

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

31/08/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

ICO Group Limited

Date Submitted

06/09/2018

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>1460</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>40,000,000,000</u>	<u>HK\$0.0025</u>	<u>HK\$100,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>40,000,000,000</u>	<u>HK\$0.0025</u>	<u>HK\$100,000,000</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code :	<u>      <b>N/A</b>      </u>	Description :	<u>_____</u>
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>_____</u>	<u>_____</u>	<u>_____</u>
Increase/(decrease)	<u>_____</u>	<u>_____</u>	<u>_____</u>
Balance at close of the month	<u>_____</u>	<u>_____</u>	<u>_____</u>

## 3. Other Classes of Shares

Stock code :	<u>      <b>N/A</b>      </u>	Description :	<u>_____</u>
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>_____</u>	<u>_____</u>	<u>_____</u>
Increase/(decrease)	<u>_____</u>	<u>_____</u>	<u>_____</u>
Balance at close of the month	<u>_____</u>	<u>_____</u>	<u>_____</u>

Total authorised share capital at the end of the month (*State  
currency*) :

**HK\$100,000,000**

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## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>4,391,065,028</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>305,440,193</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>4,696,505,221</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme At AGM (12/08/2016) Ordinary shares (Note 1)	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>
2. N/A ( / / ) shares (Note 1)						
3. N/A ( / / ) shares (Note 1)						
			Total A. (Ordinary shares)		<u>NIL</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>NIL</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable)						
(dd/mm/yyyy)	( / / )					
2. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable)						
(dd/mm/yyyy)	( / / )					
3. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable)						
(dd/mm/yyyy)	( / / )					
4. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable)						
(dd/mm/yyyy)	( / / )					
Total B. (Ordinary shares) _____					N/A	
(Preference shares) _____					N/A	
(Other class) _____					N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bonds issued pursuant to the Acquisition Agreement dated 6 December 2017 and announced on 7 December 2017	HK\$	59,842,612.50	11,534,737.50	48,307,875.00	87,186,224	365,138,888
	HK\$	-	-	8,289,352.50	-	62,655,725
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.1323					
EGM approval date (if applicable) (dd/mm/yyyy)	( 19 / 04 / 2018 )					
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	87,186,224	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Maximum number of Conversion Shares which may be issued upon conversion of remaining Convertible Bonds which may be issued pursuant to the Acquisition Agreement dated 6 December 2017 and announced on 7 December 2017 EGM Approval Date (19/04/2018) Ordinary shares ( <i>Note 1</i> )	NIL	998,166,508
2. Maximum number of remaining Consideration Shares which may be issued pursuant to the sale and purchase agreement dated and announced on 20 June 2018 Ordinary shares ( <i>Note 1</i> )	NIL	172,811,060
3. _____ _____ ( / / ) Ordinary shares ( <i>Note 1</i> )		
Total D. (Ordinary shares)	NIL	
(Preference shares)	N/A	
(Other class)	N/A	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
2. Open offer	At price :	State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
3. Placing	At price :	State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
4. Bonus issue			Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
6.	Repurchase of shares		Class of shares _____ repurchased (Note 1) Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
7.	Redemption of shares		Class of shares _____ redeemed (Note 1) Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
8.	Consideration issue	At price : HK\$ <u>0.1512</u>	Class of shares <u>Ordinary Shares</u> issuable (Note 1) Issue and allotment date : (10/08/2018) (dd/mm/yyyy) EGM approval date: N/A (dd/mm/yyyy)	<u>218,253,969</u>	N/A



Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares _____ issuable ( <i>Note 1</i> )  Issue and allotment date : ( dd/mm/yyyy )  EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
10. Other (Please specify)	At price : State currency _____ Class of shares _____ issuable ( <i>Note 1</i> )  Issue and allotment date : ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
		Total E. (Ordinary shares)	218,253,969
		(Preference shares)	N/A
		(Other class)	N/A

Total increase / <del>(decrease)</del> in ordinary shares during the month (i.e. Total of A to E):	(1)	305,440,193
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Allotment and issue of Third Tranche Consideration Shares pursuant to the Sale and Purchase Agreement as defined in the announcement of ICO Group Limited dated 10 November 2017 took place on 10 August 2018.

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Submitted by: Pang Yick Him

Title: Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*