



ICO GROUP LIMITED

揚科集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1460)

PROXY FORM

Form of proxy for use at the Extraordinary General Meeting (or at any adjournment thereof)

I/We ^(note a) _____
of _____
being the holder(s) of ^(note b) _____ shares of HK\$0.0025 each
of ICO Group Limited (the "Company") hereby appoint the Chairman of the extraordinary general meeting ("EGM") of the Company or ^(note c) _____
of _____
to act as my/our proxy at the EGM to be held on Thursday, 9 April 2020 at 10:00 a.m. at Unit 2602-03, 26/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong, and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note d).

	ORDINARY RESOLUTIONS	FOR	AGAINST
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."		
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 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."		

	ORDINARY RESOLUTIONS	FOR	AGAINST
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 WALAI PORN 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.”		

Date: _____

Shareholder’s signature _____ (notes e, f)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words “the Chairman of the extraordinary general meeting of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick (“✓”) the box marked “For” against such resolution. If you wish to vote against a resolution, please tick (“✗”) the box marked “Against” against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the EGM.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company’s Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 48 hours before the time of the EGM or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.
- Capitalised terms defined in the circular of the Company dated 28 February 2020 shall have the same meanings when used in this proxy form unless otherwise stated.

* For identification purposes only