



ICO GROUP LIMITED

揚科集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1460)

PROXY FORM

Form of proxy for use at the Extraordinary General Meeting (or at any adjournment thereof)

I/We ^(note a) _____

of _____

being the holder(s) of ^(note b) _____ shares of HK\$0.0025 each of ICO Group Limited (the "Company") hereby appoint the Chairman of the extraordinary general meeting ("EGM") of the Company or ^(note c) _____

of _____ to act as my/our proxy at the EGM to 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, 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 ^(note d).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	<p>"THAT</p> <p>(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;</p> <p>(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;</p> <p>(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</p> <p>(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."</p>		

Dated _____

Shareholder's signature _____ ^(Note e, f)

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 EGM as your proxy, please delete the words "the Chairman of the extraordinary 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 EGM.
- 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 EGM, 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 EGM 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 EGM or any adjournment thereof if you so wish.
- Capitalised terms defined in the circular of the Company dated 28 March 2018 shall have the same meanings when used in this proxy form unless otherwise stated.

* For identification purpose only