
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Icicle Group Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of **Icicle Group Holdings Limited** collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to **Icicle Group Holdings Limited**. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular 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 circular misleading.



ICICLE

Icicle Group Holdings Limited 冰雪集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8429)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the Extraordinary General Meeting to be held at Flat B, 9/F, Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan, Hong Kong on Thursday, 16 June 2022 at 11:00 a.m. (or so soon thereafter as the annual general meeting of the Company convened for 10:00 a.m. on the same date shall have been concluded or adjourned) or any adjourned meeting hereof is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular. If you are not able to or do not intend to attend the Extraordinary General Meeting but wish to exercise your right as a shareholder, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof to the Company’s Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy shall not preclude you from attending and voting at the Extraordinary General Meeting or any adjourned meeting should you so desire. If you attend and vote at the Extraordinary General Meeting, the instrument appointing your proxy will be deemed to have been revoked.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 epidemic, the following precautionary measures will be implemented at the Extraordinary General Meeting of the Company:

- (1) Compulsory temperature screening/checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the Extraordinary General Meeting venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Extraordinary General Meeting by appointing the Chairperson/Chairman of the Extraordinary General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Extraordinary General Meeting in person.

This circular will remain on GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the Company’s website at www.iciclegroup.com

25 May 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	Icicle Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange (stock code: 8429)
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Flat B, 9/F., Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan, Hong Kong on Thursday, 16 June 2022 at 11:00 a.m. (or so soon thereafter as the annual general meeting of the Company convened for 10:00 a.m. on the same date shall have been concluded or adjourned) or any adjournment thereof, and held for the Shareholders to consider and approve the Proposed Change of Name
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended from time to time
“Proposed Change of Name”	the proposed change of English name of the Company from “Icicle Group Holdings Limited” to “SV Vision Limited” and adopt the Chinese name “華美樂樂有限公司” as its new dual foreign name to replace its existing Chinese name “冰雪集團控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.01 each of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US”	the United States of America

LETTER FROM THE BOARD



ICICLE

Icicle Group Holdings Limited

冰雪集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8429)

Executive Director:

Ms. Woo Chan Tak Chi Bonnie

(Chairperson and Chief Executive Officer)

Non-executive Director:

Mr. Chow Sai Yiu Evan

Independent non-executive Directors:

Mr. Ip Arnold Tin Chee

Mr. Hung Alan Hing Lun

Mr. Man Ka Ho Donald

Registered office:

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Headquarters and principal

place of business in Hong Kong:

Flat B, 9/F

Safety Godown Industrial Building

56 Ka Yip Street

Chai Wan

Hong Kong

25 May 2022

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Company's announcement dated 19 May 2022 in relation to, among others, the Proposed Change of Name. The purpose of this circular is to provide you with information on the Proposed Change of Name and the notice of Extraordinary General Meeting.

LETTER FROM THE BOARD

PROPOSED CHANGE OF NAME

The Board proposes to change the English name of the Company from “Icicle Group Holdings Limited” to “SV Vision Limited” and adopt the Chinese name “華美樂樂有限公司” as its new dual foreign name to replace its existing Chinese name “冰雪集團控股有限公司”, subject to the conditions of the Proposed Change of Name set out below being fulfilled.

REASONS FOR THE PROPOSED CHANGE OF NAME

In order to develop the Group’s business and to cope with the challenging market conditions, the Group is extending its marketing production business to encompass activities with digital capabilities that its clients will increasingly require. As such, during the slowdown in marketing production business through the pandemic, the Group has secured an opportunity to partner with a US-based media company that is active in the youth market segment. The partnership was officially launched in mid-2021 with its operation set up in mainland China, targeting to bridge the Chinese and US brands. This business has shown promising potential and the Group is seeing satisfactory developments in commercialisation based on the viewership and engagements to the content we produced. As this business develops, the Group is also seeking to establish and increase its local presence in the US, to cultivate industry relationships and capture growth opportunities in content production and beyond.

The Board considers the Proposed Change of Name will better reflect the future business plans and strategy of the Group. The Board also believes that new English and Chinese names of the Company will provide the Company with a fresh corporate image, which will benefit the Group in its future business development, and is in the best interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF NAME

The Proposed Change of Name is subject to:

- (i) the passing of a special resolution by the Shareholders at the Extraordinary General Meeting approving the Proposed Change of Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the above conditions, the Proposed Change of Name will become effective from the date of the issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands.

The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

EFFECTS OF THE PROPOSED CHANGE OF NAME

The Proposed Change of Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position. All existing certificates of securities in issue bearing the present name of the Company shall, upon the Proposed Change of Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities. Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Name becomes effective. Once the Proposed Change of Name becomes effective, new share certificates will be issued in the new name of the Company.

Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Name and details about the change of logo of the Company, the English and Chinese stock short names of the Company and the website address of the Company as and when appropriate.

NOTICE OF EXTRAORDINARY GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

Set out on pages EGM-1 to EGM-3 of this circular is the notice of the Extraordinary General Meeting containing, *inter alia*, the special resolution in relation to approving the Proposed Change of Name.

For determining eligibility to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Monday, 13 June 2022 to Thursday, 16 June 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfer of documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 10 June 2022.

FORM OF PROXY

A form of proxy is enclosed for use at the Extraordinary General Meeting. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at <http://www.iciclegroup.com>. Whether or not you are able to attend the Extraordinary General Meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a

LETTER FROM THE BOARD

Shareholder from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 17.47 of the GEM Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the Extraordinary General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairperson of the meeting will therefore demand a poll for every resolution put to the vote of the EGM pursuant to Article 72 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the Extraordinary General Meeting.

RECOMMENDATION

The Directors consider that the Proposed Change of Name is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolution to be proposed at the Extraordinary General Meeting to approve the Proposed Change of Name.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

Yours faithfully,
For and on behalf of the Board
Icicle Group Holdings Limited
Woo Chan Tak Chi Bonnie
Chairperson and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING



ICICLE

Icicle Group Holdings Limited

冰雪集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8429)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Icicle Group Holdings Limited (the “**Company**”) will be held at Flat B, 9/F, Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan, Hong Kong on Thursday, 16 June 2022 at 11:00 a.m. (or so soon thereafter as the annual general meeting of the Company convened for 10:00 a.m. on the same date shall have been concluded or adjourned) for the purposes of considering and, if thought fit, passing, with or without amendments, the following special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained by way of issue of a certificate of incorporation on change of name, the English name of the Company be changed from “Icicle Group Holdings Limited” to “SV Vision Limited” and the Chinese name “華美樂樂有限公司” be adopted as its new dual foreign name to replace its existing Chinese name “冰雪集團控股有限公司” with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the above proposed change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board
Icicle Group Holdings Limited
Woo Chan Tak Chi Bonnie
Chairperson and Chief Executive Officer

Hong Kong, 25 May 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Headquarters and principal

place of business in Hong Kong:
Flat B, 9/F
Safety Godown Industrial Building
56 Ka Yip Street
Chai Wan
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting or its adjournment meeting is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) or more proxies to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company but must be present in person at the Extraordinary General Meeting. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of the Company's Hong Kong share registrar and transfer, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting or the poll concerned if he/she/it so wishes and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For determining the entitlement of the shareholder of the Company to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Monday, 13 June 2022 to Thursday, 16 June 2022 (both dates inclusive), during which period no transfer of shares will be effected. To qualify for attending and voting at the Extraordinary General Meeting, non-registered shareholders of the Company must lodge all transfer documents, accompanied by the relevant share certificates with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 10 June 2022.
4. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto if more than one of such joint holders are present at the Extraordinary General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the name stands first in the register of shareholders of the Company in respect of the joint holding.
5. The resolution set out in this notice shall be decided by poll.
6. (a) Subject to paragraph (b) below, if a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is expected to be in force at any time between 8:00 a.m. and 11:00 a.m. on the date of the Extraordinary General Meeting, the Extraordinary General Meeting will be postponed and the shareholders of the Company will be informed of the date, time and venue of the postponed Extraordinary General Meeting by an announcement posted on the respective websites of the Company and the Stock Exchange.

(b) If a Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal is cancelled at or before three hours before the time fixed for holding the Extraordinary General Meeting and where conditions permit, the Extraordinary General Meeting will be held as scheduled.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) The Extraordinary General Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.
 - (d) After considering their own situations, the shareholders of the Company should decide on their own as to whether they would attend the Extraordinary General Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 epidemic, the following precautionary measures will be implemented at the Extraordinary General Meeting of the Company:

- (1) Compulsory temperature screening/checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the Extraordinary General Meeting venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Extraordinary General Meeting by appointing the Chairperson/Chairman of the Extraordinary General Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Extraordinary General Meeting in person.