

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)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please)
of (Address) _____

being the registered holder(s) of _____ (see Note 1) ordinary shares of HK\$0.01 each (the "Shares") in the capital of Icon Culture Global Company Limited (the "Company"), hereby appoint (Name) _____ of (Address) _____ or failing him/her (Name) _____ of (Address) _____

or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, the PRC on Thursday, 12 May 2022 at 11:00 a.m., and at its adjournment on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the under-mentioned resolutions:

	Ordinary Resolutions	For (see Note 3)	Against (see Note 3)
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 and the respective reports of the Company's directors (the "Director(s)") and independent auditor (the "Independent Auditor").		
2.	To re-elect the following Directors: i. Ms. Cai Xiaoshan as an executive Director; ii. Mr. Lau Tung Hei Derek as an executive Director; and iii. Mr. Lee Siu Hang Foster as an independent non-executive Director.		
3.	To authorise the board of Directors (the "Board") to fix the remuneration of the Directors for the year ending 31 December 2022 (the "FY2022").		
4.	To re-appoint KPMG as the Independent Auditor of the Company's financial statements for FY2022 and authorise the Board to fix its remuneration.		
5.	To grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with not more than 20% of Shares currently in issue.*		
6.	To grant a general and unconditional mandate to the Directors to repurchase not more than 10% of the Shares currently in issue.*		
7.	Conditional on the passing of resolutions no. 5 and 6 above, to extend the general mandate granted by resolution no. 5 by adding thereto the Shares repurchased pursuant to the general mandate granted by resolution no. 6.*		
	Special Resolution		
8.	To approve the proposed adoption of second amended and restated memorandum and articles of association of the Company.*		

* For the full text of the proposed resolutions, please refer to the notice convening the AGM (the "Notice") as contained in the Company's circular dated 29 March 2022.

Signature(s) _____ (see Notes 4 and 5) Dated this _____ day of _____, 2022

Notes:

- Please insert the number of Shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A member of the Company (the "Member" or "Shareholders") may appoint one (or, if he/she/it holds two or more Shares, more than one) proxy of his/her/its own choice. If such an appointment is made, please strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in the space provided. A proxy need not be a Member. If more than one proxy is appointed, the original form of proxy may be photocopied for use.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the Notice. However, the number of Shares abstained from voting will not be counted in the calculation of the required majority of voting.
- If the appointor is a corporation, this form of proxy must be executed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint Shareholders, the signature of any one Shareholder will be sufficient but the names of all the joint Shareholders should be stated.
- Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy must be completed, signed and deposited at the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, together with the power of attorney or any other authority under which it is signed (or a certified copy thereof), not later than 48 hours before the time for holding the AGM or its adjourned meeting. Completion and return of the form of proxy shall not preclude Members from subsequently attending and voting in person at the AGM (or its adjourned meeting) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialed by the person who signs it.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- A Member or his/her/its proxy should produce proof of identity when attending the AGM. If a corporate Member appoints its representative to attend the AGM, such representative should produce proof of identity and a copy of the resolution of the board or other governing body of that Member appointing such representative to attend the AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your supply of the Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to other third parties (other than the Hong Kong branch share registrar and transfer office of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.