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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)

**CONTINUING CONNECTED TRANSACTIONS
IN RESPECT OF**

- (i) NEW GUANGZHOU KINGOLD ADVERTISING SPACES
FRAMEWORK AGREEMENT;
(ii) NEW KINGOLD GROUP ADVERTISING SERVICES
FRAMEWORK AGREEMENT; AND
(iii) NEW STRATEGIC COOPERATIVE AGREEMENT**

**NEW GUANGZHOU KINGOLD ADVERTISING SPACES FRAMEWORK
AGREEMENT**

Reference is made to the prospectus of the Company dated 30 December 2019 in respect of the Guangzhou KINGOLD Advertising Spaces Framework Agreement. As the term of the Guangzhou KINGOLD Advertising Spaces Framework Agreement shall expire on 31 December 2022, the Company intends to renew such agreement on or before its expiry date. On 28 December 2022, the Company entered into the New Guangzhou KINGOLD Advertising Spaces Framework Agreement with Guangzhou KINGOLD to govern the terms and conditions of the transactions between the Group and Guangzhou KINGOLD in connection with the provision of the advertising spaces by Guangzhou KINGOLD to the Group for a term of three years from 1 January 2023 to 31 December 2025.

**NEW KINGOLD GROUP ADVERTISING SERVICES FRAMEWORK
AGREEMENT AND THE NEW STRATEGIC COOPERATIVE AGREEMENT**

Reference is made to the prospectus of the Company dated 30 December 2019 in respect of the KINGOLD Group Advertising Services Framework Agreement and the announcement of the Company dated 10 June 2022 in respect of the Strategic Cooperative Agreement.

As the term of each of (i) the KINGOLD Group Advertising Services Framework Agreement; and (ii) the Strategic Cooperative Agreement are due to expire by the end of December 2022, the Company intends to renew such agreements on or before their respective expiry dates.

New KINGOLD Group Advertising Services Framework Agreement

On 28 December 2022, the Company entered into the New KINGOLD Group Advertising Services Framework Agreement with KINGOLD Group (for itself and on behalf of its subsidiaries) to govern the terms and conditions of the transactions between the Group and KINGOLD Group and its subsidiaries in connection with the provision of the advertising services by the Group to KINGOLD Group and its subsidiaries for a term of three years from 1 January 2023 to 31 December 2025.

New Strategic Cooperative Agreement

On 28 December 2022, Guangzhou Icon Culture, an indirect wholly-owned subsidiary of the Company, entered into the New Strategic Cooperative Agreement with Tianhong Real Estate Group to govern the terms and conditions of the transactions between the Group and the Tianhong Real Estate Group in connection with the provision of the advertising services by the Group to the Tianhong Real Estate Group for a term of three years from 1 January 2023 to 31 December 2025.

GEM LISTING RULES IMPLICATIONS

Mr. Chow is the chairman, an executive Director and a controlling shareholder of the Company indirectly holding approximately 48.75% of the issued share capital of the Company.

As at the date of this announcement, Mr. Chow indirectly holds 100% equity interest in Tianhong Real Estate. Guangzhou Tianhuihui is held by Tianhong Real Estate and KINGOLD Group as to 70% and 30%, respectively. KINGOLD Group is ultimately owned as to 100% by Hong Kong Kingson Investment Limited, a company wholly owned by the parents of Mr. Chow. Guangzhou KINGOLD is effectively held as to approximately 70% by Hong Kong Kingson Investment Limited. Accordingly, Tianhong Real Estate, Guangzhou Tianhuihui, KINGOLD Group and Guangzhou KINGOLD are connected persons of the Company under the GEM Listing Rules. As such, the transactions contemplated under each of the New Guangzhou KINGOLD Advertising Spaces Framework Agreement, the New KINGOLD Group Advertising Services Framework Agreement, and the New Strategic Cooperative Agreement constitute continuing connected transactions of the Company.

As one of the applicable percentage ratios (other than the profit ratio) (as defined under the GEM Listing Rules) in respect of the annual cap of the transactions contemplated under the New Guangzhou KINGOLD Advertising Spaces Framework Agreement exceeds 5% but all of them are less than 25% and the annual cap is less than HK\$10,000,000, the transactions contemplated under the New Guangzhou KINGOLD Advertising Spaces Framework Agreement are subject to the reporting, annual review and announcement requirements, but exempt from the circular (including independent financial advice) and independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The transactions contemplated under each of (i) the New KINGOLD Group Advertising Services Framework Agreement; and (ii) the New Strategic Cooperative Agreement have been aggregated in that the nature of the transactions are similar and the counterparties to the aforementioned agreements are connected or otherwise associated with one another. As one or more of the applicable percentage ratios (other than the profit ratio) (as defined under the GEM Listing Rules) in respect of the annual caps of the transactions contemplated under (i) the New KINGOLD Group Advertising Services Framework Agreement; and (ii) the New Strategic Cooperative Agreement on an aggregate basis, exceed 5% but all of them are less than 25% and the aggregated annual caps are less than HK\$10,000,000, the transactions contemplated under (i) the New KINGOLD Group Advertising Services Framework Agreement; and (ii) the New Strategic Cooperative Agreement are subject to the reporting, annual review and announcement requirements, but exempt from the circular (including independent financial advice) and independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

NEW GUANGZHOU KINGOLD ADVERTISING SPACES FRAMEWORK AGREEMENT

Reference is made to the prospectus of the Company dated 30 December 2019 in respect of the Guangzhou KINGOLD Advertising Spaces Framework Agreement. As the term of the Guangzhou KINGOLD Advertising Spaces Framework Agreement shall expire on 31 December 2022, the Company intends to renew such agreement on or before its expiry date.

The Board is pleased to announce that on 28 December 2022, the Company entered into the New Guangzhou KINGOLD Advertising Spaces Framework Agreement with Guangzhou KINGOLD to govern the terms and conditions of the transactions between the Group and Guangzhou KINGOLD in connection with the provision of the advertising spaces by Guangzhou KINGOLD to the Group for a term of three years from 1 January 2023 to 31 December 2025.

Principal Terms

The principal terms of the New Guangzhou KINGOLD Advertising Spaces Framework Agreement are set out as follows:

Date:	28 December 2022
Parties:	(i) the Company; and (ii) Guangzhou KINGOLD
Term:	1 January 2023 to 31 December 2025

Scope of service: Pursuant to the New Guangzhou KINGOLD Advertising Spaces Framework Agreement, Guangzhou KINGOLD shall provide the Group with platforms and spaces such as shopping malls, commercial buildings, housing estates and golf club owned by KINGOLD Group and its subsidiaries for the Group to provide advertising services to the customers of the Group.

Pricing Policy: The fees payable by the Group in respect of the provision of the advertising spaces by Guangzhou KINGOLD under the New Guangzhou KINGOLD Advertising Spaces Framework Agreement will be negotiated on an arm's length basis between the Group and Guangzhou KINGOLD having regard to the scope, quantity, specifications and/or other conditions of the provision of advertising spaces to be provided on the basis of (a) the fees charged by Guangzhou KINGOLD for providing the same or similar advertising spaces to Independent Third Parties; or (b) the fees charged by any Independent Third Parties in the market providing the same or similar advertising spaces to other Independent Third Parties.

Annual Caps and the Basis of Annual Caps

The aggregate amount of fees payable by the Group to Guangzhou KINGOLD in respect of the provision of advertising spaces under the Guangzhou KINGOLD Advertising Spaces Framework Agreement for the two years ended 31 December 2021 and for the year ending 31 December 2022 amounted to and expected to be approximately RMB2.5 million, RMB2.4 million and not more than RMB2.5 million, respectively.

Having considered the historical fees charged by Guangzhou KINGOLD, the Company expects that the annual caps in relation to the transaction amount payable by the Group for the provision of the advertising spaces by Guangzhou KINGOLD under the New Guangzhou KINGOLD Advertising Spaces Framework Agreement for each of the years ending 31 December 2023, 2024 and 2025 will not exceed RMB4.0 million.

The proposed annual caps under the New Guangzhou KINGOLD Advertising Spaces Framework Agreement are determined by the parties with reference to the following:

- (i) historical transaction amounts for the provision of advertising spaces payable by the Group under the Guangzhou KINGOLD Advertising Spaces Framework Agreement;
- (ii) the scope, quantity, specifications and/or other conditions of service agreements that the Group expects to enter into with its existing customers; and
- (iii) the scope, quantity, specifications and/or other conditions of service agreements that the Group expects to enter into with its new customers.

NEW KINGOLD GROUP ADVERTISING SERVICES FRAMEWORK AGREEMENT

Reference is made to the prospectus of the Company dated 30 December 2019 in respect of the KINGOLD Group Advertising Services Framework Agreement. As the term of the KINGOLD Group Advertising Services Framework Agreement shall expire on 31 December 2022, the Company intends to renew such agreement on or before its expiry date.

The Board is pleased to announce that on 28 December 2022, the Company entered into the New KINGOLD Group Advertising Services Framework Agreement with KINGOLD Group (for itself and on behalf of its subsidiaries) to govern the terms and conditions of the transactions between the Group and KINGOLD Group and its subsidiaries in connection with the provision of the advertising services by the Group to KINGOLD Group and its subsidiaries for a term of three years from 1 January 2023 to 31 December 2025.

Principal Terms

The principal terms of the New KINGOLD Group Advertising Services Framework Agreement are set out as follows:

Date:	28 December 2022
Parties:	(i) the Company; and (ii) KINGOLD Group
Term:	1 January 2023 to 31 December 2025
Scope of service:	Pursuant to the New KINGOLD Group Advertising Services Framework Agreement, the Group shall provide KINGOLD Group and its subsidiaries with multimedia advertising services, including but not limited to media advertising services, advertising materials production services and event organization and planning services.
Pricing Policy:	The fees payable by KINGOLD Group and its subsidiaries in respect of the provision of the advertising services by the Group under the New KINGOLD Group Advertising Services Framework Agreement will be negotiated on an arm's length basis between the Group and KINGOLD Group and its subsidiaries having regard to the scope and nature, locations, the estimated costs of advertising resources to be incurred by the Group for the provision of the advertising services, and/or other conditions of the advertising services to be provided on the basis of (a) the fees charged by the Group for providing the same or similar services to Independent Third Parties; (b) the fees charged by any Independent Third Party in the market providing the same or similar services to other Independent Third Parties; or (c) the fees determined with reference to industry standards or market practices of the market of the same or similar services.

Annual Caps and the Basis of Annual Caps

The aggregate amount of fees payable by KINGOLD Group and its subsidiaries to the Group in respect of the provision of advertising services under the KINGOLD Group Advertising Services Framework Agreement for the two years ended 31 December 2021 and for the year ending 31 December 2022 amounted to and is expected to be approximately RMB1.4 million, RMB0.7 million and not more than RMB3.5 million, respectively.

Having considered the historical fees payable by KINGOLD Group and its subsidiaries, the Company expects that the annual caps in respect of the provision of the advertising services under the New KINGOLD Group Advertising Services Framework Agreement for each of the years ending 31 December 2023, 2024 and 2025 will not exceed RMB4.5 million.

The proposed annual caps under the New KINGOLD Group Advertising Services Framework Agreement are determined by the parties with reference to the following:

- (i) historical transaction amounts for the provision of advertising services charged by the Group under the KINGOLD Group Advertising Services Framework Agreement;
- (ii) expected demand by KINGOLD Group and its subsidiaries for the three years ending 31 December 2025; and
- (iii) the expected growth of the costs involved in the advertising business of the Group.

THE NEW STRATEGIC COOPERATIVE AGREEMENT

Reference is made to the announcement of the Company dated 10 June 2022. As the term of the Strategic Cooperative Agreement shall expire on 31 December 2022, the Company intends to renew such agreement on or before its expiry date.

The Board is pleased to announce that on 28 December 2022, Guangzhou Icon Culture, an indirect wholly-owned subsidiary of the Company, entered into the New Strategic Cooperative Agreement with the Tianhong Real Estate Group to govern the terms and conditions of the transactions between the Group and the Tianhong Real Estate Group in connection with the provision of the advertising services by the Group to the Tianhong Real Estate Group for a term of three years from 1 January 2023 to 31 December 2025.

Principal Terms

The principal terms of the New Strategic Cooperative Agreement are set out as follows:

- Date: 28 December 2022
- Parties: (i) Guangzhou Icon Culture, an indirect wholly-owned subsidiary of the Company; and
(ii) Tianhong Real Estate Group
- Term: From 1 January 2023 to 31 December 2025

Scope of service: Pursuant to the New Strategic Cooperative Agreement, Guangzhou Icon Culture shall provide the advertising services, including but not limited to, media advertising services, public relations, marketing campaigns and other services, to the Tianhong Real Estate Group.

Tianhong Real Estate Group may, from time to time, enter into separate individual agreement and quotation sheet with Guangzhou Icon Culture for the provision of specific services under the scope of the advertising services in accordance with the principal terms set out in the New Strategic Cooperative Agreement.

Payment Terms: Payment for the provision of the advertising services shall be settled by way of bank transfer or other means as agreed by the parties in accordance with the individual agreements and/or quotation sheets.

Pricing Policy: The fees payable by Tianhong Real Estate Group in respect of the provision of the advertising services by the Group under the New Strategic Cooperative Agreement will be negotiated on an arm's length basis between the Group and the Tianhong Real Estate Group having regard to the scope and nature, locations, the estimated costs of advertising resources to be incurred by the Group for the provision of the advertising services, and/or other conditions of the advertising services to be provided and determined based on (a) the fees charged by the Group for providing the same or similar services to Independent Third Parties; or (b) the fees determined with reference to industry standards or market practices of the market of the same or similar services. The Group will take reference from the average prices at which same or similar advertising services are provided by the Group to at least two Independent Third Parties.

Annual Caps and the Basis of Annual Caps

For the year ended 31 December 2021 and for the year ending 31 December 2022, the Group had provided and is expected to provide advertising services to the Tianhong Real Estate Group in an aggregate contract sum of approximately RMB260,000 and not more than RMB3.5 million, respectively.

Having considered the historical fees payable by Tianhong Real Estate Group, the Company expects that the annual caps in respect of the provision of the advertising services by the Group under the New Strategic Cooperative Agreement for each of the years ending 31 December 2023, 2024 and 2025 will not exceed RMB4.2 million.

The proposed annual caps of service fees under the New Strategic Cooperative Agreement are determined by the parties with reference to the following:

- (i) historical transaction amounts for the advertising services provided by the Group to the Tianhong Real Estate Group;
- (ii) expected demand for the advertising services by the Tianhong Real Estate Group for the three years ending 31 December 2025; and
- (iii) the expected growth of the costs involved in the advertising business of the Group.

INTERNAL CONTROL MEASURES

In order to ensure the pricing mechanism and terms of the CCT Agreements are fair and reasonable, and the transactions contemplated under the CCT Agreements are conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Shareholders as a whole, the Group has adopted the following internal control measures:

- (i) the Group will obtain and compare service fee references from the market for the provision of comparable advertising services and the procurement of advertising spaces;
- (ii) the Group's operation and finance departments will review and compare the average prices at which:
 - (a) same or similar advertising services are provided by the Group to at least two Independent Third Parties with the prices offered to the KINGOLD Group and its subsidiaries and Tianhong Real Estate Group so as to ensure that the price of the advertising services provided by the Group to the KINGOLD Group and its subsidiaries and the Tianhong Real Estate Group, are not lower than that provided to Independent Third Parties by the Group, respectively;
 - (b) the procurement of advertising spaces of same or similar advertising spaces provided by the Guangzhou KINGOLD to at least two Independent Third Parties with the prices offered by Guangzhou KINGOLD so as to ensure that the price of the procurement of advertising spaces from Guangzhou KINGOLD is not higher than that provided by Independent Third Parties to the Group;
- (iii) the finance department shall be responsible for monitoring the transactions under the CCT Agreements on a monthly basis to ensure such transactions are conducted in accordance with the terms of the respective CCT Agreements and the transaction amounts do not exceed the respective annual caps;
- (iv) the Group's independent auditor will conduct an annual review on the continuing connected transactions of the Group under the CCT Agreements pursuant to the GEM Listing Rules; and

- (v) the independent non-executive Directors will conduct an annual review on the continuing connected transactions and determine whether such transaction is entered into (1) in the ordinary and usual course of business of the Group; (2) on normal or better commercial terms; and (3) according to the relevant agreement in terms that are fair and reasonable and in the interests of the Shareholders as a whole.

REASONS FOR AND BENEFITS OF ENTERING INTO THE CCT AGREEMENTS

The transactions contemplated under the New Guangzhou KINGOLD Advertising Spaces Framework Agreement, the New Strategic Cooperative Agreement and the New KINGOLD Group Advertising Services Framework Agreement are part of or related to the principal business activities of the Company and are expected to either increase the revenue of the Company, and/or provide the Company with overall business synergy, which is beneficial to the Company for improving its business volume in the market and expanding its business.

Based on the historical trading records and years of business relationship with Guangzhou KINGOLD, the Directors believed that Guangzhou KINGOLD has been and will continue to provide the Group with stable and reliable sources of advertising platforms on a recurring basis, enabling the Group to provide its customers with available and satisfactory platforms and resources.

The Directors (excluding Mr. Chow who abstained from voting on the relevant resolutions but including the independent non-executive Directors) consider that the CCT Agreements and the transactions contemplated thereunder (including the annual caps of the transaction amount under the respective CCT Agreements) are on normal commercial terms and in the ordinary and usual course of business of the Group, are fair and reasonable and in the interests of the Company and its shareholders as a whole.

Mr. Chow has abstained from passing the relevant resolutions approving the CCT Agreements. Save as mentioned above, none of the Directors has any material interest in the CCT Agreements and therefore no other Director is required to abstain from voting on such resolutions.

GEM LISTING RULES IMPLICATIONS

Mr. Chow is the chairman, an executive Director and a controlling shareholder of the Company indirectly holding approximately 48.75% of the issued share capital of the Company.

As at the date of this announcement, Mr. Chow indirectly holds 100% equity interest in Tianhong Real Estate. Guangzhou Tianhuihui is held by Tianhong Real Estate and KINGOLD Group as to 70% and 30%, respectively. KINGOLD Group is ultimately owned as to 100% by Hong Kong Kingson Investment Limited, a company wholly owned by the parents of Mr. Chow. Guangzhou KINGOLD is effectively held as to approximately 70% by Hong Kong Kingson Investment Limited. Accordingly, Tianhong Real Estate, Guangzhou Tianhuihui, KINGOLD Group and Guangzhou KINGOLD are connected persons of the Company under the GEM Listing Rules. As such, the transactions contemplated under each of the New Guangzhou KINGOLD Advertising Spaces Framework Agreement, the New KINGOLD Group Advertising Services Framework Agreement, and the New Strategic Cooperative Agreement constitute continuing connected transactions of the Company.

As one of the applicable percentage ratios (other than the profit ratio) (as defined under the GEM Listing Rules) in respect of the annual cap of the transactions contemplated under the New Guangzhou KINGOLD Advertising Spaces Framework Agreement exceeds 5% but all of them are less than 25% and the annual cap is less than HK\$10,000,000, the transactions contemplated under the New Guangzhou KINGOLD Advertising Spaces Framework Agreement are subject to the reporting, annual review and announcement requirements, but exempt from the circular (including independent financial advice) and independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The transactions contemplated under each of (i) the New KINGOLD Group Advertising Services Framework Agreement; and (ii) the New Strategic Cooperative Agreement have been aggregated in that the nature of the transactions are similar and the counterparties to the aforementioned agreements are connected or otherwise associated with one another. As one or more of the applicable percentage ratios (other than the profit ratio) (as defined under the GEM Listing Rules) in respect of the annual caps of the transactions contemplated under (i) the New KINGOLD Group Advertising Services Framework Agreement; and (ii) the New Strategic Cooperative Agreement, on an aggregate basis, exceed 5% but all of them are less than 25% and the aggregated annual caps are less than HK\$10,000,000, the transactions contemplated under (i) the New KINGOLD Group Advertising Services Framework Agreement; and (ii) the New Strategic Cooperative Agreement are subject to the reporting, annual review and announcement requirements, but exempt from the circular (including independent financial advice) and independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

INFORMATION ON THE PARTIES

The Company

The Group is an integrated multimedia advertising and marketing solution service provider based in Guangzhou, the PRC and offers advertising and marketing solutions covering (i) traditional offline media including both out-of-home and indoor advertising platforms; (ii) online media; and (iii) public relations, marketing campaigns and other services to customers comprising domestic and international brand owners, state-owned entities in the PRC, advertising agencies and government authorities.

Tianhong Real Estate Group and KINGOLD Group

Tianhong Real Estate and Guangzhou Tianhuihui are companies established under the laws of the PRC with limited liability. Tianhong Real Estate is indirectly wholly-owned by Mr. Chow. Guangzhou Tianhuihui is held by Tianhong Real Estate and KINGOLD Group as to 70% and 30%, respectively. Guangzhou Tianhuihui and Tianhong Real Estate are principally engaged in the business of real estate development and operation.

KINGOLD Group is ultimately owned as to 100% by Hong Kong Kingson Investment Limited, an investment holding company held by Mr. Chau Chak Wing and Ms. Chau So Chun as to 90% and 10%, respectively, who are the parents of Mr. Chow. Therefore, KINGOLD Group is also a connected person of the Company. KINGOLD Group is principally engaged in the business of real estate development and hotel management and operation.

Guangzhou KINGOLD

Guangzhou KINGOLD is a company established under the laws of the PRC with limited liability. Guangzhou KINGOLD is held as to approximately 59.1%, 24.5% and 16.4% by Imperial Springs Centre for Health Management* (從都國際生命健康管理有限公司) (“**Imperial Springs**”), KINGOLD Group and Hong Kong Kingson Investment Limited, respectively. Imperial Springs is held as to approximately 50.05% and 49.95% by KINGOLD Group and Ningbo Meishan Free Trade Port Huishan Investment Management Partnership (Limited Partnership)* (寧波梅山保稅港區匯珊投資管理合夥企業(有限合夥)) (“**Huishan Investment Management Partnership**”), respectively. Guangzhou KINGOLD is principally engaged in the business of real estate management.

Huishan Investment Management Partnership is a limited partnership incorporated in the PRC, which is owned as to approximately 32.3% by Chang An International Trust Co., Ltd.* (長安國際信託股份有限公司), 27.0% by Shenzhen Jingya Industrial Co., Ltd.* (深圳市璟亞實業有限公司), 25.4% by Shenzhen Lexing Enterprise Consulting Co., Ltd.* (深圳市樂興企業諮詢有限公司), 15.1% by Kunlun Health Insurance Co., Ltd.* (昆侖健康保險股份有限公司) and 0.2% by Beijing Longmahui Capital Investment Co., Ltd.* (北京中財龍馬資本投資有限公司) who is also the general partner of Huishan Investment Management Partnership, each an Independent Third Party.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Board”	board of Directors
“CCT Agreements”	means (i) the New Guangzhou KINGOLD Advertising Spaces Framework Agreement; (ii) the New KINGOLD Group Advertising Services Framework Agreement; and (iii) the New Strategic Cooperative Agreement
“Company”	Icon Culture Global Company Limited (天泓文創國際集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM of the Stock Exchange
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Directors”	the directors of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries

“Guangzhou Icon Culture”	Guangzhou Icon Culture Media Investment Co., Ltd.* (廣州天泓文化傳媒投資有限公司), a company established under the laws of the PRC with limited liability, which is an indirect wholly-owned subsidiary of the Company
“Guangzhou KINGOLD”	Guangzhou KINGOLD Property Co., Ltd.* (廣州僑鑫物業有限公司), a company established under the laws of the PRC with limited liability. Guangzhou KINGOLD is held as to approximately 59.1%, 24.5% and 16.4% by Imperial Springs Centre for Health Management* (從都國際生命健康管理有限公司), KINGOLD Group and Hong Kong Kingson Investment Limited, respectively
“Guangzhou KINGOLD Advertising Spaces Framework Agreement”	the advertising spaces framework agreement dated 16 December 2019 entered into between the Company and Guangzhou KINGOLD in relation to the provision of certain advertising spaces from Guangzhou KINGOLD to the Group for the period from the Listing Date to 31 December 2022
“Guangzhou Tianhuihui”	Guangzhou Tianhuihui Real Estate Co., Ltd.* (廣州天暉匯置業有限公司), a company established under the laws of the PRC with limited liability and is owned as to 70% by Tianhong Real Estate and 30% by KINGOLD Group
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Parties”	any third party(ies) which, together with their respective beneficial owner(s) (if any) and to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, are third party(ies) independent of the Company and its connected persons in accordance with the GEM Listing Rules
“KINGOLD Group”	KINGOLD Group Co., Ltd.* (僑鑫集團有限公司), a limited liability company established under the laws of the PRC and a majority-controlled company (within the meaning of the GEM Listing Rules) indirectly held by Mr. Chau Chak Wing (周澤榮), father of Mr. Chow
“KINGOLD Group Advertising Services Framework Agreement”	the advertising services framework agreement dated 16 December 2019 entered into between the Company and KINGOLD Group in relation to the provision of certain advertising services by the Group to KINGOLD Group and its subsidiaries for the period commencing from the Listing Date to 31 December 2022
“Listing Date”	14 January 2020

“Mr. Chow”	Mr. Chow Eric Tse To (周子濤), the chairman, an executive Director and a controlling shareholder (as defined under the GEM Listing Rules) of the Company
“New Guangzhou KINGOLD Advertising Spaces Framework Agreement”	the advertising spaces framework agreement dated 28 December 2022 entered into between the Company and Guangzhou KINGOLD in relation to the provision of certain advertising spaces from Guangzhou KINGOLD to the Group for the period commencing from 1 January 2023 to 31 December 2025
“New KINGOLD Group Advertising Services Framework Agreement”	the advertising services framework agreement dated 28 December 2022 entered into between the Company and KINGOLD Group in relation to the provision of certain advertising services from the Group to KINGOLD Group and its subsidiaries for the period commencing from 1 January 2023 to 31 December 2025
“New Strategic Cooperative Agreement”	the strategic cooperative agreement dated 28 December 2022 entered into among Tianhong Real Estate, Guangzhou Tianhuihui and Guangzhou Icon Culture in relation to the provision of advertising service from Guangzhou Icon Culture to Tianhong Real Estate Group for the period commencing from 1 January 2023 to 31 December 2025
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Cooperative Agreement”	the strategic cooperative agreement dated 10 June 2022 entered into among Tianhong Real Estate, Guangzhou Tianhuihui and Guangzhou Icon Culture in relation to the provision of advertising service from Guangzhou Icon Culture to Tianhong Real Estate Group for the period from 1 January 2022 to 31 December 2022

“Tianhong Real Estate”	Guangzhou Tianhong Real Estate Development Co., Ltd.* (廣州天泓房地產開發有限公司), a company established under the laws of the PRC with limited liability which is indirectly wholly-owned by Mr. Chow
“Tianhong Real Estate Group”	Tianhong Real Estate and Guangzhou Tianhuihui

For and on behalf of
Icon Culture Global Company Limited
Chow Eric Tse To
Chairman and Executive Director

Hong Kong, 28 December 2022

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 and Mr. Tian Tao.

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 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.

** The English translation of the Chinese names of the entities referred to in this announcement, where indicated, is included for information only, and should not be regarded as the official English names of such entities.*