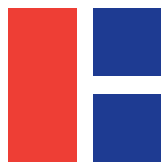


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This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.



ICO GROUP LIMITED

揚科集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1460)

**DISCLOSEABLE TRANSACTION
INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER
GENERAL MANDATE**

THE ACQUISITION

The Board is pleased to announce that on 20 June 2018 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, and the Vendors entered into an Agreement pursuant to which the Purchaser has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares at the consideration of HK\$60,000,000 (subject to downward adjustment) which shall be satisfied by the allotment and issue of the Consideration Shares to the Vendors.

IMPLICATION UNDER THE LISTING RULES

As the applicable percentage ratios in respect of the Acquisition are more than 5% but less than 25%, the Acquisition constitutes a disclosable transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

WARNING NOTICE

As Completion is conditional upon fulfilment of the Conditions set out in the Agreement, the Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

* For identification purposes only

INTRODUCTION

The Board is pleased to announce that on 20 June 2018 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, and the Vendors entered into the Agreement, pursuant to which, the Purchaser has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the Sale Shares at the Consideration of HK\$60,000,000 (subject to downward adjustment), which will be satisfied by the allotment and issue of the Consideration Shares to the Vendors.

THE AGREEMENT

Date

20 June 2018 (after trading hours)

Parties

1st Vendor : Yuen Yat Kwai;

2nd Vendor : Chai Shui Yin Edwin

3rd Vendor : Katrina Loke Lai Mun;

4th Vendor : Tse Kam Po; and

Purchaser : Value Digital Limited, being an indirect wholly-owned subsidiary of the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendors and their respective associates are Independent Third Parties.

Asset to be acquired

The assets to be acquired under the Acquisition are the Sale Shares, representing the entire share capital of the Target. The Target legally and beneficially owns 40% of the entire issued share capital of BVICO which in turn legally and beneficially owns the entire issued share capital of HKCo.

Consideration

The Consideration in the amount of HK\$60,000,000 (subject to downward adjustment) shall be satisfied by the allotment and issue of the Consideration Shares at the Issue Price to each of the Vendors in proportion to their respective shareholdings in the Target in the following manner:

- (a) a sum of HK\$30,000,000 shall be satisfied by the Purchaser by procuring the Company to allot and issue 172,811,060 Consideration Shares (“**1st Batch Consideration Shares**”) to the Vendors within 1 month after the Completion Date;

- (b) Subject to the achievement of the Profit Guarantee (as defined below), the remaining balance of the Consideration in the sum of HK\$30,000,000 (“**Remaining Consideration**”) shall be satisfied by the Purchaser by procuring the Company to allot and issue a maximum of 172,811,060 Consideration Shares (“**2nd Batch Consideration Shares**”) to the Vendors. The allot and issue of the 2nd Batch Consideration Shares shall be made within 7 Business Days after the Listing Approval (as defined below) of the 2nd Batch Consideration Shares or Adjusted 2nd Batch Consideration Shares (as defined below) (as the case may be) is granted.

The Consideration was based on normal commercial terms after arm’s length negotiations between the Purchaser and the Vendors and was determined with reference to the following factors:

- (i) the past performance of HKCo;
- (ii) the business development and future prospects of the Target Group; and
- (iii) the Profit Guarantee (as defined below)

Profit Guarantee

The Vendors irrevocably and unconditionally guarantee to the Purchaser that the audited consolidated net profit after tax of the Target Group for the period from 1 April 2018 to 31 March 2019 (both dates inclusive) (“**Profit Guaranteed Period**”) shall be no less than HK\$10,000,000 (“**Profit Guarantee**”).

The Remaining Consideration and the number of the 2nd Batch Consideration Shares is subject to downward adjustment as set out below in the event the Profit Guarantee cannot be achieved.

If the actual net profit after tax of Target Group as shown in the audited consolidated financial statements of Target Group for the Profit Guaranteed Period (“**Audited Report**”) is less than HK\$10,000,000, the Remaining Consideration shall be downward adjusted in accordance with the following formula:

$$C = A \times 15 \times 40\% - \text{HK\$30,000,000}$$

whereas C = Remaining Consideration after downward adjustment (“**Adjusted Remaining Consideration**”) and

A = actual audited consolidated net profit after tax of the Target Group for the Profit Guaranteed Period

PROVIDED ALWAYS THAT:

- (i) The maximum amount of Adjusted Remaining Consideration shall not exceed the amount of the Remaining Consideration. If “C” is greater than HK\$30,000,000, the Adjusted Remaining Consideration will be capped at HK\$30,000,000;
- (ii) If “C” shall be negative, the Adjusted Remaining Consideration shall be deemed to be zero; and

(iii) If “C” is less than HK\$30,000,000, the number of 2nd Batch Consideration Shares to be issued will be adjusted (“**Adjusted 2nd Batch Consideration Shares**”) according to the following formula:

$$\frac{\text{Adjusted Remaining Consideration}}{\text{Issue Price}}$$

PROVIDED ALWAYS THAT:

(i) the number of Adjusted 2nd Batch Consideration Shares shall not be more than the 2nd Batch Consideration Shares.

In the event the Profit Guarantee can be achieved, the Purchaser shall, within 7 Business Days after receiving the Audited Report, procure the Company to apply to the Listing Committee for the granting of listing approval and permission to deal in (“**Listing Approval**”) the 2nd Batch Consideration Shares and shall procure the Company, within 7 Business Days after the Listing Approval is granted, to allot and issue the 2nd Batch Consideration Shares to the Vendors in proportion to their then shareholdings in the Target.

In the event that the Profit Guarantee cannot be achieved and the the Adjusted Remaining Consideration is between zero to HK\$30,000,000, the Purchaser shall within 7 Business Days after receiving the Audited Report, procure the Company to apply for the Listing Approval to deal in the Adjusted 2nd Batch Consideration Shares and shall procure the Company, within 7 Business Days after the Listing Approval is granted, to allot and issue the Adjusted 2nd Batch Consideration Shares to the Vendors in proportion to their then shareholdings in the Target.

If the Adjusted Remaining Consideration is either (i) zero or (ii) the Target Group suffers a loss during the Profit Guarantee Period, no Consideration Shares will be issued under the Remaining Consideration and the aggregate Consideration will be downward adjusted to HK\$30,000,000.

Consideration Shares

The Consideration Shares will be issued to the Vendors at the Issue price. The maximum number of the Consideration Shares represents approximately 8.2% of the existing issued share capital of the Company as at the date of this announcement and approximately 7.6% of the Company’s issued share capital as enlarged by the issue of the Consideration Shares (with reference to Note 8 of the section headed “Effects On Shareholding Structure of the Company” below).

The Issue Price was determined after arm’s length negotiation between the Company and the Vendors with reference to the average closing price of HK\$0.1578 per Share as quoted on the Stock Exchange for the last 5 consecutive trading days up to and including the Last Trading Day, representing:

- (i) a premium of approximately 5.9% to the closing price of 0.164 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 10.0% to the average closing price of HK\$0.1578 per Share as quoted on the Stock Exchange for the last 5 trading days up to and including the Last Trading Day; and

(iii) a premium of approximately 17.8% to the average closing price of HK\$0.1474 per Share as quoted on the Stock Exchange for the last 10 trading days up to and including the Last Trading Day.

The Directors consider the Issue Price is fair and reasonable.

The Consideration Shares, when allotted and issued, shall be fully paid or credited as fully paid and shall rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Consideration Shares. For the avoidance of doubt, no fractional Share will be allotted and issued to the Vendors.

The Consideration Shares will be issued under the General Mandate.

The 1st Vendor, 2nd Vendor, 3rd Vendor and the 4th Vendor are the legal and beneficial owners of the Target as to 22%, 14.67%, 6.67% and 56.66% respectively. Subject to the terms and conditions of the Agreement, the Consideration Shares will be allotted and issued to each of the Vendors in proportion to their respective shareholdings in the Target. The maximum amount of the Consideration Shares to be issued to the Vendors is 345,622,120 Shares, of which a maximum of 76,036,866 Shares, 50,702,765 Shares, 23,052,995 Shares and 195,829,494 Shares is to be allotted to the 1st Vendor, 2nd Vendor, 3rd Vendor and the 4th Vendor respectively. The aggregate nominal value of the maximum amount of Consideration Shares is approximately HK\$864,055.

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange.

Conditions

Completion is conditional upon the following conditions being fulfilled or waived (as the case may be) on or before the Long Stop Date:

- (i) the Purchaser being satisfied with the results of a due diligence review of the Target Group;
- (ii) all necessary consents and approvals required to be obtained on the part of the Vendors, the Company, the Purchaser and each member of the Target Group in respect of the Agreement and the transactions contemplated therein having been obtained;
- (iii) all necessary waiver, consent, approval, licence, authorisation, permission, order and exemption (if required) from the relevant governmental or regulatory authorities or other third parties which are necessary in connection with the Agreement and the transactions contemplated therein having been obtained;
- (iv) the warranties in the Agreement remaining true and accurate in all material respects;
- (v) the Listing Committee granting the listing of, and permission to deal in, the 1st Batch Consideration Shares;

- (vi) the Purchaser being satisfied that there has not been any material adverse change (or effect) in respect of any member of the Target Group since the date of the Agreement; and
- (vii) the Vendors having provided the Purchaser a certificate of incumbency and certificate of good standing of the Target and the BVICo in satisfactory form and dated not more than 5 Business Days prior to the Completion Date.

The Purchaser may waive conditions (i), (iv), (vi) and (vii) above at its discretion. If the Conditions have not been satisfied (or as the case may be, waived by the Purchaser) at or before 5:00 p.m. on the Long Stop Date, the Agreement (other than the survival clauses) shall cease and determine to have effect and, save in respect of any antecedent breaches, none of the Parties will have any claim against one another in respect of the Agreement.

Completion

Completion shall take place at 4:00 p.m. on the Completion Date after all the Conditions of the Agreement have been fulfilled or waived (as the case may be).

THE SHAREHOLDERS' AGREEMENT

Pursuant to the Agreement, upon Completion, the 1st Vendor, the 2nd Vendor, the Target and BVICo will enter into the Shareholders' Agreement to regulate the respective rights and obligations of the shareholders of BVICo and the arrangements amongst themselves and the BVICo with respect to the ownership, management and operations of BVICo and HKCo.

The material terms of the Shareholders' Agreement are summarized below.

Parties

- (i) the 1st Vendor;
- (ii) the 2nd Vendor;
- (iii) the Target; and
- (iv) the BVICo.

Business

Unless the shareholders of BVICo agree in writing to change the same, BVICo and HKCo are and shall continue to be principally engaged in the businesses of developing and managing the POS Business. Each of the shareholders of BVICo shall use reasonable endeavors to promote the businesses of BVICo and HKCo. The businesses of the BVICo and HKCo shall be conducted in the best interests of the BVICo and HKCo on sound commercial profit making principles so as lawfully to generate the maximum maintainable profits available for distribution.

Board of Directors

The board of directors of BVICo shall consist of not more than three directors, of which one director shall be nominated, appointed and removed as requested by each of the shareholders of BVICo from time to time. The chairman of the board of directors of BVICo shall be a director nominated by the board of director of BVICo and shall have a casting vote.

Raising of Additional Capital

The board of directors of BVICo may resolve to raise additional capital from the shareholders of BVICo by allotting new shares in the capital of BVICo to its shareholders, and such new shares in BVICo shall be offered to all shareholders of BVICo on a pro-rata basis as nearly as practicable to their respective shareholding percentage in BVICo. In the event any of the shareholders of BVICo chooses not to subscribe for any new shares in the capital of BVICo, the other shareholders of BVICo may elect to subscribe for such unsubscribed new shares.

Disposal of shares and pre-emptive rights

Each of the shareholders of BVICo agrees with and undertakes to each other that it will not without the prior written consent of all other shareholders of BVICo sell, transfer, or otherwise dispose or encumber any of its shares in BVICo. If any shareholder of BVICo wishes to transfer its shares in BVICo, it shall first offer all (but not some only) of its shares in BVICo to the other shareholders of BVICo in accordance with the provisions of the Shareholders' Agreement.

Anti-Dilution

The issue of any new shares in the BVICo shall be offered for subscription in the first instance to the shareholders of the BVICo in proportion as nearly as practicable to their respective shareholding percentage.

Dividends

The shareholders of the BVICo shall procure that not less than 50% of the net profit after tax of BVICo and HKCo for each financial year shall be distributed by way of dividends to the shareholders of BVICo in proportion to their respective shareholdings in BVICo, unless with prior written consent of all the shareholders of BVICo to the otherwise, subject to that the dividends shall only be distributed to the shareholders of BVICo if the board of BVICo is of the view that HKCo will have sufficient working capital for its operation.

Information on the Target

The Target is an investment holding company incorporated in BVI and is wholly-owned by the Vendors as to 22%, 14.67%, 6.67% and 56.66% respectively.

As the Target has no material assets or business activities other than holding the shares of BVICo, the Target recorded no revenue nor profit or loss as at the date of this announcement.

Information on BVICo

BVICo is an investment holding company incorporated in BVI and is wholly-owned by the 1st Vendor, the 2nd Vendor and the Target as to 36%, 24% and 40% respectively.

As BVICo has no material assets or business activities other than holding the share of HKCo, BVICo recorded no revenue nor profit or loss as at the date of this announcement.

Information on HKCo

HKCo is a company incorporated under the laws of Hong Kong on 23 March 1995 with limited liability and is the only operating company in the Target Group. HKCo is principally engaged in the businesses of developing, promoting, selling and offering turn-key point-of-sale solutions for a variety of food and beverage establishments, ranging from table service restaurants, cafes, quick service and fast food chains, foodcourts, and home delivery services in Hong Kong. HKCo is now carrying on the POS Business in a going concern and most of the clients of HKCo are the first tier operators in the field of food and beverage, and are operating large scale chain restaurants.

INFORMATION ON THE TARGET GROUP

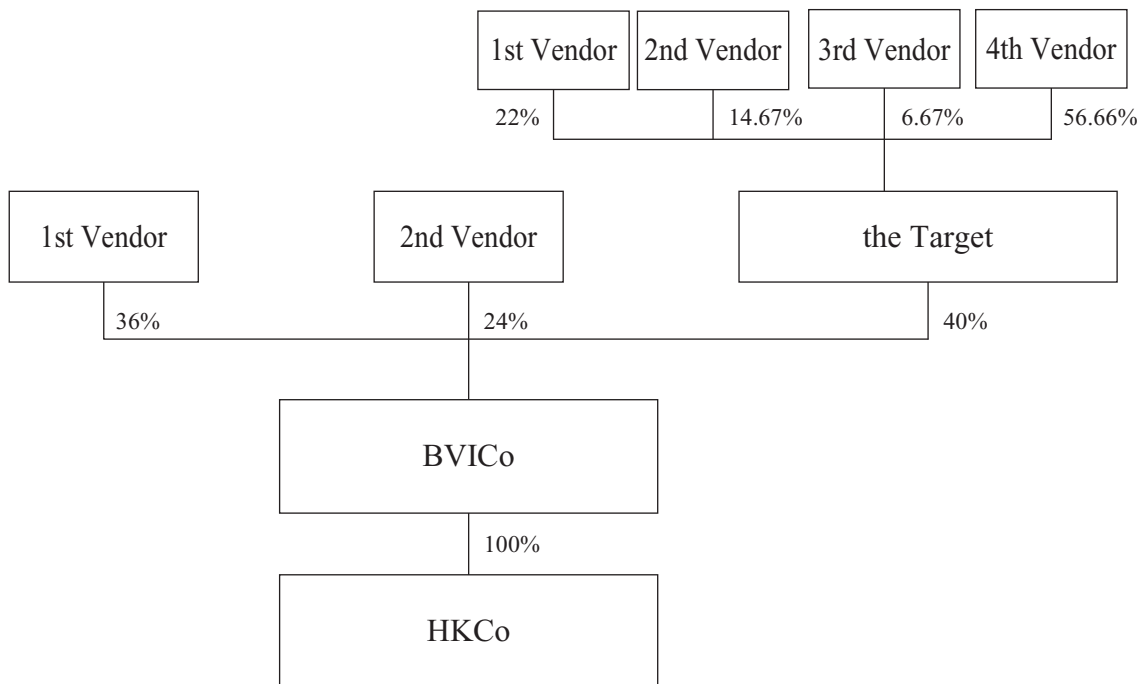
Set out below is the financial information on HKCo extracted from its audited financial statements for the year ended 31 March 2017 and unaudited management account for the year ended 31 March 2018:

	(Unaudited) As at 31 March 2018 <i>(HK\$)</i>	(Audited) As at 31 March 2017 <i>(HK\$)</i>
Net asset value	344,318	210,361
	(Unaudited) For the year ended 31 March 2018 <i>(HK\$)</i>	(Audited) For the year ended 31 March 2017 <i>(HK\$)</i>
Profit before taxation	12,705,469	8,894,483
Profit after taxation	10,633,957	7,440,669

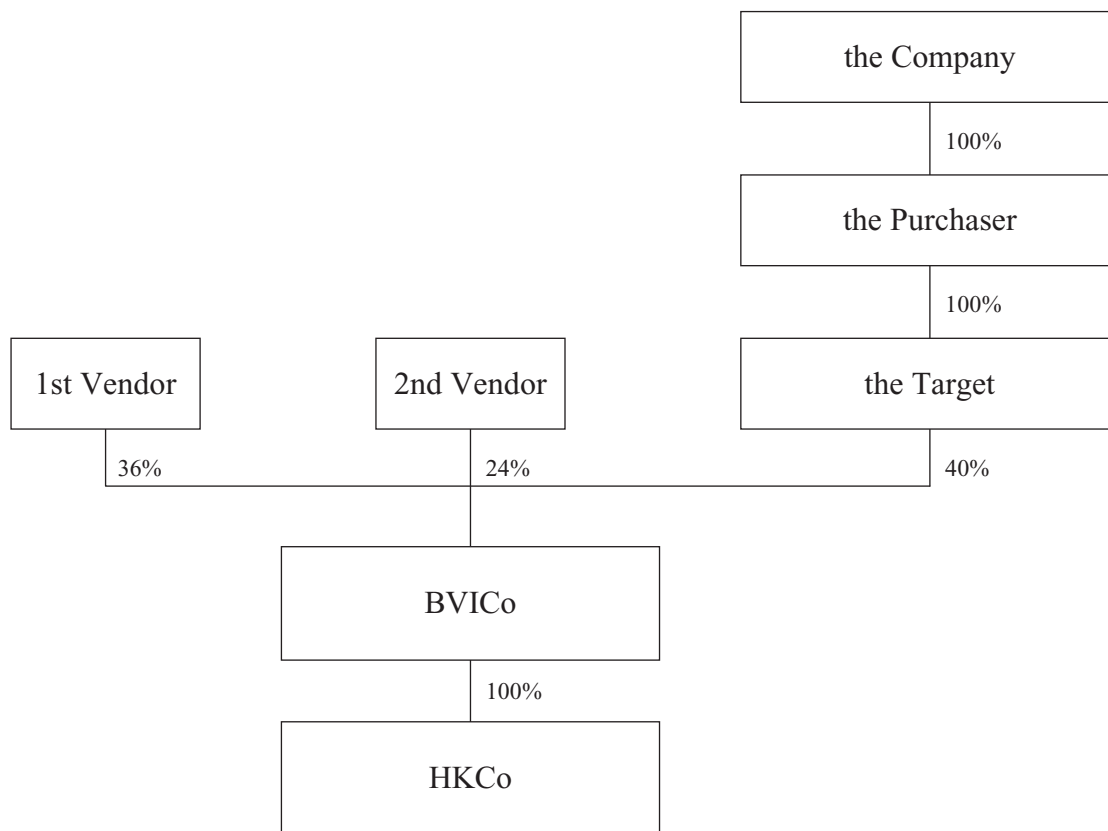
After the Completion, the Company will, through the Purchaser, own 40% interest in the Target Group, which will then be accounted as interest in an associate of the financial statements of the Group. Financial results of the Target Group will not be consolidated into the financial statements of the Group.

Set out below is the shareholding structure of the Target Group (a) as at the date of the Agreement; and (b) immediately after Completion:

(a) As at the date of the Agreement:



(b) Immediately after Completion:



REASONS FOR THE ACQUISITION

The Group is principally engaged in the following businesses: (i) provision of IT application and solution development services; (ii) provision of secondment services; (iii) provision of maintenance and support services; and (iv) provision of IT infrastructure solutions.

The Company has always been looking for suitable investment opportunity in the IT market in Hong Kong. The Group always aims at strengthen its core business and extend the scope of its existing IT businesses in order to further enhance the Group's investment portfolio and its future earning capability. The Target Group is the market leader of promoting, selling and offering food and beverage point-of-sale system and its existing clients are all first tier restaurants and chain food stores. The business of the Target Group is running in a going concern with continuous profit making history. The Company believes that the Acquisition can expand the income base of the Group and diversify its business portfolio. The Acquisition (if completed) is a milestone for the Group to begin the POS Business in Hong Kong. Although the Group is only interest in 40% of the Target Group, the Board has considered it to be acceptable as the risk exposure of entering the new business can be reduced on the one hand, and on the other hand, the Company can be benefited by the smooth management of the Target Group under the existing shareholders in BVICo. In light of the above, the Directors consider the entering into the Agreement is on commercial terms, fair and reasonable and in the interests of the Group and the Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there are no other changes in the share capital of the Company from the date of this announcement up to the date of issue of the Consideration Shares and the Profit Guarantee is being achieved, set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the issue of the Consideration Shares:

Shareholders	As at the date of this announcement		Immediately after the issue of the Consideration Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %
BIZ Cloud Limited (Note 1 and 2)	1,930,000,000	45.75%	1,930,000,000	42.29%
Cloud Gear Limited (Note 1 and 4)	1,930,000,000	45.75%	1,930,000,000	42.29%
Friends True Limited (Note 1 and 5)	1,930,000,000	45.75%	1,930,000,000	42.29%
Imagine Cloud Limited (Note 1 and 7)	1,930,000,000	45.75%	1,930,000,000	42.29%
Lee Cheong Yuen (“Mr. Lee”) (Notes 1 and 2)	1,930,000,000	45.75%	1,930,000,000	42.29%
Chan Kwok Pui (“Mr. Chan”) (Notes 1 and 4)	1,930,000,000	45.75%	1,930,000,000	42.29%
Yong Man Kin (“Mr. Yong”) (Notes 1 and 5)	1,930,000,000	45.75%	1,930,000,000	42.29%
Tam Kwok Wah (“Mr. Tam”) (Notes 1 and 7)	1,930,000,000	45.75%	1,930,000,000	42.29%
Saetia Ladda (Note 3)	1,930,000,000	45.75%	1,930,000,000	42.29%
Ma Kit Ling (Note 6)	1,930,000,000	45.75%	1,930,000,000	42.29%
Lau Calvin Chuen Yien	259,804,000	6.16%	259,804,000	5.69%
The 1st Vendor	–	–	76,036,866	1.67%
The 2nd Vendor	–	–	50,702,765	1.11%
The 3rd Vendor	–	–	23,052,995	0.50%
The 4th Vendor	–	–	195,829,494	4.29%
Other Public Shareholders	2,028,449,968	48.09%	2,028,449,968	44.45%
Total	4,218,253,968	100.00%	4,563,876,088	100.00%

Notes:

1. On 27 February 2015, the ultimate controlling shareholders of the Company, namely, Mr. Lee, Mr. Chan, Mr. Yong and Mr. Tam, entered into a confirmation deed to acknowledge and confirm, among other things, that they were parties acting in concert of each of the members of the Group. As such, the ultimate controlling shareholders of the Company together are deemed to have controlling interest in the share capital of the Company through BIZ Cloud Limited, Cloud Gear Limited, Friends True Limited and Imagine Cloud Limited.
2. Shares in which Mr. Lee is interested consist of (i) 1,170,000,000 Shares held by BIZ Cloud Limited, a company wholly-owned by Mr. Lee, and (ii) 760,000,000 Shares in which Mr. Lee is deemed to be interested as a result of being a party acting-in-concert with Mr. Chan, Mr. Yong and Mr. Tam.
3. Ms. Saetia Ladda is the spouse of Mr. Lee. Under the Securities and Futures Ordinance, Ms. Saetia Ladda is deemed to be interested in the same number of Shares in which Mr. Lee is interested.
4. Shares in which Mr. Chan is interested consist of (i) 110,000,000 Shares held by Cloud Gear Limited, a company wholly-owned by Mr. Chan, and (ii) 1,820,000,000 Shares in which Mr. Chan is deemed to be interested as a result of being a party acting-in-concert with Mr. Lee, Mr. Yong and Mr. Tam.
5. Shares in which Mr. Yong is interested consist of (i) 525,000,000 Shares held by Friends True Limited, a company wholly-owned by Mr. Yong, and (ii) 1,405,000,000 Shares in which Mr. Yong is deemed to be interested as a result of being a party acting-in-concert with Mr. Lee, Mr. Chan and Mr. Tam.
6. Ms. Ma Kit Ling is the spouse of Mr. Yong. Under the Securities and Futures Ordinance, Ms. Ma Kit Ling is deemed to be interested in the Shares in which Mr. Yong is interested.
7. Shares in which Mr. Tam is interested consist of (i) 125,000,000 Shares held by Imagine Cloud Limited, a company wholly-owned by Mr. Tam, and (ii) 1,805,000,000 Shares in which Mr. Tam is deemed to be interested as a result of being a party acting-in-concert with Mr. Lee, Mr. Yong and Mr. Chan.
8. For illustration purpose, this scenario disregards the future potential effects on shareholding structure of the Company upon completion of the disclosable and share transaction as detailed in the announcements of the Company dated 18 December 2017 and the major transaction as detailed in the circular of the Company dated 28 March 2018.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios for the Company under the Acquisition exceed 5% but fall below 25%, and the Consideration will be satisfied by the allotment and issue of the Consideration Shares, the Acquisition constitutes a discloseable transaction and a share transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

AS THE COMPLETION IS SUBJECT TO THE FULFILLMENT AND/OR WAIVER, WHERE APPLICABLE, OF THE CONDITIONS SET OUT IN THE AGREEMENT, THE ACQUISITION MAY OR MAY NOT PROCEED. SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“1st Vendor”	Yuen Yat Kwai, the legal and beneficial owner of 22% of the entire issued share capital of the Target as at the date of the Agreement, an Independent Third Party
“2nd Vendor”	Chai Shui Yin Edwin, the legal and beneficial owner of 14.67% of the entire issued share capital of the Target as at the date of the Agreement, an Independent Third Party
“3rd Vendor”	Katrina Loke Lai Mun, the legal and beneficial owner of 6.67% of the entire issued share capital of the Target as at the date of the Agreement, an Independent Third Party
“4th Vendor”	Tse Kam Po, the legal and beneficial owner of 56.66% of the entire issued share capital of the Target as at the date of the Agreement, an Independent Third Party
“Acquisition”	sale and purchase of the Sale Shares pursuant to the Agreement
“Agreement”	the sale and purchase agreement dated 20 June 2018 and entered into between the Purchaser and the Vendors in relation to the Acquisition
“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the Board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or other public holidays) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“BVI”	British Virgin Islands
“BVICO”	PS International Company Limited, a company incorporated in BVI and is owned by the 1st Vendor, the 2nd Vendor and the Target as to 36%, 24% and 40% respectively and the sole legal and beneficial owner of HKCo
“Company”	ICO Group Limited, a company incorporated in Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange

“Completion”	completion of the sale and purchase of the Sale Shares under the terms and conditions of the Agreement
“Completion Date”	the 2nd Business Day after the last Condition having been fulfilled (or waived by the Purchaser) or such other date as the Purchaser and the Vendors may mutually agree in writing, on which Completion is to take place
“Condition(s)”	The conditions precedent set out in the Agreement
“Consideration”	the consideration for the Acquisition, being HK\$60,000,000
“Consideration Shares”	the issue to each of the Vendors the new Shares of the Company at the Issue Price in accordance with the payment terms under the Agreement
“Director(s)”	director(s) of the Company
“General Mandate”	The general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the Company’s annual general meeting held on 18 August 2017 to allot, issue and deal with 800,000,000 Shares (representing 20% of the number of issued Shares on that date)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“HKCo”	PointSoft Limited (軟件科技有限公司) a company incorporated in Hong Kong and a wholly-owned subsidiary of BVICo
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons (as defined in the Listing Rules)
“Issue Price”	HK\$0.1736, being the price per Share to be allotted and issued to each of the Vendors as Consideration Shares
“Last Trading Day”	19 June 2018 being the last trading day of the Shares before the signing date of the Agreement
“Listing Committee”	has the meaning ascribed to it under the Listing Rules

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	4 July 2018 (or such other date as the Parties may agree in writing)
“Partie(s)”	The Purchaser and/or the Vendors
“POS Business”	the point-of-sale business now carried out by the Target Group
“PRC”	People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Purchaser”	Value Digital Limited, an indirect wholly-owned subsidiary of the Company
“Sale Shares”	15,000 ordinary shares in the authorized capital of the Target legally and beneficially owned by the Vendors as to 22%, 14.67%, 6.67% and 56.66% by the 1st Vendor, 2nd Vendor, 3rd Vendor and the 4th Vendor respectively, representing the entire issued share capital of the Target as at the date of the Agreement and at Completion
“Shares”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Shareholders’ Agreement”	the shareholders’ agreement to be entered into by the 1st Vendor, 2nd Vendor, the Target and BVICo upon Completion
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Catering Automation Limited, a company incorporated in the BVI and is wholly-owned by the 1st Vendor, 2nd Vendor, 3rd Vendor and 4th Vendor as to 22%, 14.67%, 6.67% and 56.66% respectively
“Target Group”	the Target, BVICo and HKCo

“Vendors” collectively referred to 1st Vendor, 2nd Vendor, 3rd Vendor and 4th Vendor

“%” per cent

By Order of the Board

ICO Group Limited

Lee Cheong Yuen

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 20 June 2018

As at the date of this announcement, 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.

In the event of any inconsistency, the English text of this announcement shall prevail over the Chinese text.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange and the website of the Company for at least seven days from the date of its posting.