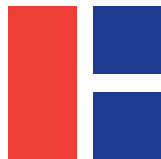


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ICO GROUP LIMITED

揚科集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1460)

CONVERSION OF CONVERTIBLE BONDS

Reference is made to the announcements of ICO Group Limited (the “**Company**”) dated 7 December 2017, 8 January 2018, 5 June 2018, 27 July 2018, 9 November 2018, 15 November 2018, 11 January 2019, 12 June 2019 and 7 August 2019 and the circular of the Company dated 28 March 2018 (the “**Circular**”) in relation to the acquisition of the entire issued capital of O2O Limited involving the issue of convertible bonds and promissory notes. Unless the otherwise defined herein, capitalized term in this announcement shall have the same meaning as given to them in the Circular.

As at the date of this announcement, Convertible Bonds with aggregate principal amount of HK\$111,653,917.40 were issued pursuant to the Acquisition Agreement and in the second supplemental agreement entered on 9 November 2018. On 26 August 2019, the Company received a conversion notice from a Bondholder in respect of the exercise of the conversion rights attached to the Convertible Bond in the principal amount of HK\$48,307,875 at the conversion price of HK\$0.1323 per Share (the “**Conversion**”). As a result of this Conversion, the Company allotted and issued a total of 365,138,888 Conversion Shares on 27 August 2019. The Conversion Shares rank pari passu in all respects among themselves and with all other existing Shares in issue. The 365,138,888 Conversion Shares representing approximately 7.77% of the total issued shares of the Company before the Conversion and approximately 7.21% of the total issued shares of the Company as enlarged by the allotment and issue of the 365,138,888 Conversion Shares upon the Conversion.

* *For identification purposes only*

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the Conversion, the Company has 4,696,505,221 Shares in issue. For illustrative purpose only, the shareholding structure of the Company (i) immediately before the Conversion; and (ii) immediately after the issue of the Conversion Shares, is set out below:—

Shareholders	Immediately before the Conversion		Immediately after the issue of the Conversion Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %
BIZ Cloud Limited (Notes 1 and 2)	1,717,156,000	36.56%	1,717,156,000	33.93%
Cloud Gear Limited (Notes 1 and 4)	1,717,156,000	36.56%	1,717,156,000	33.93%
Friends True Limited (Notes 1 and 5)	1,717,156,000	36.56%	1,717,156,000	33.93%
Imagine Cloud Limited (Notes 1 and 7)	1,717,156,000	36.56%	1,717,156,000	33.93%
Lee Cheong Yuen (“Mr. Lee”) (Notes 1 and 2)	1,717,156,000	36.56%	1,717,156,000	33.93%
Chan Kwok Pui (“Mr. Chan”) (Notes 1 and 4)	1,717,156,000	36.56%	1,717,156,000	33.93%
Yong Man Kin (“Mr. Yong”) (Notes 1 and 5)	1,717,156,000	36.56%	1,717,156,000	33.93%
Tam Kwok Wah (“Mr. Tam”) (Notes 1 and 7)	1,717,156,000	36.56%	1,717,156,000	33.93%
Saetia Ladda (Note 3)	1,717,156,000	36.56%	1,717,156,000	33.93%
Ma Kit Ling (Note 6)	1,717,156,000	36.56%	1,717,156,000	33.93%
Fong Sing Chak Jack (“Mr. Fong”) (Note 8)	3,448,000	0.07%	3,448,000	0.07%
Tuon Wai Man (“Ms. Tuon”) (Note 9)	49,604,000	1.06%	49,604,000	0.98%
Public Shareholders:				
Lau Calvin Chuen Yien	259,804,000	5.53%	259,804,000	5.13%
The Bondholder	—	—	365,138,888	7.21%
Other Public Shareholders	2,666,493,221	56.78%	2,666,493,221	52.68%
Total	4,696,505,221	100.00%	5,061,644,109	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) 547,156,000 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) 1,607,156,000 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) 312,156,000 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) 1,592,156,000 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. Mr. Fong is an independent non-executive Director of the Company. Shares in which Mr. Fong is interested consist of (i) 2,948,000 Shares held by Mr. Fong, and (ii) 500,000 Shares held by Ms. Yeung Ching Yee, the spouse of Mr. Fong.
9. Ms. Tuon is a non-executive Director of the Company. Shares in which Ms. Tuon is interested consist of (i) 49,284,000 Shares held by Ms. Tuon, and (ii) 320,000 Shares held by Mr. Tsoi Pak Ho, the spouse of Ms. Tuon.

By order of the Board

ICO Group Limited

Lee Cheong Yuen

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 27 August 2019

As at the date of this announcement, the executive Directors of the Company are Mr. Lee Cheong Yuen and Mr. Chan Kwok Pui; the non-executive Directors of the Company are Mr. Tam Kwok Wah and Ms. Tuon Wai Man; and the independent non-executive Directors of the Company are Dr. Cheung Siu Nang Bruce, Mr. Fong Sing Chak Jack and Ms. Kam Man Yi Margaret.