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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)**

**SUPPLEMENTAL PLACING AGREEMENT  
IN RELATION TO THE PLACING OF NEW SHARES UNDER  
GENERAL MANDATE**

**Placing Agents**

**Cheong Lee**  
昌利證券

**Cheong Lee Securities Limited**

**Ruisen Port Securities Limited**

Reference is made to the announcement of Icon Culture Global Company Limited (the “**Company**”) dated 31 January 2024 (the “**Announcement**”) in respect of the placing of new shares of the Company. Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

**SUPPLEMENTAL PLACING AGREEMENT**

On 23 February 2024 (after trading hours), the Company and the Placing Agents entered into a supplemental placing agreement (the “**Supplemental Placing Agreement**”), pursuant to which the following amendments have been made to the Placing Agreement:

**1. Change of the Placing Price**

The definition of the “Placing Price” in the Placing Agreement has been amended from HK\$0.471 per Placing Share to HK\$0.488 per Placing Share (the “**New Placing Price**”) under the Supplemental Placing Agreement.

## *New Placing Price*

The New Placing Price of HK\$0.488 represents:

- i. a discount of approximately 18.67% to the closing price of HK\$0.60 per Share as quoted on the Stock Exchange on 23 February 2024, being the date of the Supplemental Placing Agreement; and
- ii. a discount of approximately 19.74% to the average closing price of HK\$0.608 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Supplemental Placing Agreement.

The New Placing Price was determined after arm's length negotiations between the Company and the Placing Agents with reference to the prevailing market price of the Shares on the Stock Exchange. The Directors consider that the New Placing Price is fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

Based on the New Placing Price, the maximum net proceeds from the Placing (after deducting the commission payable to the Placing Agents, professional fee and other related costs and expenses incurred in the Placing) will be approximately HK\$17.27 million, and the net price per Placing Share is approximately HK\$0.48. The net proceeds from the Placing will be used as working capital for the Group's operating business.

## **2. Change of the Long Stop Date for the Placing Agreement**

As additional time is required for fulfilment of the conditions under the Placing Agreement, the Long Stop Date contemplated under the Placing Agreement has been extended from 23 February 2024 to 8 March 2024 (or such later date as may be agreed between the Placing Agent and the Company) under the Supplemental Placing Agreement.

## **EFFECTS OF THE AMENDMENTS UNDER THE SUPPLEMENTAL PLACING AGREEMENT**

Save and except for the aforesaid amendments of the Placing Price and the Long Stop Date under the Placing Agreement, all other terms of the Placing Agreement shall remain unchanged and the Placing Agreement (as supplemented by the Supplemental Placing Agreement) shall remain in full force and effect. Accordingly, save and except for the changes made to the arrangement in connection with the Placing stipulated in this announcement, there are no further changes to the Placing.

## GENERAL

The Placing is not subject to Shareholders' approval as the Placing Shares will be issued under the existing General Mandate.

Pursuant to the termination provision in the Placing Agreement, the Placing Agents have the right in certain circumstances, in the opinion of the Placing Agents, to terminate the Placing Agreement prior to the conditions precedent in the Placing Agreement being fulfilled. Shareholders and potential investors should note that the Placing is also subject to the satisfaction of the conditions precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 23 February 2024

*As at the date of this announcement, the executive Directors are Mr. Chow Eric Tse To (Chairman), Ms. Liang Wei (Chief Executive Officer and Compliance Officer), Mr. Liu Biao and Mr. Yao Tong; and the independent non-executive Directors are Ms. Tam Hon Shan Celia, Mr. Tian Tao and Mr. Liu Lihan.*

*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](http://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](http://www.iconspace.com).*