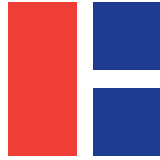


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**ICO GROUP LIMITED**

**揚科集團有限公司\***

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

**(Stock Code: 1460)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of the Company will be held on Thursday, 19 April 2018 at 11:00 a.m. at Unit 2602-03, 26/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendment, the following ordinary resolution as an ordinary resolution of the Company. Capitalised terms defined in the circular of the Company dated 28 March 2018 shall have the same meanings when used in this notice unless otherwise specified.

**ORDINARY RESOLUTION**

1. “**THAT**

- (a) the Acquisition Agreement (a copy of which has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for identification purpose) and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Convertible Bonds and Promissory Notes from time to time in accordance with the Acquisition Agreement and the terms of the Convertible Bonds and the Promissory Notes respectively be and are hereby approved;
- (c) conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares, the grant of specific mandate to the Directors of the Company to allot and issue the Conversion Shares from time to time upon exercise of the Conversion Rights under the Convertible Bonds in accordance with the terms and conditions of the Acquisition Agreement; and
- (d) any one director of the Company be and is hereby authorized to do all such acts and things as he/she in his/her sole and absolute discretion considers necessary, desirable or expedient to implement, give effect to and/or complete the Acquisition Agreement and the transactions contemplated thereunder, including without limitation the issue of the Promissory Notes, the

Convertible Bonds, the issue and allotment of Conversion Shares from time to time upon exercise of the Conversion Rights under the Convertible Bonds, and, where required, any amendment of the terms of the Acquisition Agreement and/or Convertible Bonds and/or the Promissory Notes as required by, or for the purposes of obtaining the approval of, relevant authorities or to comply with all applicable laws, rules and regulations or of administrative nature only as he or she may in his or her absolute discretion considers necessary or desirable.”

By the order of the Board

**ICO Group Limited**

**Lee Cheong Yuen**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 28 March 2018

*As at the date of this notice, the executive Directors are Mr. Lee Cheong Yuen and Mr. Pang Yick Him; 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. Cheung Siu Nang Bruce and Ms. Kam Man Yi Margaret.*

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM 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 EGM. 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 EGM 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 EGM and, in such event, the form of proxy shall be deemed to be revoked.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the EGM, 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 EGM, 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. A form of proxy for use at the EGM is enclosed.

7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the Company’s website at [www.ico.com.hk](http://www.ico.com.hk) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.