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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)

**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 2023 AGM to be held at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, the PRC on Friday, 12 May 2023 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use in connection with the 2023 AGM is enclosed with this circular. If you are not able to attend the 2023 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 and signed 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 and in any event, not later than 48 hours before the time appointed for holding the 2023 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 2023 AGM or its adjournment should you so wish. If you attend and vote in person at the 2023 AGM, the authority of your proxy will be revoked.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk 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.

29 March 2023

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:

“2023 AGM”	the AGM to be held at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, the PRC on Friday, 12 May 2023 at 11:00 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
“BVI”	the British Virgin Islands
“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
“Director(s)”	the director(s) of the Company
“Focus Wonder”	Focus Wonder Limited, a company incorporated under the laws of the BVI with limited liability on 16 April 2019, which is wholly owned by Ms. Cai Xiaoshan, one of our substantial shareholders
“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 dollars, the lawful currency of Hong Kong

DEFINITIONS

“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
“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 2023 AGM to the Directors to allot, issue and deal with the 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”	28 March 2023, 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
“Master Connection”	Master Connection Limited, a company incorporated under the laws of the British Virgin Islands with limited liability on 16 April 2019, which is wholly owned by Mr. Lau Tung Hei Derek, one of our Shareholders
“Mr. Chow”	Mr. Chow Eric Tse To (周子濤), one of the controlling shareholders of the Company, the Chairman and an executive Director
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2023 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
“Sense One”	Sense One Limited, a company incorporated under the laws of the BVI with limited liability on 17 April 2019, which is wholly owned by Mr. Chow, one of the controlling shareholders of the Company
“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
“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)
“Shining Icon”	Shining Icon (BVI) Limited, a company incorporated under the laws of the BVI with limited liability on 16 April 2019, which is wholly owned by Mr. Chow, one of the controlling shareholders of the Company
“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 2022
“%”	per cent

* *For identification purposes only*

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 and
compliance 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, the PRC

*Principal place of business in
Hong Kong:*

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

29 March 2023

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 2023 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 2023 AGM and to provide you with the information regarding the above resolutions to be proposed at the 2023 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 dated 12 May 2022 will lapse at the conclusion of the 2023 AGM, an ordinary resolution will be proposed at the 2023 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 2023 AGM, the Directors will be authorised 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 2023 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 and the GEM Listing Rules; 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 dated 12 May 2022 will lapse at the conclusion of the 2023 AGM, an ordinary resolution will be proposed at the 2023 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 2023 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 and the GEM Listing Rules; 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 2023 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 and the GEM Listing Rules; 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; and three INEDs, namely Mr. Lee Siu Hang Foster, Ms. Tam Hon Shan Celia (“**Ms. Tam**”) and Mr. Tian Tao.

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, Mr. Chow, Ms. Tam and Ms. Liang (the “**Retiring Director(s)**”) shall retire at the 2023 AGM and, being eligible, will offer themselves for re-election at the 2023 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 Ms. Tam 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 Ms. Tam’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 2023 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 2023 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 2023 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

2023 AGM

The Company will convene the 2023 AGM at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, the PRC on Friday, 12 May 2023 at 11:00 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 and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include

LETTER FROM THE BOARD

Shares repurchased under the Repurchase Mandate, and (iii) the re-election of the Retiring Directors. The notice convening the 2023 AGM is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use in connection with the 2023 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.iconspace.com). If you are not able or do not intend to attend the 2023 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 and signed 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 2023 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 2023 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2023 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 2023 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 2023 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 2023 AGM as set out in the notice of the 2023 AGM on pages AGM-1 to AGM-5 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 2023 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

Mr. Chow Eric Tse To (周子濤)

Mr. Chow Eric Tse To, aged 41, is an executive Director, founder and chairman of the Board (the “Chairman”). He joined the Group in June 2009 and is mainly responsible for the overall strategic planning and business direction of the Group. He was appointed as a Director on 24 April 2019 and re-designated as an executive Director and Chairman on 31 May 2019. He is currently a director of Icon Media.

Mr. Chow has over 16 years of experience in the media industry. From July 2006 to May 2009, he served as the executive director of Australian New Express Daily* (澳洲新快報), where he was responsible for formulation and implementation of operational and investment plans of the company. In January 2010, he joined KINGOLD Group Co., Ltd.* (僑鑫集團有限公司) (“KINGOLD”), which was a majority-controlled company (within the meaning of the GEM Listing Rules) of Mr. Chau Chak Wing (周澤榮) (“Mr. Chau”), father of Mr. Chow, and he served as the vice president of the real estate department where he fully participated in planning, design and management. In May 2014, Mr. Chow was promoted to director and chief executive officer of KINGOLD, where he was responsible for the overall strategic planning, business direction and management of the operations of KINGOLD. With effect from 17 February 2023, Mr. Chow was appointed as a director of Guangdong Huaxing Bank Co., Ltd..

Mr. Chow obtained his bachelor’s degree of design in interior and spatial design from the University of Technology Sydney, Australia in March 2011.

Mr. Chow is a controlling Shareholder, as well as a director and the sole shareholder of Shining Icon and Sense One, both of which are the controlling Shareholders. As at the Latest Practicable Date, Shining Icon and Sense One were beneficially interested in 69,660,000 Shares and 18,090,000 Shares, representing 38.70% and 10.05% respectively of the total number of issued Shares. Both Shining Icon and Sense One are wholly owned by Mr. Chow. Under the SFO, Mr. Chow is deemed to be interested in 87,750,000 Shares held by Shining Icon and Sense One.

* For identification purposes only

Mr. Chow was a director and/or legal representative of the following companies prior to their dissolutions. The relevant details are as follows:

Name of company	Place of incorporation	Nature of business before dissolution	Position	Date of dissolution	Means of dissolution
Guangzhou Kingold Intelligence System Integration Co., Ltd.* (廣東僑鑫智能系統集成有限公司)	PRC	Intelligent system integration for construction	Director and legal representative	4 June 2014	Deregistered
Guangzhou Huali Decoration Co., Ltd.* (廣州華麗裝飾工程有限公司)	PRC	Indoor decoration and design	Legal representative	2 November 2018	Deregistered
Icon Media Asia Pacific Pty Ltd	Australia	No operation	Director	8 December 2013	Deregistered
Rare Vintage Group Pty Limited	Australia	Wine	Director	27 July 2011	Deregistered
Feature Image Entertainment Pty Ltd	Australia	Entertainment	Director	22 April 2005	Deregistered

Mr. Chow confirmed that the above-mentioned companies had remained solvent and had no outstanding liabilities on or before their dissolutions, and have 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 dissolutions of the above-mentioned companies.

Mr. Chow has entered into a service contract with the Company, 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. Chow is entitled to a director's fee 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. Chow 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 the Director whose salary is under review) with reference to his qualifications, responsibilities, experience and positions held with the Company.

* For identification purposes only

Ms. Liang Wei (梁薇)

Ms. Liang Wei, aged 51, is an executive Director, chief executive officer and the 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 23 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) and 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.

* For identification purposes only

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 (北京華璟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, 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 director's fee 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 the Director whose salary is under review) with reference to her qualifications, responsibilities, experience and positions held with the Company.

* For identification purposes only

INED

Ms. Tam Hon Shan Celia (譚漢珊)

Ms. Tam Hon Shan Celia, aged 50, was appointed as an independent non-executive Director on 11 December 2019. She is responsible for supervising the Group's compliance, corporate governance matters and providing independent judgment and advice to the Group. Ms. Tam is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

Ms. Tam has nearly 28 years of experience in the accounting and finance field. From August 1994 to October 1997, she was an accountant at DraftWorldwide Ltd, where she was responsible for managing financial matters. From October 1997 to May 1999, she also worked as an accountant at Baker Norton Asia Ltd, where she was mainly responsible for financial matters. From June 1999 to November 2000, she was a senior accountant at World Pioneer Ltd, where she was responsible for setting up the accounting system and managing the accounting functions including preparation of financial forecasts and management reports, and performing analysis. From November 2000 to March 2001, she was the financial accountant and subsequently from March 2001 to October 2003, she served as the finance and administration manager at Infoserve Technology Hong Kong Ltd, where she was responsible for the management of finance, administration and human resources matters. From August 2004 to March 2007, she was the finance manager and subsequently the group finance manager at Heal Force Development Limited, where she was responsible for compliance and management of the group finance department. From April 2007 to September 2013, she was the head of compliance and corporate affairs of NetDragon Websoft (Hong Kong) Limited and the company secretary and authorised representative of NetDragon Websoft Holdings Limited (previously known as NetDragon Websoft Inc.), a company listed on the Main Board of the Stock Exchange (stock code: 0777). From October 2013 to February 2014, she was the vice president of management centre of 91 Wireless Websoft Limited, a wholly-owned subsidiary of Baidu Inc., a company listed on NASDAQ (NASDAQ ticker: BIDU), where she was responsible for supervising and managing the finance, legal, human resources, internal control, government relationship and administration departments. From September 2014 to March 2018, she was an independent non-executive director and chairlady of the audit committee and member of the nomination committee of Zhejiang Tengy Environmental Technology Co., Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 1527). On 8 November 2022, Ms. Tam was appointed as an independent non-executive Director of Meihao Medical Group Co., Ltd (stock code: 1947), a company listed on the Main Board of the Stock Exchange. Ms. Tam is a member of The Hong Kong Institute of Certified Public Accountants since April 2002 and a fellow of The Association of Chartered Certified Accountants since November 2006. Ms. Tam obtained a bachelor's degree in business accounting from University of Lincolnshire and Humberside, United Kingdom in April 2000, and a master's degree in educational counselling from The Education University of Hong Kong in November 2018.

Ms. Tam 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, Ms. Tam is entitled to a director's fee of RMB180,000 per annum, which was determined by the Board with reference to her 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.

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 2023 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 summarised 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. 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 2023 AGM of passing such resolution, the Directors will be authorised 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 the Cayman Islands and GEM Listing Rules; 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.

3. 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.

4. FUNDING OF REPURCHASE

In repurchasing securities, the 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.

5. 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 2022, 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.

6. 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	
	Highest (HK\$)	Lowest (HK\$)
2022		
March	0.770	0.480
April	0.700	0.455
May	0.490	0.365
June	0.500	0.365
July	0.410	0.320
August	0.360	0.305
September	0.415	0.290
October	0.305	0.295
November	0.295	0.260
December	0.270	0.230
2023		
January	0.250	0.230
February	0.230	0.211
March (up to and including the Latest Practicable Date)	0.600	0.215

Source: the Stock Exchange

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

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 2023 AGM.

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 at the 2023 AGM.

8. 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.

9. 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 and Sense One. 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 2023 AGM, the interests in the Company of Mr. Chow would be increased to approximately 54.17% of the issued Shares and such increase would 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.

10. 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.

NOTICE OF ANNUAL GENERAL MEETING

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)

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 “**2023 AGM**”, respectively) will be held at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, the PRC on Friday, 12 May 2023 at 11:00 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 2022 (the “**Year**”) and the respective reports of the Company’s directors (the “**Director(s)**”) and independent auditor (the “**Independent Auditor**”).
2. (i) To re-elect Mr. Chow Eric Tse To as an executive Director;
(ii) To re-elect Ms. Liang Wei as an executive Director; and
(iii) To re-elect Ms. Tam Hon Shan Celia as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2023 (the “**FY2023**”).
4. To re-appoint KPMG as the Independent Auditor of the Company’s financial statements for FY2023 and authorise the Board 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 the 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 authorisation given to the Directors and shall authorise 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 recognised 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 recognised 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, 29 March 2023

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, the PRC

Principal place of business in Hong Kong:

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the 2023 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 2023 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.
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 and transfer office in Hong Kong, 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 2023 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 2023 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 2023 AGM, the register of Members will be closed from Tuesday, 9 May, 2023 to Friday, 12 May 2023 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2023 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, 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, 8 May 2023.
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 authorise 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 29 March 2023 (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 2023 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.