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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)

INSIDE INFORMATION DISPOSAL OF SHARES BY THE CONTROLLING SHAREHOLDER

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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).

Reference is made to the announcement of Icon Culture Global Company Limited (the “**Company**”) dated 6 December 2023 (the “**Announcement**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as defined in the Announcement.

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has been informed by Mr. Chow Eric Tse To (“**Mr. Chow**”), the chairman, an executive Director and a controlling shareholder of the Company that on 22 December 2023, Shining Icon (BVI) Limited (“**Shining Icon**”) and Sense One Limited (“**Sense One**”) (collectively, the “**Sellers**”), which are wholly owned by Mr. Chow, entered into sale and purchase agreements (the “**Agreements**”) with Capital Realm Financial Holdings Group Limited (“**Capital Realm**”), pursuant to which the Sellers agreed to sell and Capital Realm (or its nominee) agreed to purchase a total of 42,750,000 shares of the Company (the “**Shares**”), representing approximately 23.75% of the total issued share capital of the Company as at the date of this announcement, at a consideration of HK\$0.68 per Share (the “**Disposals**”).

Completion of the Disposals shall take place within five business days from the date of the Agreements or such later date as may be agreed by the relevant Seller and Capital Realm.

To the knowledge of the Company, Capital Realm is a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, which together with its subsidiaries are principally engaged in investment for short to long-term capital appreciation purposes, and investment in listed and unlisted securities. Capital Realm is a company listed on the Main Board of the Stock Exchange (stock code: 204).

To the knowledge of the Company, Capital Realm 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 Disposals.

Immediately prior to the Disposals, Mr. Chow, through Sense One and Shining Icon, which are wholly owned by Mr. Chow, was interested in 87,750,000 Shares, representing approximately 48.75% of the issued share capital of the Company. Immediately after completion of the Disposals, assuming there will be no change in the total number of issued Shares between the date of this announcement and the completion of the Disposals, Mr. Chow, through Shining Icon, which is wholly owned by Mr. Chow, will be interested in 45,000,000 Shares, representing approximately 25% of the issued share capital of the Company, and will no longer be the controlling shareholder (as defined under the GEM Listing Rules) of the Company.

The Board does not expect that the Disposals will have any adverse effect on the business operations of the Group.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in securities of the Company.

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

Hong Kong, 22 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, 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.