

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)

**(I) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
AND
(III) PROPOSED ADOPTION OF THE SHARE OPTION SCHEME
AND
NOTICE OF THE 2016 ANNUAL GENERAL MEETING**

A notice convening the 2016 annual general meeting of the Company to be held on Friday, 12 August 2016 at 11:00 a.m. at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong (the “2016 AGM”) is set out on pages 34 to 39 of this circular. A form of proxy for use at the 2016 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 and the Company at www.ico.com.hk.

Whether or not you are able to attend the 2016 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 Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2016 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 2016 AGM or any adjourned meeting thereof if they so wish.

This circular will remain on the Stock Exchange’s website at 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.

* 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.

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DEFINITIONS

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

“2016 AGM”	an annual general meeting of the Company to be held on Friday, 12 August 2016 at 11:00 a.m at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 34 to 39 of this circular, or any adjournment thereof
“Adoption Date”	the date on which the Share Option Scheme becomes unconditional and takes effect in accordance with the terms of the Share Option Scheme
“AGM Notice”	the notice convening the 2016 AGM set out on pages 34 to 39 of this circular
“Articles”	the articles of association of the Company currently in force
“Auditors”	the auditors of the Company, as appointed from time to time
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for the business of dealing in securities
“close associate(s)”	has the meaning ascribed to it under Chapter 1 of the GEM Listing Rules
“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

DEFINITIONS

“Grantee”	any Participant who accepts the Offer in accordance with the terms of the Share Option Scheme or (where the context so permits and as referred to in paragraph 8 of Appendix III to this circular) his personal representative(s)
“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”	24 June 2016, 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
“Offer”	an offer for the grant of an Option made in accordance with the terms of the Share Option Scheme
“Offer Date”	the date on which an Offer is made to a Participant
“Option”	an option to subscribe for Shares granted pursuant to the Share Option Scheme which has neither lapsed nor been fully exercised
“Option Period”	in respect of an Option, the period to be determined and notified by the Directors to the Grantee thereof at the time of making an Offer; provided that such period shall not exceed the period of ten (10) years from the Offer Date but subject to the provisions for early termination thereof contained herein
“Participant”	has the meaning ascribed to it in paragraph 2 of Appendix III to this circular
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board
“Scheme Mandate Limit”	has the meaning ascribed to it in paragraph 16(i) of Appendix III to this circular
“Scheme Period”	the period of ten (10) years commencing on the Adoption Date

DEFINITIONS

“SFO”	the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.0025 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)
“Share Option Scheme”	the new share option scheme proposed to be adopted by the Company at the 2016 AGM, a summary of the principal terms of which is set out in Appendix III to this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option pursuant to paragraph 5 of Appendix III to this circular
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong, as amended from time to time)) of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-back
“%”	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

27 June 2016

To the Shareholders,

Dear Sir or Madam,

**(I) PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
AND
(III) PROPOSED ADOPTION OF THE SHARE OPTION SCHEME**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2016 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 to the extent of the Shares repurchased pursuant to the Repurchase Mandate; (iv) the re-election of the retiring Directors; and (v) the adoption of the Share Option Scheme.

* *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 2016 AGM to approve the granting of the new general and unconditional mandates to the Directors:

- (a) to allot, issue or deal with unissued Shares or make or grant offers, agreements, options and warrants which might require the exercise of such power, up to the aggregate of 20% of the number of issued Shares as at the date of passing such resolution (the “**Issuance Mandate**”);
- (b) to exercise all powers of the Company 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, under the Takeovers Code up to a maximum number equivalent to 10% of number of issued Shares as at the date of passing such resolution (the “**Repurchase Mandate**”); and
- (c) to extend the Issuance Mandate to allot, issue or deal with Shares to the extent of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (if granted to the Directors at the 2016 AGM) (“**Extended Issuance Mandate**”).

The Issuance Mandate and the Repurchase Mandate (including the Extended 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 of the Issuance mandate (including the Extended Issuance Mandate) and the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the Company has an aggregate of 4,000,000,000 Shares in issue. Subject to the passing of the resolution for the approval of the Issuance Mandate and on the basis that no further Shares are issued or repurchased prior to the 2016 AGM, the Company would be allowed under the Issuance Mandate to allot, issue or deal with a maximum of 800,000,000 Shares.

As at the Latest Practicable Date, the Company has an aggregate of 4,000,000,000 Shares in issue. Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the 2016 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 400,000,000 Shares.

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

LETTER FROM THE BOARD

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 2016 AGM).

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 2016 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 2016 AGM and, being eligible, to offer themselves for re-election at the 2016 AGM.

The requisite details of the above Directors proposed to be re-elected at the 2016 AGM are set out in Appendix II to this circular.

4. PROPOSED ADOPTION OF THE SHARE OPTION SCHEME

Ordinary resolution will be proposed at the 2016 AGM to approve the adoption of the Share Option Scheme.

Conditions precedent of the Share Option Scheme

The adoption of the Share Option Scheme is conditional upon:

- (a) the passing of the ordinary resolution by the Shareholders at the 2016 AGM to approve and adopt the Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting the approval for the listing of and permission to deal in any Shares which may fall to be issued by the Company pursuant to the exercise of the Options in accordance with the terms and conditions of the Share Option Scheme (“**Conditions Precedent**”).

Reasons for adopting the Share Option Scheme

The purpose of the Share Option Scheme is to enable the Group to grant Options to selected Participants as incentives or rewards for their contribution to the Group, in particular, (i) to motivate and optimize their performance and efficiency of the Group; and (ii) to attract and retain or maintain ongoing business relationships with those have or will have contributions to the Group.

LETTER FROM THE BOARD

Further details of the Share Option Scheme

The Board may, subject to and in accordance with the provisions of the Share Option Scheme and the GEM Listing Rules, in its absolute discretion, offer any Participant Options to subscribe for such number of Shares at the Subscription Price.

In determining the basis of eligibility of each Participant, the Board, at its discretion, would take into account such factors as it may consider appropriate including the experience and length of service in the Group of each Participant, the contribution or commitment made or is likely to be made by each Participant to the Group. Unless otherwise specified by the Board, there is no performance target which must be achieved before any of the Options can be exercised. The vesting period, if any, for each Option to be granted pursuant to the Share Option Scheme shall be specified by the Board when the Offer is granted. None of the Directors is a trustee of the Share Option Scheme nor has a direct or indirect interest in the trustee.

Scheme Mandate Limit

Subject to the fulfillment of the Conditions Precedent listed above, the maximum number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the relevant class of the Shares in issue as at the date when the Share Option Scheme is approved and adopted by the Shareholders. Based on 4,000,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the Adoption Date, the Directors will be authorised to issue Options to subscribe for a total of 400,000,000 Shares, representing 10% of the issued Shares as at the date of Adoption Date, unless the Company obtains a fresh approval from the Shareholders to renew such 10% limit provided that the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the relevant class of the Shares in issue from time to time.

As at the Latest Practicable Date, save for the proposed Share Option Scheme, the Company had not adopted any other share option schemes.

A summary of the principal terms of the Share Option Scheme which is proposed to be approved and adopted by the Company at the 2016 AGM is set out in Appendix III to this circular.

A copy of the Share Option Scheme is available for inspection at the Company's principal place of business in Hong Kong at 30th Floor, Siu On Centre, 188 Lockhart Road, Wan Chai, Hong Kong during normal business hours from the date of this circular up to the date of the 2016 AGM.

LETTER FROM THE BOARD

Value of Options

The Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to the Share Option Scheme as if they had been granted on the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date will be based on a large number of speculative assumptions and would therefore not be meaningful to the Shareholders, taking into account the number of variables which are crucial for the calculation of the value of the Options which have not been determined. Such variables include the Subscription Price, the Option Period, any lock-up period, interest rate, expected stock price volatility and other relevant variables.

Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in any Shares to be issued by the Company pursuant to the exercise of the Options to be granted under the Share Option Scheme on the Stock Exchange.

5. 2016 AGM AND PROXY ARRANGEMENT

A notice convening the 2016 AGM to be held on Friday, 12 August 2016 at 11:00 a.m at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as stated therein is set out on pages 34 to 37 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 2016 AGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the 2016 AGM. An announcement on the poll vote results will be published by the Company after the 2016 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

The 2016 annual report incorporating the audited consolidated financial statement of the Group for the year ended 31 March 2016 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 2016 AGM and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.ico.com.hk. Whether or not you are able to attend the 2016 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2016 AGM or any

LETTER FROM THE BOARD

adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2016 AGM, in such event, your proxy form shall be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the granting of the Issuance Mandate (including the Extended Issuance Mandate), the Repurchase Mandate, the re-election of the retiring Directors and the adoption of Share Option Scheme 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 Notice of 2016 AGM to be proposed at the 2016 AGM.

7. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders' entitlements to attend and vote at the 2016 AGM, the transfer books and the register of members of the Company will be closed from Wednesday, 10 August 2016 to Friday, 12 August 2016 (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 2016 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Tuesday, 9 August 2016.

8. 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.

9. 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; Appendix II — Details of the retiring Directors proposed to be Re-elected at the 2016 AGM and Appendix III — Principal terms of the Share Option Scheme.

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 2016 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.

The Directors and to the best of the knowledge of the Directors having made all reasonable enquiries, any close associates of the Directors, have no present intention to sell any Shares to the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company has 4,000,000,000 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the 2016 AGM in respect of the granting of the Repurchase Mandate and on the basis that the Shares in issue remains unchanged as at the date of the 2016 AGM, i.e. being 4,000,000,000 Shares, the Directors would be authorised to exercise the Repurchase Mandate to repurchase, a maximum of 400,000,000 Shares, being 10% of the number of the issued Shares as at the date of 2016 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 of the Repurchase Mandate 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 2016 (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 3,000,000,000 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 core 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) for the year ended 31 March 2016 and up to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices of the Shares for the year ended 31 March 2016 and up to the Latest Practicable Date were as follows:

Month	Share Price (Per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	1.40	1.11
May	1.84	1.32
June	1.58	1.26
July	1.39	0.79
August	1.03	0.75
September	0.83	0.74
October	1.00	0.72
November	1.03	0.95
December	0.96	0.86
2016		
January	0.84	0.60
February	0.85	0.62
March	0.51	0.09
April	0.10	0.08
May	0.11	0.08
June (up to the Latest Practicable Date)	0.08	0.08

The biographical details of the Directors proposed to be retired at the conclusion of the 2016 AGM and be proposed to be re-elected at the 2016 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 48, 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 3,000,000,000 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 2016, a sum of HK\$1,827,000 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 2016.

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 50, 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 3,000,000,000 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 2016, a sum of HK\$1,823,000 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 2016.

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 59, 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 3,000,000,000 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 2016, a sum of HK\$189,000 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 2016.

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 66, 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 3,000,000,000 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 2016, a sum of HK\$182,000 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 2016.

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 54, 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 2016, a sum of HK\$158,000 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 2016.

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 56, 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 2016, the amount of director fee paid to Dr. Chow is in a sum of HK\$158,000. 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 2016.

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 48, 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 2016, the amount of director fee paid to Ms. Kam is in a sum of HK\$158,000. 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 2016.

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.

THE SHARE OPTION SCHEME

The following is a summary of the principal terms of the Share Option Scheme with the Scheme Period of ten (10) years commencing on the Adoption Date. The summary of the principal terms of the Share Option Scheme does not form part of, nor is it intended to be, part of the Share Option Scheme nor should it be taken as affecting the interpretation of the Share Option Scheme.

(1) Purpose of the Share Option Scheme

The purpose of this Scheme is to enable the Group to grant Options to selected Participants as incentives or rewards for their contribution to the Group, in particular, (i) to motivate and optimize their performance and efficiency of the Group; and (ii) to attract and retain or maintain ongoing business relationships with those have or will have contributions to the Group.

(2) Participants

The Board may, subject to and in accordance with the provisions of the Share Option Scheme and the GEM Listing Rules, at their absolute discretion, invite full-time or part-time employees of the Group including any Directors, advisers, consultants, suppliers, customers and agent of the Group, who have contributed or will contribute to the Group to take up Options to subscribe for such number of Shares at the Subscription Price determined in accordance with paragraph 5 below.

(3) Grant and acceptance of Options

- (i) An Offer of the grant of an Option shall be made to Participants by letter in such form as the Board may from time to time determine and shall remain open for acceptance by the Participant concerned for a period of 28 days from the date upon which it is made provided that no such Offer shall be open for acceptance after the earlier of the 10th anniversary of the Adoption Date or the termination of the Share Option Scheme.
- (ii) A non-refundable nominal consideration of HK\$1.00 is payable by the Grantee upon acceptance of an Option. An Option shall be deemed to have been accepted when the duplicate letter comprising acceptance of the Option duly signed by the Participant together with the said consideration of HK\$1.00 is received by the Company.
- (iii) Any offer of the grant of an Option may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in such number of Shares as represents a board lot for the time being for the purpose of trading on the Stock Exchange or an integral multiple thereof.

- (iv) No Option shall be granted by the Board to a Participant under the following circumstances:
- (a) after the expiry of the Scheme Period or after the termination of the Share Option Scheme in accordance with paragraph 21;
 - (b) after inside information has come to its knowledge until such inside information has been announced in accordance with the GEM Listing Rules; or
 - (c) during the period commencing one month immediately preceding the earlier of: (I) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the GEM Listing Rules); and (II) the deadline for the Company to publish an announcement of its results for any year, half-year, quarterly or any other interim period (whether or not required under the GEM Listing Rules), and ending on the date of the results announcement. The period during which no Option may be granted will cover any period of delay in the publication of a results announcement.
- (v) Without prejudice to sub-paragraph (b) above, no Option shall be granted by the Board to any Participant who is a Director during a period in which the Directors are prohibited from dealing in Shares pursuant to the Rule 5.48 to 5.67 of the GEM Listing Rules, or the Company's own equivalent code.

(4) Option Period

An Option may be exercised at any time during a period to be determined and notified by the Directors to each Grantee and such period shall not exceed the period of ten (10) years from the Offer Date.

(5) Subscription Price

The Subscription Price shall be determined by the Board in its absolute discretion but in any event shall be not less than the higher of (i) the closing price of the Shares on the Stock Exchange (as stated in the Stock Exchange's daily quotations sheet) on the Offer Date, which must be a Business Day; (ii) the average closing price of the Shares on the Stock Exchange (as stated in the Stock Exchange's daily quotations sheets) for the five (5) Business Days immediately preceding the Offer Date; and (iii) the nominal value of the Shares.

(6) Transferability of Options

An Option is personal to the Grantee and shall not be transferable or assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement so to do.

Any breach of the foregoing by a Grantee shall entitle the Company to revoke any Option or part thereof granted to such Grantee to the extent not already exercised by notice. Such revocation notice shall be final and binding on the Grantee.

(7) Exercise of Options

An Option may be exercised in whole or in part during the Option Period in the circumstances and in the manner as set out in this paragraph or in paragraphs 8 to 12 below (as the case may be) by the Grantee (or, as the case may be, his personal representative(s)) giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is so exercised. Each such notice must be accompanied by a remittance for the full amount of the Subscription Price for Shares in respect of which the notice is given. Within twenty-one (21) days (or seven (7) days in the case of exercise pursuant to paragraph 9 below) after receipt of the notice and remittance and, where appropriate, the certificate from the Auditors or the independent financial adviser pursuant to paragraph 19 below, the Company shall accordingly allot and issue the relevant number of Shares to the Grantee (or, in the event of an exercise of an Option by a personal representative pursuant to paragraph 8 below, to the estate of the Grantee) credited as fully paid and issue to the Grantee (or his estate in the event of an exercise by his personal representative(s) as aforesaid) a share certificate for the Shares so allotted and issued.

(8) Rights on cessation of employment by death, ill-health, injury or disability

In the event of the Grantee, being an employee of a member of the Group, ceasing to be a Participant by reason of his death, ill-health, injury or disability before exercising his Option in full and none of the events which would be a ground for termination of his employment under paragraph 14(v) arises, the Grantee or his personal representative(s) may exercise the vested portion of the Option (to the extent not already exercised) in whole or in part in accordance with paragraph 7 above within a period of twelve (12) months following the date of death, ill-health, injury or disability or such longer period as the Directors may determine.

(9) Rights on a general or partial Offer

If a general or partial offer is made to all the Shareholders, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert (as defined in the Takeovers Code) and the offer becomes or is declared unconditional during the Option Period, the Grantee shall be entitled to exercise the vested portion of the Option (to the extent not already exercised) in full or at any time within 14 days after the date on which the offer becomes or is declared unconditional.

(10) Rights on winding-up

In the event a notice is given by the Company to its Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily windup the Company, the Company shall forthwith give notice thereof to all Grantees (containing an extract of the provisions of this paragraph) and thereupon, each Grantee or his personal representative(s) shall be entitled to exercise all or any of his vested portion of the Options (to the extent not already exercised) at any time not later than five (5) Business Days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot and issue the relevant Shares to the Grantee credited as fully paid.

(11) Right on compromise or arrangement

In the event of a compromise or arrangement between the Company and its Shareholders or creditors being proposed for the purpose of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to all Grantees on the same date as it gives notice of the meeting to its Shareholders or creditors to consider such compromise or arrangement and any Grantee (or his personal representative(s)) may by notice in writing to the Company accompanied by a remittance of the full amount of the Subscription Price for the Shares in respect of which the notice is given (such notice to be received by the Company not later than five (5) Business Days prior to the proposed meeting of Shareholders or creditors) exercise the vested portion of the Options (to the extent not already exercised) either to its full extent or to the extent specified in such notice and the Company shall as soon as possible and in any event no later than the Business Day immediately prior to the date of the proposed meeting of Shareholders or creditors, allot and issue such number of Shares to the Grantee which falls to be issued on such exercise of the Option credited as fully paid and register the Grantee as holder thereof.

(12) Rights on cessation of employment for other reasons

- (a) If the Grantee ceases to be a Participant by resignation, retirement, expiry of employment contract or termination of employment for any reason other than death or other than on any of the grounds specified in paragraph 14(v) below before exercising the Option in full, the Grantee may exercise the vested portion of the Option (to the extent not already exercised) in whole or in part in accordance with paragraph 7 within a period of one month (or such longer period as the Board may determine) from the date of cessation (which date shall be the last actual working day with the Group whether salary is paid in lieu of notice or not), failing which it will lapse.

- (b) If the Grantee ceases to be a Participant by reason of the grounds specified in paragraph 14(v) below before exercising the Option in full, his Option shall lapse automatically (to the extent not already exercised) and shall not be exercisable on or after the date of termination of his employment and to the extent the Grantee has exercised his Option in whole or in part pursuant to paragraph 7, but Shares have not been allotted to him, the Grantee shall be deemed not to have so exercised such Option and the Company shall return to the Grantee the amount of the Subscription Price for the Shares received by the Company in respect of the purported exercise of such Option.
- (c) If the Grantee who is not an employee or a Director of the Company or any member of the Group ceasing to be a Participant as and when determined by the Board by resolution for any reason other than his death the Board may by written notice to such Grantee within one (1) month from the date of such cessation determine the period within which his Option (or such remaining part thereof) shall be exercisable following the date of such cessation;

(13) Rights attaching to Shares

Holders of the Options are not entitled to voting, dividend, transfer and other rights attached to the Shares, including those arising on a liquidation of the Company, save as otherwise provided herein or under the relevant laws or the Articles of the Company in effect from time to time. Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Articles of the Company for the time being in force and will rank pari passu in all respects with the existing fully paid Shares in issue on the date of allotment and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment. Shares allotted upon the exercise of an Option shall not carry voting rights until the name of the Grantee has been duly entered onto the register of members of the Company as the holder thereof.

(14) Termination of Option Period and lapse of Options

The Option Period in respect of any Option shall automatically terminate and that Option (to the extent not already exercised) shall automatically lapse on the earliest of:

- (i) subject to paragraphs 8–12, the expiry of the Option Period;
- (ii) the expiry of the periods referred to in paragraphs 8, 9 and 12 respectively;
- (iii) the date of commencement of the winding-up of the Company in respect of the situation contemplated by paragraph 10;
- (iv) the date the compromise or arrangement referred to in paragraph 11 becomes effective;

- (v) in the event that the Grantee is an employee of the Group when an Offer is made to him and he subsequently ceases to be an employee of the Group on any one or more of the grounds that he has been guilty of serious misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his or her creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the Group, the date of cessation of his employment with the Group;
- (vi) if an Option was granted subject to certain conditions, restrictions or limitation, the date on which the Board resolves that the Grantee has failed to satisfy or comply with such conditions, restrictions or limitation;
- (vii) where the Grantee is a supplier, customer, consultant, agent or adviser (whether an individual or a corporation) of a member of the Group, the date on which the Board resolves that the supplier, customer, consultant, agent or adviser has ceased to qualify as a Participant by reason of: (a) the termination of its business relationship with the relevant member of the Group; (b) its failure to comply with any provision of the relevant contracts, or breaches its fiduciary duty under the common law; or (c) any other grounds that the Board considers appropriate; and (d) the occurrence of such event or expiry of such period as may have been specified in the Offer;
- (viii) the date on which the Directors shall exercise the Company's right to revoke the Option by reason of a breach of paragraph 6;
- (ix) where the Grantee is a substantial shareholder of any the Subsidiary, the date on which the Grantee ceases to be a substantial shareholder of such Subsidiary.

(15) Cancellation of Options granted but not exercised

Any cancellation of Options granted but not exercised shall be subject to approval by the Board and the consent from the relevant Grantees. Where any Option is cancelled and new Options are intended to be granted to the same Grantee, the issue of such new Options may only be made under the Share Option Scheme with available unissued Options (excluding the cancelled Options) within the Scheme Mandate Limit. No compensation shall be payable to the Grantee for cancellation of Options granted but not exercised.

(16) Maximum number of Shares available for subscription

- (i) The maximum number of Shares which may be issued upon exercise of all Options to be granted at any time under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the relevant class of the Shares in issue as at the date when the Share Option Scheme was approved and adopted by the Shareholders (the "**Scheme Mandate**

Limit”). Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.

- (ii) The Company may seek approval by its Shareholders in general meeting for “refreshing” the Scheme Mandate Limit under the Share Option Scheme. However, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other schemes of the Company under the limit as “refreshed” must not exceed 10% of the relevant class of the Shares in issue as at the date of passing the relevant resolution to refresh such limit. Options previously granted under the Share Option Scheme and any other schemes (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or any other schemes or exercised options) will not be counted for the purpose of calculating the Scheme Mandate Limit as “refreshed”.
- (iii) The Company may seek separate approval by its Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit provided the Options in excess of the Scheme Mandate Limit are granted only to Participants specifically identified by the Company before such approval is sought. The Company must send a circular to the Shareholders containing a generic description of the specified Participants who may be granted such Options, the number and terms of the Options to be granted, the purpose of granting Options to the specified Participants with an explanation as to how the terms of the Options serve such purpose, the information and the disclaimer required under the GEM Listing Rules.
- (iv) The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Existing Share Option Scheme, the Share Option Scheme and any other schemes of the Company must not exceed 30% of the relevant class of the Shares in issue from time to time. No Options may be granted under the Share Option Scheme or any other schemes of the Company if this will result in this limit being exceeded.

(17) Maximum entitlement of each Participant

- (i) Unless approved by the Shareholders, the total number of Shares issued and to be issued upon exercise of the Options granted to each Participant (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the relevant class of the Shares in issue.
- (ii) The Company may grant further Options in excess of such limit subject to the approval of the Shareholders in general meeting with such Participant and his associates abstaining from voting (or his associates if the Participant is a core connected person abstaining from voting).

- (iii) The Company shall send a circular to the Shareholders and the circular must disclose the identity of the Participant, the number and terms of the Options to be granted (and Options previously granted to such Participant), the information and the disclaimer required under the GEM Listing Rules. The number and terms (including the Subscription Price) of Options to be granted to such Participant must be fixed before Shareholders' approval and the date of Board meeting proposing such further grant will be taken as the Offer Date for the purpose of calculating the Subscription Price.

(18) Grant of Options to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates

Any grant of Option to a Director, chief executive or substantial shareholder (as defined in the GEM Listing Rules) of the Company, or any of their respective associates, under the Share Option Scheme must be approved by the independent non-executive Directors (excluding an independent non-executive Director who is the proposed grantee of the Options). Where any grant of Options to a substantial shareholder (as defined in the GEM Listing Rules) of the Company or an independent non-executive Director or any of their respective associates, would result in the Shares issued or to be issued upon exercise of all options already granted or to be granted under the Share Option Scheme and any other schemes of the Company (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the relevant class of Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million,

such further grant of Options must be approved by the independent non-executive Directors as referred to this paragraph, the issue of a circular by the Company and the approval of the Shareholders (voting by way of poll). The Company must send a circular to the Shareholders in accordance with the GEM Listing Rules. All Participants, his associates and all core connected persons (as defined in the GEM Listing Rules) of the Company must abstain from voting in favour at such general meeting, but they may vote against the resolution at the general meeting of the Company provided that their intention to do so has been stated in relevant circular to Shareholders. Any vote taken at the meeting to approve the grant of such Options must comply with the requirements under the GEM Listing Rules. The circular must contain:

- (i) details of the number and terms (including, among other things, the Subscription Price) of the Options to be granted to each Participant, which must be fixed before the Shareholders' meeting and the date of Board meeting for proposing such further grant to be taken as the Offer Date for the purpose of calculating the Subscription Price;
- (ii) a recommendation from the independent non-executive Directors (excluding an independent non-executive Director who is the proposed grantee of the Options) to the independent Shareholders as to voting;

- (iii) the information required under rules 23.02(2)(c) and (d) and the disclaimer required under rule 23.02(4) of the GEM Listing Rules; and
- (iv) the information required under rule 2.28 of the GEM Listing Rules.

(19) Reorganisation of capital structure

Whilst any Option remains exercisable or this Scheme remains in effect, in the event of any capitalisation issue, rights issue, sub-division or consolidation of the Shares or reduction of the share capital of the Company (other than an issue of Shares as consideration in a transaction to which the Company is a party), such corresponding adjustment (if any) shall be made to:

- (i) the number or nominal amount of Shares to which the Share Option Scheme or any Option(s) relates (insofar as it is/they are unexercised); and/or
- (ii) the Subscription Price of any Option; and/or
- (iii) the method of exercise of any Option; and/or
- (iv) the maximum number of Shares referred to in paragraphs 16, 17 and 18,

as the Auditors or an independent financial adviser shall certify in writing to the Directors, provided that:

- (a) any such adjustment shall be made on the basis that the proportion of the issued share capital of the Company to which a Grantee is entitled after such adjustment shall remain as nearly as possible the same (but shall not be greater than) as to which he or she was entitled before such adjustment;
- (b) no such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; and
- (c) no such adjustment shall be made the effect of which would be to increase the proportion of the issued share capital of the Company for which any Grantee would have been entitled to subscribe had he exercised all the Options held by him immediately prior to such adjustment.

The Auditors or the independent financial adviser shall also certify in writing to the Directors that the adjustments (other than any adjustment made on a capitalisation issue) satisfy the requirements set out in (a) to (c) above.

(20) Alterations to the Share Option Scheme

The Share Option Scheme may be altered in any respect by a resolution of the Board except:

- (i) any alteration to the advantage of the Participants in relation to any matter contained in rule 23 of the GEM Listing Rules;
- (ii) any material alteration to the terms and conditions of this Scheme or any change to the terms of Options granted, shall first be approved by the Shareholders in general meeting provided that if the proposed alteration shall adversely affect any Option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the Grantees' approval in accordance with the terms of this Scheme. The amended terms of this Scheme shall still comply with Chapter 23 of the GEM Listing Rules and any change to the authority of the Board in relation to any alteration to the terms of this Scheme must be approved by Shareholders in general meeting.

(21) Termination of the Share Option Scheme

The Company may by resolution in general meeting or the Board at any time terminate the operation of this Scheme and in such event no further Options shall be offered but the provisions of this Scheme shall remain in force to the extent necessary to give effect to the exercise of any outstanding Options granted prior thereto or otherwise as may be required in accordance with the provisions of this Scheme. Outstanding Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with this Scheme.

(22) No performance target and minimum period to hold

Unless otherwise specified by the Board, a grantee is not required to achieve any performance target or to hold an Option for a minimum period from the date of grant before any Option granted under the Share Option Scheme can be exercised.

(23) Share capital

The exercise of any Option shall be subject to the Shareholders in general meeting approving any necessary increase in the share capital of the Company. Subject thereto, the Directors shall make available sufficient of the then authorised but unissued share capital of the Company to allot the Shares on the exercise of any Option. The Options do not carry any right to vote in general meeting of the Company, or any right, dividend, transfer or any other rights, including those arising on the liquidation of the Company.

(24) Vesting period

The vesting period, if any, for each Option to be granted pursuant to the Share Option Scheme shall be specified by the Board in the relevant offer letter at the time of grant.

NOTICE OF THE 2016 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 Friday, 12 August 2016 at 11:00 a.m. at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

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 2016.
2. To re-appoint Crowe Horwath (HK) CPA Limited as auditors of the Company and to authorise 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 authorise the board of directors of the Company to fix the respective Directors’ remuneration.

* For identification purpose only

NOTICE OF THE 2016 AGM

5. “THAT:

- (a) subject to paragraph (c) of this resolution below and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (“Stock Exchange”), 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 authorised and unissued shares 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 of the Company) during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company 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 the aggregate of 20% of the number of the issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF THE 2016 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. **“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 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 authorise 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 number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

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(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. “**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 number of issued shares 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 number of issued shares of the Company as at the date of passing this resolution.”

8. “**THAT** conditional upon the Stock Exchange granting the approval for the listing of and permission to deal in, on the Stock Exchange, any shares of the Company (the “**Shares**”) which may be issued upon the exercise of any options which may be granted under the share option scheme of the Company (the rules of which are set out in the document marked “A” produced to this meeting and initialed by the chairman of this meeting for the purpose of identification) (the “**Share Option Scheme**”):

(A) the Share Option Scheme be and is hereby approved and adopted by the Company and the Directors be and are hereby authorised, at their absolute discretion, to grant options to subscribe for the Shares thereunder and to allot, issue and deal in any Shares pursuant to the exercise of the options which may be granted under the Share Option Scheme and to do all such acts as the Directors may in their absolute discretion consider necessary or expedient in order to give full effect to the Share Option Scheme.”

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

Hong Kong, 27 June 2016

NOTICE OF THE 2016 AGM

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.
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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 Wednesday, 10 August 2016 to Friday, 12 August 2016 (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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m., on Tuesday, 9 August 2016.
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 27 June 2016.

NOTICE OF THE 2016 AGM

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 27 June 2016.
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 Meeting, the Meeting will be postponed. The Company will post an announcement on the Company's website at www.ico.com.hk and the Stock Exchange's website at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.