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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 3 JULY 2024

Reference is made to the circular of Icon Culture Global Company Limited (the “**Company**”) dated 17 June 2024 in relation to the proposed rights issue (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM**”) of the Company dated 17 June 2024 (the “**Notice of EGM**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolution (the “**Ordinary Resolution**”) as set out in the Notice of EGM was duly passed by way of poll by the Shareholders at the EGM held on 3 July 2024. Details of the poll results in respect of the Ordinary Resolution proposed at the EGM are as follows:

Ordinary Resolution	Number of Votes (%)	
	For	Against
To approve the Rights Issue and transactions contemplated thereunder, and to authorize any director of the Company to do all things necessary for implementation of the aforesaid.	90,082,000 (100%)	0 (0%)

Note: Please refer to the Notice of EGM for full text of the Ordinary Resolution.

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as an ordinary resolution of the Company at the EGM.

As at the date of the EGM, the total number of issued shares of the Company was 216,000,000 Shares. In accordance with Rule 10.29(1) of the GEM Listing Rules, as the Rights Issue will increase the total number of issued Shares by more than 50%, the Rights Issue is conditional upon the Independent Shareholders' approval at the EGM, and any controlling Shareholder(s) (as defined under the GEM Listing Rules) and their respective associates, or where there is no controlling Shareholder, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) in relation to the Rights Issue at the EGM.

As at the date of the EGM, the Company had no controlling Shareholder. As at the date of the EGM, Mr. Chow Eric Tse To, being an executive Director and a substantial Shareholder, held 45,000,000 Shares indirectly through his shareholding in Shining Icon (BVI) Limited. Accordingly, Mr. Chow Eric Tse To and Shining Icon (BVI) Limited shall abstain from voting in favour of the Ordinary Resolution approving the Rights Issue at the EGM. As at the date of the EGM, save for Mr. Chow Eric Tse To and Shining Icon (BVI) Limited, none of the Directors or chief executives of the Company and their respective associate(s) had any interest in the Shares, thus no Shareholder (except as disclosed above) would abstain from voting in favour of the Ordinary Resolution approving the Rights Issue at the EGM.

Accordingly, at the EGM, there were 171,000,000 Shares entitling the Shareholders to attend and vote on the Ordinary Resolution.

Save as disclosed above, (i) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Ordinary Resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules, (ii) no Shareholders or their associates were required under the GEM Listing Rules to abstain from voting on the Ordinary Resolution at the EGM, and that (iii) there was no restriction on any Shareholders to cast votes on the Ordinary Resolution at the EGM. No party has stated their intention in the Circular to vote against or to abstain from voting on the Ordinary Resolution at the EGM.

Boardroom Share Registrars (HK) Limited, the Company's Hong Kong branch share registrar and transfer office, acted as the scrutineer for the vote-taking at the EGM. All Directors of the Company attended the EGM in person or by electronic means.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS FOR THE RIGHTS ISSUE

Pursuant to the expected timetable in the Circular, the last day of dealings in the Shares on a cum-rights basis will be on Thursday, 4 July 2024, and the Shares will be dealt with on an ex-rights basis from Friday, 5 July 2024.

DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Rights Issue in accordance with the expected timetable in the Circular. It is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders, and the Prospectus only will be despatched to the Excluded Shareholders (if any, for their information only), on Tuesday, 16 July 2024. Qualifying Shareholders are reminded that according to the expected timetable in the Circular, the Latest Time for Acceptance of and payment for the Rights Shares will be 4:00 p.m. on Tuesday, 30 July 2024.

WARNING

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Rights Issue” in the Circular. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. The Shares are expected to be dealt in on an ex-rights basis from Friday, 5 July 2024. Dealings in the Rights Shares in nil-paid form are expected to take place from Thursday, 18 July 2024 to Thursday, 25 July 2024 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

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

Hong Kong, 3 July 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.

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.