. Chan, her initial current term of office is for a period of three years commenced from 3 March 2015, unless terminated by either party giving to the other not less than one month's prior notice in writing. Dr. Chan is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

#### **Relationships**

As far as the Directors are aware, Dr. Chan does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

#### **Interests in Share**

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Chan was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

#### **Director's emoluments**

Pursuant to the service contract, Dr. Chan is entitled to a fixed director fee. For the year ended 31 March 2015, a sum of HK\$11,694 has been paid to Dr. Chan. The above emoluments of Dr. Chan have been determined with reference to her role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

#### **Director's material interests in transactions, arrangements and contracts that are significant in relation to the Company's business**

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which Dr. Chan had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2015.

#### **Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Dr. Chan to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Dr. Chan that need to be brought to the attention of the Shareholders.

**6. CHOW KAM PUI (鄒錦沛)****Position and experience**

Dr. Chow Kam Pui (鄒錦沛) (“**Dr. Chow**”), aged 55, is an independent non-executive Director and is responsible for providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Group. Dr. Chow also is the chairman of the nomination committee, and a member of the audit committee and remuneration committee of the Company. Dr. Chow obtained a higher diploma in mathematics, statistics and computing from the Hong Kong Polytechnic University in November 1979 and a degree of master of arts in statistics from the University of California in the US in December 1981. Dr. Chow began his academic career in HKU upon obtaining his doctoral degree in electrical engineering from the University of California, Santa Barbara in the US in December 1985. He was admitted as a member of the Hong Kong Institution of Engineers in January 2006.

Dr. Chow had not been a director of any other listed company for the last three preceding years.

**Length of service**

Pursuant to the Director’s service contract entered into between the Company and Dr. Chow, his initial current term of office is for a period of three years commenced from 3 March 2015, unless terminated by either party giving to the other not less than one month’s prior notice in writing. Dr. Chow is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

**Relationships**

As far as the Directors are aware, Dr. Chow does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

**Interests in Share**

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Chow was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director’s emoluments**

Pursuant to the service contract, Dr. Chow is entitled to a fixed director fee. For the year ended 31 March 2015, the amount of director fee paid to Dr. Chow is in a sum of HK\$11,694. The above emoluments of Dr. Chow have been determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company’s remuneration committee.

**Director's material interests in transactions, arrangements and contracts that are significant in relation to the Company's business**

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which Dr. Chow had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2015.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Dr. Chow to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Dr. Chow that need to be brought to the attention of the Shareholders.

**7. KAM MAN YI MARGARET (甘敏儀)****Position and experience**

Ms. Kam Man Yi Margaret (甘敏儀) (“**Ms. Kam**”), aged 47, is an independent non-executive Director and is responsible for providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Group. Ms. Kam is also the chairlady of audit committee and a member of remuneration committee and nomination committee of the Company. Ms. Kam obtained a degree of bachelor of commerce from the University of Melbourne in Australia in July 1990 and a master degree of business administration through distance learning from the University of Southern Queensland in Australia in May 2008. Ms. Kam was admitted as a certified practising accountant of the Australian Society of Certified Practising Accountants in September 1994. She has been a fellow member of the Hong Kong Institute of Certified Public Accountants since October 2004. Ms. Kam is a qualified accountant who possesses over 15 years' experience in auditing and accounting, finance, treasury management and corporate compliance for various companies listed on the Stock Exchange.

Ms. Kam had not been a director of any other listed company for the last three preceding years.

**Length of service**

Pursuant to the Director's service contract entered into between the Company and Ms. Kam, her initial current term of office is for a period of three years commenced from 3 March 2015, unless terminated by either party giving to the other not less than one month's prior notice in writing. Ms. Kam is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

**Relationships**

As far as the Directors are aware, Ms. Kam does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

**Interests in Share**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Kam was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the service contract, Ms. Kam is entitled to a fixed director fee. For the year ended 31 March 2015, the amount of director fee paid to Ms. Kam is in a sum of HK\$11,694. The above emoluments of Ms. Kam have been determined with reference to her role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

**Director's material interests in transactions, arrangements and contracts that are significant in relation to the Company's business**

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which Ms. Kam had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2015.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Ms. Kam to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Ms. Kam that need to be brought to the attention of the Shareholders.

## NOTICE OF THE 2015 AGM



### ICO GROUP LIMITED

揚科集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8140)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of ICO Group Limited (the “**Company**”) will be held on Wednesday, 12 August 2015 at 11:00 a.m. at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong for the purpose of considering the following ordinary business:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors for the year ended 31 March 2015.
2. To re-appoint Crowe Horwath (HK) CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
3.
  - (a) To re-elect Mr. Lee Cheong Yuen as an executive Director.
  - (b) To re-elect Mr. Yong Man Kin as an executive Director.
  - (c) To re-elect Mr. Chan Kwok Pui as a non-executive Director.
  - (d) To re-elect Mr. Tam Kwok Wah as a non-executive Director.
  - (e) To re-elect Dr. Chan Mee Yee as an independent non-executive Director.
  - (f) To re-elect Dr. Chow Kam Pui as an independent non-executive Director.
  - (g) To re-elect Ms. Kam Man Yi Margaret as an independent non-executive Director.
4. To authorize the board of directors of the Company to fix the respective Directors’ remuneration.

\* *For identification purpose only*



## NOTICE OF THE 2015 AGM

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of the outstanding conversion rights attached to any convertible securities issued by the Company, which are convertible into shares of the Company;
  - (iii) the exercise of any options granted under the share option scheme(s) adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the Articles of the Company from time to time,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

## NOTICE OF THE 2015 AGM

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby, generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

## NOTICE OF THE 2015 AGM

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions 5 and 6 as set out in this notice convening the Meeting (the “**Notice**”), the general mandate granted to the directors of the Company pursuant to ordinary resolution 5 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 6 as set out in this Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board  
**ICO Group Limited**  
**Yong Man Kin**  
*Chairman and Executive Director*

Hong Kong, 30 June 2015

*As at the date of this notice, the executive Directors are Mr. Lee Cheong Yuen and Mr. Yong Man Kin; the non-executive Directors are Mr. Chan Kwok Pui and Mr. Tam Kwok Wah; and the independent non-executive Directors are Dr. Chan Mee Yee, Dr. Chow Kam Pui and Ms. Kam Man Yi Margaret.*

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

## NOTICE OF THE 2015 AGM

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned Meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. To ascertain shareholders' eligibility to attend and vote at this Meeting, the register of members of the Company will be closed from Monday, 10 August 2015 to Wednesday, 12 August 2015 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the Meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration no later than 4:00 p.m., on Friday, 7 August 2015.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution 6 as set out in this notice is set out in Appendix I to the Company's circular dated 30 June 2015.
8. Details of the retiring directors proposed to be re-elected as Directors of the Company at the Meeting are set out in Appendix II to the Company's circular dated 30 June 2015.
9. A form of proxy for use at the Meeting is enclosed.
10. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the Company's website at [www.ico.com.hk](http://www.ico.com.hk) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.