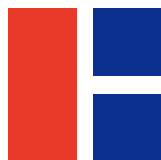


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ICO GROUP LIMITED

揚科集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1460)

**INSIDE INFORMATION
REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
AND
RESUMPTION OF TRADING**

This announcement is made by the Company pursuant to the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO and Rule 13.09(2)(a) of the Listing Rules.

Reference is made to the Offer Announcement and the announcement of the Company dated 6 February 2020 (the “**Announcement**”) in relation to the Offer. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Announcement.

The Board received a letter from the legal advisers of Titan Wise Group Limited (i.e. the Offeror or the “**Requisitionist**”) dated 10 February 2020 (the “**Requisition Notice**”) requesting the Board to convene an extraordinary general meeting of the Company (“**EGM**”) pursuant to Article 64 of the Articles of Association of the Company (the “**Articles**”) for the purpose of considering and, if thought fit, to pass the resolutions set out in the Requisition Notice as ordinary resolutions of the Company (the “**Requisition**”). Set out below are the resolutions as reproduced based on the Requisition Notice:

1. “THAT LEE CHEONG YUEN be and is hereby removed as a director of the Company pursuant to Article 114 of the Articles with effect from the later of (a) conclusion of the EGM, or (b) where applicable, the earliest time when such removal is not prohibited under the Hong Kong Codes on Takeovers and Mergers.”
2. “THAT CHAN KWOK PUI and is hereby removed as a director of the Company pursuant to Article 114 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such removal is not prohibited under the Hong Kong Codes on Takeovers and Mergers.”

* For identification purposes only

3. “THAT TAM WING YUEN be and is hereby removed as a director of the Company pursuant to Article 114 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such removal is not prohibited under the Hong Kong Codes on Takeovers and Mergers.”
4. “THAT TAM KWOK WAH be and is hereby removed as a director of the Company pursuant to Article 114 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such removal is not prohibited under the Hong Kong Codes on Takeovers and Mergers.”
5. “THAT TUON WAI MAN be and is hereby removed as a director of the Company pursuant to Article 114 of the Articles and with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such removal is not prohibited under the Hong Kong Codes on Takeovers and Mergers.”
6. “THAT TSO HON SAI BOSCO be and is hereby removed as a director of the Company pursuant to Article 114 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such removal is not prohibited under the Hong Kong Codes on Takeovers and Mergers.”
7. “THAT CHEUNG SIU NANG BRUCE be and is hereby removed as a director of the Company pursuant to Article 114 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such removal is not prohibited under the Hong Kong Codes on Takeovers and Mergers.”
8. “THAT KO SEBASTIAN YAT FUNG be and is hereby removed as a director of the Company pursuant to Article 114 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such removal is not prohibited under the Hong Kong Codes on Takeovers and Mergers.”
9. “THAT KAM MAN YI MARGARET be and is hereby removed as a director of the Company pursuant to Article 114 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such removal is not prohibited under the Hong Kong Codes on Takeovers and Mergers.”
10. “THAT each of the directors of the Company appointed to the Board between the date of this Requisition Notice and the date of the EGM, other than those persons who are to be appointed Directors at the EGM, be and is hereby removed as a director of the Company with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such removal is not prohibited under the Hong Kong Codes on Takeovers and Mergers.”

11. “THAT the maximum number of the directors of the Company be and is hereby fixed with immediate effect to a number that is the aggregate of (a) the total number of directors of the Company immediately prior to the EGM and (b) such number of directors to be appointed at the EGM.”
12. “THAT LEONG YENG KIT be and is hereby appointed as an executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”
13. “THAT LEE PEI LING be and is hereby appointed as an executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”
14. “THAT LEONG YENG KONG be and is hereby appointed as a non-executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”
15. “THAT LEONG POH CHIH be and is hereby appointed as a non-executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”
16. “THAT LEONG YENG WENG be and is hereby appointed as a non-executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”
17. “THAT WALAIPORN ORAKIJ be and is hereby appointed as a non-executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”
18. “THAT DURGADEWI YOGANATHAN be and is hereby appointed as a non-executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”
19. “THAT TAN ENG WAH be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”

20. “THAT GAN CHENG KHUAN be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”
21. “THAT YVONNE LOW WIN KUM be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”
22. “THAT CHIU KING YAN be and is hereby appointed as an independent non-executive director of the Company pursuant to Article 111 of the Articles with effect from the later of (a) the conclusion of the EGM, or (b) where applicable, the earliest time when such appointment is allowed under the Hong Kong Codes on Takeovers and Mergers.”
23. “THAT the Board be and is hereby authorized to fix the Director’s remuneration.”
24. “THAT the maximum number of Directors be and is fixed at a number that is equal to the aggregate of (a) such number of Directors holding office at the conclusion of the EGM and (b) (if any) those persons whose appointments as directors have been approved at the EGM but have not taken effect, and such maximum number shall override and replace the maximum number of Directors as fixed pursuant to resolution 8 above with effect from the conclusion of the EGM.”

Based on the Requisition Notice, the Requisitionist stated that, as at the date of the Requisition Notice, it held not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company.

The Requisition Notice did not set out any reasons and/ or grounds in respect of the proposed resolutions set out above. Accordingly, the Board is not able to provide Shareholders with any reasons and/ or grounds in respect of the proposed resolutions for consideration.

The Company is seeking professional advices in relation to the Requisition Notice and the appropriate actions to be taken. Meanwhile, the Company is in the course of verifying the authenticity of the Requisition Notice, as well as the information set out therein.

The Company will inform the Shareholders and potential investors by way of announcement as and when appropriate.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

RESUMPTION OF TRADING

At the request of the Company, trading of the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 11 February 2020 pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading of the Shares on the Stock Exchange with effect from 9:00 a.m. on 12 February 2020.

By order of the Board

ICO Group Limited

Lee Cheong Yuen

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 11 February 2020

As at the date of this announcement, the executive Directors are Mr. Lee Cheong Yuen, Mr. Chan Kwok Pui and Mr. Tam Wing Yuen; the non-executive Directors are Mr. Tam Kwok Wah, Ms. Tuon Wai Man and Mr. Tso Hon Sai Bosco; and the independent non-executive Directors are Dr. Cheung Siu Nang Bruce, Mr. Ko Sebastian Yat Fung and Ms. Kam Man Yi Margaret.