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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Icon Culture Global Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# 天泓文創

Icon Culture Global Co.Ltd

## Icon Culture Global Company Limited

天泓文創國際集團有限公司

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

**(Stock Code: 8500)**

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of the cover and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the 2021 AGM to be held at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, China on Friday, 28 May 2021 at 10:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use in connection with the 2021 AGM is enclosed with this circular. If you are not able to attend the 2021 AGM in person but wish to exercise your right as a Shareholder, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2021 AGM or its adjournment (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM or its adjournment should you so wish. If you attend and vote in person at the 2021 AGM, the authority of your proxy will be revoked.

This circular will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication. This circular will also be published and will remain on the website of the Company at [www.iconspace.com](http://www.iconspace.com).

#### **PRECAUTIONARY MEASURES FOR THE 2021 AGM**

Please refer to the notice of 2021 AGM for measures being taken to try to prevent and control the spread of the COVID-19 at the 2021 AGM, including:

- compulsory body temperature checks
- wearing of a face mask for each attendee
- no drinks, refreshments or souvenirs will be provided

DUE TO THE CONSTANTLY EVOLVING COVID-19 PANDEMIC SITUATION, THE COMPANY MAY BE REQUIRED TO CHANGE THE 2021 AGM ARRANGEMENTS AT SHORT NOTICE. SHAREHOLDERS SHOULD CHECK THE WEBSITES OF THE COMPANY AND GEM FOR FUTURE ANNOUNCEMENTS AND UPDATES ON THE 2021 AGM ARRANGEMENTS.

24 March 2021

## CHARACTERISTICS OF GEM

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:*

“2021 AGM”	the AGM to be held at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, China on Friday, 28 May 2021 at 10:00 a.m.
“AGM”	the annual general meeting of the Company
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Icon Culture Global Company Limited (天泓文創國際集團有限公司), an exempted company incorporated in the Cayman Islands, whose issued Shares are listed and traded on GEM (Stock code: 8500)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“COVID-19”	the novel coronavirus disease 2019 pandemic
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Boardroom Share Registrars (HK) Limited, the Company’s Hong Kong branch share registrar and transfer office

## DEFINITIONS

“Icon Media”	Guangzhou Icon Culture Media Investment Co., Ltd.* (廣州天泓文化傳媒投資有限公司) (formerly known as Guangzhou Icon Media Co., Ltd.* (廣州天泓傳媒有限公司) and Guangzhou Icon Media Joint-stock Co., Ltd.* (廣州天泓傳媒股份有限公司)), a company established under the laws of the PRC with limited liability on 26 June 2009, which is an indirect wholly-owned subsidiary of the Company and wholly owned by Shining Glow Limited
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2021 AGM to the Directors to allot, issue and deal with additional Shares during the relevant period not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	23 March 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	14 January 2020, the date on which the issued Shares were initially listed on GEM
“Mr. Chow”	Mr. Chow Eric Tse To (周子濤), one of our controlling shareholders, Chairman and executive Director
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2021 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

\* For identification purposes only

## DEFINITIONS

“Share(s)”	the ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the SFC as amended, supplemented or otherwise modified from time to time
“Year”	the year ended 31 December 2020
“%”	per cent

# 天泓文創

Icon Culture Global Co.Ltd

## Icon Culture Global Company Limited

天泓文創國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8500)

*Executive Directors:*

Mr. Chow Eric Tse To (*Chairman*)  
Ms. Cai Xiaoshan  
Mr. Lau Tung Hei Derek  
Ms. Liang Wei (*Chief executive officer*)  
Mr. Liu Biao

*INEDs:*

Mr. Lee Siu Hang Foster  
Ms. Tam Hon Shan Celia  
Mr. Tian Tao

*Registered office:*

Ogier Global (Cayman) Limited  
89 Nexus Way, Camana Bay  
Grand Cayman, KY1-9009  
Cayman Islands

*Principal place of business  
in the PRC:*

29/F, Kingold Century  
No. 62 Jinsui Road  
Zhujiang New Town  
Tianhe District, Guangzhou City  
Guangdong Province, China

*Principal place of business  
in Hong Kong:*

31/F., 148 Electric Road  
North Point, Hong Kong

24 March 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Directors will propose at the 2021 AGM resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include the Shares repurchased under the Repurchase Mandate; and (iii) the re-election of the retiring Directors.

## **LETTER FROM THE BOARD**

The purpose of this circular is to give you notice of the 2021 AGM and to provide you with the information regarding the above resolutions to be proposed at the 2021 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

### **ISSUE MANDATE**

Given that the general mandate granted to the Directors to issue Shares at the AGM of the Company dated 29 June 2020 will lapse at the conclusion of the 2021 AGM, an ordinary resolution will be proposed at the 2021 AGM to grant the Issue Mandate to the Directors. Based on 180,000,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of the 2021 AGM, the Directors will be authorized to allot, issue and deal with up to a maximum of 36,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2021 AGM. The Issue Mandate will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

### **REPURCHASE MANDATE**

Given that the general mandate granted to the Directors to repurchase Shares at the AGM of the Company dated 29 June 2020 will lapse at the conclusion of the 2021 AGM, an ordinary resolution will be proposed at the 2021 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 180,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2021 AGM, the Company will be allowed to repurchase a maximum of 18,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **EXTENSION OF ISSUE MANDATE TO ISSUE SHARES**

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2021 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.



## LETTER FROM THE BOARD

The extension of the Issue Mandate will, if granted, remain in effect until the earliest of: (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM will be required to be held by the Articles of Association or any applicable laws of the Cayman Island; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were five Executive Directors, namely Mr. Chow, Ms. Cai Xiaoshan, Mr. Lau Tung Hei Derek, Ms. Liang Wei (“**Ms. Liang**”) and Mr. Liu Biao (“**Mr. Liu**”); and three INEDs, namely Mr. Lee Siu Hang Foster, Ms. Tam Hon Shan Celia and Mr. Tian Tao (“**Mr. Tian**”).

Article 108(a) of the Articles of Association provides that at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years. Accordingly, Ms. Liang, Mr. Liu and Mr. Tian (the “**Retiring Director(s)**”) shall retire at the 2021 AGM and, being eligible, will offer themselves for re-election at the 2021 AGM.

The Nomination Committee had assessed and reviewed each of the INEDs’ written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all of them including Mr. Tian remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the Year based on the nomination policy of the Company, which was disclosed in the annual report of the Company and found their performance satisfactory. The Nomination Committee also considered that Mr. Tian’s experience, skills and other perspectives as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2021 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2021 AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

The biographical details of each of the Retiring Directors to be re-elected at the 2021 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

### 2021 AGM

The Company will convene the 2021 AGM at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, China on Friday, 28 May 2021 at 10:00 a.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate

## **LETTER FROM THE BOARD**

and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of the Retiring Directors. The notice convening the 2021 AGM is set out on pages 17 to 22 of this circular.

A form of proxy for use in connection with the 2021 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.iconspace.com](http://www.iconspace.com)). If you are not able or do not intend to attend the 2021 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2021 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending in person and voting at the 2021 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2021 AGM, the instrument appointing the proxy will be deemed to have been revoked.

### **VOTING BY POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the 2021 AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors consider that (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the re-election of the Retiring Directors as set out in the notice of the 2021 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2021 AGM as set out in the notice of the 2021 AGM on pages 17 to 22 of this circular.

## LETTER FROM THE BOARD

### GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board  
**Icon Culture Global Company Limited**  
**Chow Eric Tse To**  
*Chairman and Executive Director*

*The following are the biographical details of the Directors who will retire as required by the Articles of Association and the GEM Listing Rules and are proposed to be re-elected at the 2021 AGM.*

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

## EXECUTIVE DIRECTORS

### Ms. Liang Wei (梁薇)

Ms. Liang Wei, aged 49, is an executive Director, chief executive officer and compliance officer. She joined the Group in June 2017 and is mainly responsible for the overall strategy implementation, business development and management of the operations of the Group. She was appointed as a Director on 31 May 2019 and re-designated as an executive Director on the same day. She is currently a director of Icon Media.

Ms. Liang has over 21 years of experience in business management. From January 1992 to March 1996, she served as a programmer in China Shipbuilding Industry Corporation 714 Institute\* (中國船舶重工集團公司第七一四研究所), where she was responsible for the construction and maintenance of the company's database. From October 1995 to December 2003, she worked at the strategic marketing department of Yonyou Software Co., Ltd.\* (用友軟件股份有限公司). From April 2006 to October 2016, she served as the senior vice president of Visionchina Media Group Co., Ltd.\* (華視傳媒集團有限公司) (previously known as Visionchina Digital Mobile Television Co., Ltd.\* (華視數字移動電視有限公司)), which was a company controlled by Visionchina Media Inc., a company listed on NASDAQ (NASDAQ ticker: VISN) from December 2007 to April 2017, where she was responsible for the formulation of development strategy, establishment of sales management system and policies, market analysis, product promotion, and supervising advertising sales activities in major sales region. From October 2016 to March 2017, she served as the vice president of Shanghai Conservation Advertising Co., Ltd.\* (上海守恆廣告有限公司), where she was responsible for the formulation of project management system and managing costs and revenue.

Ms. Liang obtained a master's degree in international business administration from the University of Northumbria at Newcastle, United Kingdom in November 2005. She has obtained a certification of specially invited jury of 2019 Creative International Innovation Festival and jury of 2020 Effie Awards Greater China. Ms. Liang was an awarded person of the Year of E-marketing in the iResearch Marketing Awards 2020.

Ms. Liang was a director and/or legal representative of the following companies which were established in the PRC prior to their dissolutions. The relevant details are as follows:

Name of company	Nature of business before dissolution	Position	Date of dissolution	Means of dissolution
Beijing Huajingshi Media Advertisement Co Ltd (北京華環視傳媒廣告有限公司)	Provision of advertising services	Director and legal representative	16 February 2013	Deregistered
Beijing Huaguangshi Advertisement Co Ltd* (北京華廣視廣告有限公司)	Provision of advertising services	Director and legal representative	7 January 2015	Deregistered
Nanjing Huadingshi Communication Technology Co Ltd* (南京華鼎視通訊技術有限公司)	Information and communications technology	Director and legal representative	29 June 2015	Deregistered
Shenzhen Chenggui Operation Information Consulting Co Ltd (深圳市城軌運營信息諮詢有限公司)	Provision of advertising services	Director	28 December 2016	Deregistered

Ms. Liang confirmed that the above-mentioned companies had remained solvent and had no outstanding liabilities on or before their dissolution, and have not been involved in any material non-compliant incidents, claims, litigations or legal proceedings and there were no claims against herself in relation to the dissolution of the above-mentioned companies.

Ms. Liang has entered into a service contract with the Company for an initial term of three years commencing on the Listing Date, which has no fixed term and can be terminated by either party giving not less than three months' notice in writing to the other party. Pursuant to the service contract, Ms. Liang is entitled to a basic salary of RMB120,000 per annum and a discretionary bonus based on her individual performance and the Company's profitability which requires approval by the Board. The salary of Ms. Liang after each financial year is subject to adjustment as determined by the Remuneration Committee and approved by a majority of the members of the Board (excluding our Director whose salary is under review) with reference to her qualifications, responsibilities, experience and positions held with the Company.

**Mr. Liu Biao (劉標)**

Mr. Liu Biao, aged 41, is an executive Director. He joined our Group in July 2009 and is mainly responsible for the overall business development and sales management of our Group. He was appointed as our Director on 31 May 2019 and re-designated as our executive Director on the same day. He is currently a director of Icon Media.

Mr. Liu has 20 years of experience in sales and business management in the media industry. From June 2000 to December 2006, he served as sales manager at Guangzhou Aishidai Advertising Co., Ltd.\* (廣州市艾時代廣告有限公司), where his duties were developing and implementing efficient sales network and maintaining customer relationships. From August 2007 to January 2008, he served as the planning manager at Ego Information Technology Group Co., Ltd.\* (廣州頤高信息科技集團有限公司), where he was responsible for the planning, organisation and implementation of marketing activities, product development, analysing sales and market development.

Mr. Liu obtained his diploma in chain management from Guangzhou Jinrong Specialist College\* (廣州金融專修學院), PRC in July 2004.

Mr. Liu was a supervisor of the following company which was established in the PRC prior to its dissolution. The relevant details are as follows:

<b>Name of company</b>	<b>Nature of business before dissolution</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>
Guangzhou Xiangshuo Trading Co., Ltd.* (廣州翔朔貿易有限公司)	Trading	19 April 2013	Deregistered

Mr. Liu confirmed that the above-mentioned company had remained solvent and had no outstanding liabilities on or before its dissolution, and has not been involved in any material non-compliant incidents, claims, litigations or legal proceedings and there were no claims against himself in relation to the dissolution of the above-mentioned company.

Mr. Liu has entered into a service contract with the Company for an initial term of three years commencing on the Listing Date, which has no fixed term and can be terminated by either party giving not less than three months' notice in writing to the other party. Pursuant to the service contract, Mr. Liu is entitled to a basic salary of RMB120,000 per annum and a discretionary bonus based on his individual performance and the Company's profitability which requires approval by the Board. The salary of Mr. Liu after each financial year is subject to adjustment as determined by the Remuneration Committee and approved by a majority of the members of the Board (excluding our Director whose salary is under review) with reference to his qualifications, responsibilities, experience and positions held with the Company.

## INED

**Mr. Tian Tao (田濤)**

Mr. Tian Tao, aged 63, was appointed as an INED on 11 December 2019. He is responsible for supervising the Group's compliance, corporate governance matters and providing independent judgment and advice to the Group. Mr. Tian is also a member of each of the Audit Committee and the Remuneration Committee.

From February 1999 to November 2015, Mr. Tian was the vice general manager of CVSCTNS Research Co Ltd (央視市場研究股份有限公司). From November 2015 to June 2017, he was the president of Zhongguang Xincheng Information Technology Co., Ltd.\* (中廣信誠信息科技股份有限公司). From July 2017 to August 2018, he was the president of the Beijing office of Nielsen-CCData Media Research Services Co., Ltd.\* (尼爾森網聯媒介數據服務有限公司北京分公司). Since September 2018, he has been serving as the president of Zhongguang Rongxin Media Consulting (Beijing) Co., Ltd.\* (中廣融信媒介諮詢(北京)有限公司).

Mr. Tian was a director of the following company which was established in the PRC prior to its dissolution. The relevant details are as follows:

<b>Name of company</b>	<b>Nature of business before dissolution</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>
Shanghai Zhongpeng Information Technology Co., Ltd.* (上海鐘鵬信息科技有限公司)	Technology development and consultation	27 February 2018	Deregistered

Mr. Tian confirmed that the above-mentioned company had remained solvent and had no outstanding liabilities on or before its dissolution, and has not been involved in any material non-compliant incidents, claims, litigations or legal proceedings and there were no claims against himself in relation to the dissolution of above-mentioned company.

Mr. Tian entered into a letter of appointment with the Company on 11 December 2019 for an initial term of one year commencing on the Listing Date which was renewed with a term of three years, expiring on 13 January 2024. Pursuant to the renewed letter of appointment, Mr. Tian is entitled to a remuneration fee of RMB180,000 per annum, which was determined by the Board with reference to his qualifications, responsibilities, experience and positions held with the Company.

Save as disclosed above, each of the Retiring Directors confirms with respect to her/him that as at the Latest Practicable Date: she/he (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO which are or have been listed on any securities market in Hong Kong or overseas in the past three years.



*This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the 2021 AGM for approving the Repurchase Mandate.*

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their fully-paid shares on GEM subject to certain restrictions, the most important of which are summarized below:

### **1. SHAREHOLDERS' APPROVAL**

All proposed share repurchase on the Stock Exchange by a company with its primary listing on the GEM must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval.

### **2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 180,000,000 issued Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and up to the date of the 2021 AGM of passing such resolution, the Directors will be authorized to repurchase up to a maximum of 18,000,000 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of Hong Kong; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

### **4. REASONS FOR REPURCHASE**

The Directors presently have no intention to repurchase any Shares but consider the Repurchase Mandate to be in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

## 5. FUNDING OF REPURCHASE

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

## 6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full would have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2020, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

## 7. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Traded Price Per Share (HK\$)	
	Highest	Lowest
<b>2020</b>		
April	0.75	0.61
May	1.28	0.63
June	1.09	0.81
July	1.06	0.88
August	1.85	0.98
September	1.80	1.33
October	1.90	1.30
November	2.63	1.66
December	2.75	1.01
<b>2021</b>		
January	6.48	0.84
February	0.88	0.68
March (up to and including the Latest Practicable Date)	0.88	0.70

*Source: the Stock Exchange*

## 8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the 2021 AGM.

## 9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands and Hong Kong.

## 10. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Chow, the chairman of the Board and an executive Director, was the controlling shareholder of the Company, holding 87,750,000 Shares or 48.75% of the issued Shares, through Shining Icon (BVI) Limited and Sense One Limited. Based on such shareholdings and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date, in the event that the Directors will exercise in full the Repurchase Mandate if so approved at the 2021 AGM, the interests in the Company of Mr. Chow would be increased to approximately 54.17% of the issued Shares and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would give rise to such obligation under the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falls below 25% of the total number of Shares in issue.

## 11. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

# 天泓文创

Icon Culture Global Co.Ltd

## Icon Culture Global Company Limited

天泓文創國際集團有限公司

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

**(Stock Code: 8500)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the shareholders of Icon Culture Global Company Limited (the “**Company**” and the “**2021 AGM**”, respectively) will be held at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, China on Friday, 28 May 2021 at 10:00 a.m. following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2020 and the respective reports of the Company’s directors (the “**Director(s)**”) and independent auditor (the “**Independent Auditor**”).
2. (i) To re-elect Ms. Liang Wei as an executive Director;  
(ii) To re-elect Mr. Liu Biao as an executive Director; and  
(iii) To re-elect Mr. Tian Tao as an independent non-executive Director.
3. To authorise the board of Directors of the Company to fix the remuneration of the Directors for the year ending 31 December 2021 (the “**FY2021**”).
4. To re-appoint KPMG as the Independent Auditor of the Company’s financial statements for FY2021 and authorize the board of Directors of the Company to fix its remuneration.
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options or securities for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above of this resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any other applicable laws or regulations; or
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws or the requirements of any recognized regulatory body or any stock exchange in any territory, outside Hong Kong).”

## NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code of Share Buy-backs administered by the Commission be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company or any other applicable laws or regulations; or
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the authority granted to the directors of the Company pursuant to resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares of the Company (the “**Shares**”) repurchased pursuant to the authority granted pursuant to resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution.”

Yours faithfully,  
For and on behalf of the Board  
**Icon Culture Global Company Limited**  
**Chow Eric Tse To**  
*Chairman and Executive Director*

Hong Kong, 24 March 2021

*Registered office:*

Ogier Global (Cayman) Limited  
89 Nexus Way  
Camana Bay  
Grand Cayman, KY1-9009  
Cayman Islands

*Principal place of business in the PRC*

29/F., Kingold Century, No. 62 Jinsui Road  
Zhujiang New Town, Tianhe District, Guangzhou City  
Guangdong Province, China

*Principal place of business in Hong Kong*

31/F., 148 Electric Road  
North Point, Hong Kong

*Notes:*

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the 2021 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the articles of association of the Company. A proxy need not be a Member but must be present in person at the 2021 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.

## NOTICE OF ANNUAL GENERAL MEETING

2. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company's branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2021 AGM or its adjourned meeting (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the 2021 AGM or its adjourned meeting should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement of the Shareholders to attend and vote at the 2021 AGM, the register of Members will be closed from Tuesday, 25 May 2021 to Friday, 28 May 2021 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2021 AGM, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 May 2021.
4. In relation to the proposed Resolution numbered 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that KPMG be re-appointed as the Independent Auditor.
5. In relation to the proposed Resolution numbered 5 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorize the allotment and issue of additional Shares under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"). The Directors have no immediate plans to issue any new Shares.
6. In relation to the proposed Resolution numbered 6 above, the Directors wish to state that currently, they have no intention to repurchase any Shares and will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote for or against the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Company's circular dated 24 March 2021 (the "**Circular**").
7. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll except where the chairman of the 2021 AGM (the "**Chairman**"), in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
8.
  - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the 2021 AGM, the 2021 AGM will be postponed and Members will be informed of the date, time and venue of the postponed 2021 AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
  - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time appointed for holding the 2021 AGM and where conditions permit, the 2021 AGM will be held as scheduled.
  - (c) The 2021 AGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.
  - (d) After considering their own situations, Members should decide on their own whether or not they would attend the 2021 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.



## NOTICE OF ANNUAL GENERAL MEETING

### PRECAUTIONARY MEASURES FOR THE 2021 AGM

The holding of the 2021 AGM in order to comply with the GEM Listing Rules and the Articles of Association could potentially create a significant risk in terms of the spread of the COVID-19 pandemic because of large crowds coming together.

The venue of 2021 AGM is located in Guangzhou, Guangdong Province, the PRC. Shareholders attending the 2021 AGM shall pay early attention to and comply with the relevant regulations and requirements regarding health report, quarantine and observation during the COVID-19 epidemic prevention and control period in Guangzhou. The Company will strictly comply with the requirements regarding the COVID-19 epidemic prevention and control stipulated by government departments, and take relevant prevention and control measures including monitoring the temperatures of Shareholders attending the 2021 AGM under the guidance and supervision of relevant government departments.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the 2021 AGM, the Company wishes to remind the Shareholders and their proxies as follows:

#### **No attendance**

Those individual Shareholders who have any symptoms of an upper respiratory system disease or are under any quarantine requirements are advised not to attend the 2021 AGM in person.

#### **Not later than 48 hours before the time of the 2021 AGM**

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the 2021 AGM by appointing the Chairman as their proxy instead of attending the 2021 AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2021 AGM or any adjournment thereof should they subsequently so wish. Shareholders may appoint the Chairman to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with the Circular with the Company's branch share registrar in Hong Kong, whose address is stated below:

Boardroom Share Registrars (HK) Limited  
2103B, 21/F.  
148 Electric Road  
North Point, Hong Kong

- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the notice by post to Winnie Tung Wing Yee, company secretary of the Company at Boardroom Corporate Services (HK) Limited, 31/F, 148 Electric Road, North Point, Hong Kong and by email to [igc@iconspace.com](mailto:igc@iconspace.com). If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairman or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

#### **At the venue of the Meeting**

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.1 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the 2021 AGM venue and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear face-masks throughout the 2021 AGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the 2021 AGM venue. Please note that no masks will be provided at the 2021 AGM venue and attendees should bring and wear their own masks.
- (iv) No drinks, refreshments or souvenirs will be provided.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the 2021 AGM venue at the absolute discretion of the Company as permitted by law.