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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)

INSIDE INFORMATION DISPOSAL OF SHARES BY SHAREHOLDERS

This announcement is made by Icon Culture Global Company Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has been informed by Ms. Cai Xiaoshan (“**Ms. Cai**”) and Mr. Lau Tung Hei Derek (“**Mr. Lau**”), a substantial shareholder (as defined under the GEM Listing Rules) and an existing shareholder of the Company, respectively, that on 5 July 2024, they have entered into sale and purchase agreements (the “**Sale and Purchase Agreements**”), pursuant to which Ms. Cai and Mr. Lau have agreed to sell and Guo Tong International Holdings Limited (“**Guo Tong**”) agreed to purchase the entire interest in Focus Wonder Limited (“**Focus Wonder**”) and Master Connection Limited (“**Master Connection**”) off market at the consideration of HK\$18,900,000.00 and HK\$7,560,000.00, respectively (the “**Share Transfers**”).

Focus Wonder is wholly-owned by Ms. Cai, which is interested in a total of 33,750,000 ordinary shares in the Company, representing approximately 15.63% of the total issued share capital of the Company as at the date of this announcement. Master Connection is wholly-owned by Mr. Lau, which is interest in a total of 13,500,000 ordinary shares in the Company, representing approximately 6.25% of the total issued share capital of the Company as at the date of this announcement.

Completion of the Share Transfers shall take place within four business days upon the fulfilment (or waiver, as the case may be) of the conditions precedent under the Sale and Purchase Agreements. Upon completion of the Share Transfers, assuming there will be no change in the total number of issued shares of the Company between the date of this announcement and the completion of the Share Transfers, (i) Ms. Cai and Mr. Lau will cease to hold any direct or indirect interest in the Company; and (ii) Guo Tong will be interested in 47,250,000 ordinary shares in the Company, representing approximately 21.88% of the total issued share capital of the Company as at the date of this announcement and will become a substantial shareholder (as defined under the GEM Listing Rules) of the Company.

Guo Tong is an investment holding company, which is held as to 72% and 28% by 海南國平數位產業科技股份有限公司 (Hainan Guoping Digital Industry Technology Co., Ltd.*) and 深圳市前海國平資本管理有限公司 (Shenzhen Qianhai Guoping Capital Management Co., Ltd.*), respectively.

To the knowledge of the Company, Guo Tong and its ultimate beneficial owners are third parties independent of the Company and connected persons (as defined in the GEM Listing Rules) of the Company prior to the Share Transfers.

Shareholders of the Company and public investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 5 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.