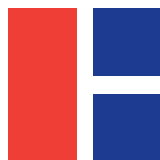


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**ICO GROUP LIMITED**  
**揚科集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1460)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“EGM”) of ICO Group Limited (the “**Company**”) will be held at the Unit 2602–03, 26/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong, at 10:00 a.m. on Thursday, 9 April 2020 for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

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) 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.”
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.”
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.”

\* *For identification purposes only*

4. “**THAT TAM KWOK WAH** be and is hereby removed 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 the Requisition Letter 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 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.”

By order of the Board  
**ICO Group Limited**  
**Lee Cheong Yuen**  
*Chairman and Chief Executive Officer*

Hong Kong, 28 February 2020

*Registered Office:*

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal Place of Business in Hong Kong:*

Room 2802A, 28/F.  
Singa Commercial Centre  
144–151 Connaught Road West  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
4. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the EGM will be 3 April 2020. In order to be eligible to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration no later than 4:00 p.m. on 3 April 2020.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. A form of proxy for use at the EGM is enclosed.
7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the Company’s website at [www.1460.hk](http://www.1460.hk) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, 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.*