



# ICO GROUP LIMITED

## 揚科集團有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8140)

### PROXY FORM

#### Form of proxy for use at the 2016 Annual General Meeting (or at any adjournment thereof)

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of HK\$0.0025 each  
of ICO Group Limited (the "Company") hereby appoint the Chairman of the 2016 annual general meeting ("Meeting") of the Company or  
<sup>(note c)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy at the Meeting 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, and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(note d)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To receive and adopt the audited consolidated financial statements of the Company and reports of the directors (the "Directors") and auditors of the Company for the year ended 31 March 2016.		
2	To re-appoint Crowe Horwath (HK) CPA Limited as auditors of the Company and the board of directors of the Company be authorised 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.		
5	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
6	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
7	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.		
8	To approve and adopt the share option scheme of the Company.		

Dated \_\_\_\_\_

Shareholder's signature \_\_\_\_\_ <sup>(Note e, f)</sup>

#### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the 2016 annual general meeting of the Company or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick ("✓") the box marked "For" against such resolution. If you wish to vote against a resolution, please tick ("✓") the box marked "Against" against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of 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 not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

\* For identification purpose only