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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)

**ANNOUNCEMENT PURSUANT TO
RULE 3.7 OF THE TAKEOVERS CODE
AND
END OF OFFER PERIOD**

This announcement is made by Icon Culture Global Company Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

References are made to the announcements of the Company dated 16 November 2023 and 22 November 2023 (collectively, the “**Announcements**”) respectively, in relation to the Potential Disposal. Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Announcements.

**TERMINATION OF NEGOTIATION IN RESPECT OF THE POTENTIAL DISPOSAL
WITH A POTENTIAL BUYER AND END OF OFFER PERIOD**

The Board has been informed by the Controlling Shareholder that the negotiation between the Controlling Shareholder and the Potential Buyer regarding the Potential Disposal has terminated, and no formal or legally binding agreement in respect of the Potential Disposal has been entered into between the Controlling Shareholder and the Potential Buyer up to and including the date of this announcement. As such, the Potential Disposal of Shares to the Potential Buyer will not proceed further.

For the purpose of the Takeovers Code, the offer period is closed on the date of this announcement.

Pursuant to Rule 31.1(b) of the Takeovers Code, except with the consent of the Executive Director of the Corporate Finance Division of the Securities and Futures Commission, neither the Potential Buyer nor any person who acted in concert with the Potential Buyer in the course of the Potential Disposal, nor any person who is subsequently acting in concert with the Potential Buyer, may within 6 months from the date of this announcement either (i) announce an offer or possible offer for the Company, or (ii) acquire any voting rights of the Company if the Potential Buyer or persons acting in concert with the Potential Buyer would thereby become obliged under Rule 26 of the Takeovers Code to make an offer for the Company.

NEGOTIATION WITH ANOTHER POTENTIAL BUYER

The Board has been informed by the Controlling Shareholder that the Controlling Shareholder is in negotiation with another potential buyer (the “**Current Potential Buyer**”) regarding potential disposal of certain shareholding interest in the Company by the Controlling Shareholder to the Current Potential Buyer (the “**Current Potential Transaction**”) to the extent that no mandatory general offer obligation under Rule 26.1 of the Takeovers Code will be triggered as a result of the Current Potential Transaction.

For the purpose of the Takeovers Code, there will be no commencement of offer period as a result of the Current Potential Transaction.

Pursuant to Rule 31.1(c) of the Takeovers Code, except with the consent of the Executive Director of the Corporate Finance Division of the Securities and Futures Commission, neither the Current Potential Buyer nor any person who acted in concert with the Current Potential Buyer in the course of the Current Potential Transaction, nor any person who is subsequently acting in concert with the Current Potential Buyer, may within 6 months from the date of this announcement either (i) announce an offer or possible offer for the Company, or (ii) acquire any voting rights of the Company if the Current Potential Buyer or persons acting in concert with the Current Potential Buyer would thereby become obliged under Rule 26 of the Takeovers Code to make an offer for the Company.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.

By order of the Board
Icon Culture Global Company Limited
Chow Eric Tse To
Chairman and Executive Director

Hong Kong, 6 December 2023

As at the date of this announcement, the executive Directors are Mr. Chow Eric Tse To (Chairman), Ms. Cai Xiaoshan, Mr. Lau Tung Hei Derek, Ms. Liang Wei (Chief Executive Officer and Compliance Officer) and Mr. Liu Biao; and the independent non-executive Directors are Mr. Lee Siu Hang Foster, Ms. Tam Hon Shan Celia and Mr. Tian Tao.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkexnews.hk for at least 7 days from the date of its publication. This announcement will also be published and will remain on the website of the Company at www.iconspace.com.