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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Icon Culture Global Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of the cover and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the 2026 AGM to be held at Room 3302, 33/F West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 6 November 2026 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use in connection with the 2026 AGM is enclosed with this circular. If you are not able to attend the 2026 AGM in person but wish to exercise your right as a Shareholder, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed and signed form of proxy to the Company’s Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM or its adjournment should you so wish. If you attend and vote in person at the 2026 AGM, the authority of your proxy will be revoked.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its publication. This circular will also be published and will remain on the website of the Company at www.iconspace.com.

6 October 2026

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2026 AGM”	the AGM to be held Room 3302, 33/F West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 6 November 2026 at 11:00 a.m.
“AGM”	the annual general meeting of the Company
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“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, whose issued Shares are listed and traded on GEM (Stock code: 8500)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Boardroom Share Registrars (HK) Limited, the Company’s Hong Kong branch share registrar and transfer office
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to allot, issue and deal with the additional Shares during the relevant period not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	2 October 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	14 January 2020, the date on which the issued Shares were initially listed on GEM
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	the ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the SFC as amended, supplemented or otherwise modified from time to time
“Year”	the year ended 31 December 2025
“%”	per cent

* *For identification purposes only*

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Yao Tong

Ms. Xia Ying

NED:

Mr. Chen Zongxian (*Chairman*)

INEDs:

Mr. Tian Tao

Mr. Liu Lihan

Mr. Ng Chau

Registered office:

Ogier Global (Cayman) Limited

89 Nexus Way, Camana Bay

Grand Cayman, KY1-9009

Cayman Islands

Principal place of business in Hong Kong:

Room 1701, 17/F, Wai Fung Plaza

664 Nathan Road, Mongkok

Kowloon, Hong Kong

6 October 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the 2026 AGM resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include the Shares repurchased under the Repurchase Mandate; and (iii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the 2026 AGM and to provide you with the information regarding the above resolutions to be proposed at the 2026 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

FINANCIAL RESULTS AND REPORTS

Reference is made to the previous announcement dated 6 July 2026 regarding, among others, the status of the Resumption, including the progress of the audit performed by the Auditors on the financial statements of the Group.

As disclosed in the previous announcement dated 6 July 2026, the Company is still in the process of collecting and collating the necessary information and documents for the auditor of the Company (the “Auditor”) to complete the auditing process. The reason for this additional time requirement is primarily attributable to the time needed by the Auditor to obtain necessary audit evidence from third parties, such as investigation report. Accordingly, the outstanding audited financial statements and the reports of the Directors and the Auditors for the Year would not be available to the Shareholders for their consideration and adoption at the Annual General Meeting.

The Board would like to assure Shareholders that the Board would continue to manage the Company’s affairs diligently, and make all efforts and devote all available resources to expedite the fulfillment of the conditions prescribed by the Stock Exchange (as disclosed in the Company’s announcement dated 6 July 2026 for the Resumption).

Further announcement(s) will be made by the Company on the progress of the Resumption as and when appropriate.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares at the AGM dated 27 June 2025 has lapsed, an ordinary resolution will be proposed at the 2026 AGM to grant the Issue Mandate to the Directors. Based on 432,000,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of the 2026 AGM, the Directors will be authorised to allot, issue and deal with up to a maximum of 86,400,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2026 AGM. The Issue Mandate will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands and the GEM Listing Rules; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

LETTER FROM THE BOARD

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares at the AGM dated 27 June 2025 has lapsed, an ordinary resolution will be proposed at the 2026 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 432,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, the Company will be allowed to repurchase a maximum of 43,200,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands and the GEM Listing Rules; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2026 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

The extension of the Issue Mandate will, if granted, remain in effect until the earliest of: (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM will be required to be held by the Articles of Association or any applicable laws of the Cayman Island and the GEM Listing Rules; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two Executive Directors, namely Mr. Yao Tong (“**Mr. Yao**”) and Ms. Xia Ying (“**Ms. Xia**”); one NED, namely Mr. Chen Zongxian (“**Mr. Chen**”) and three INEDs, namely Mr. Tian Tao (“**Mr. Tian**”), Mr. Liu Lihan (“**Mr. Liu**”) and Mr. Ng Chau (“**Mr. Ng**”).

LETTER FROM THE BOARD

Article 108(a) of the Articles of Association provides that at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years. Moreover, according to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. Yao, Ms. Xia, Mr. Chen, Mr. Tian, Mr. Liu and Mr. Ng (the “**Retiring Director(s)**”) shall retire at the 2026 AGM and, being eligible, will offer themselves for re-election at the 2026 AGM.

The Nomination Committee had assessed and reviewed each of the INEDs’ written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all of them remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the Year based on the nomination policy of the Company, which was disclosed in the annual report of the Company and found their performance satisfactory. The Nomination Committee also considered that experience of Mr. Yao, Ms. Xia, Mr. Chen, Mr. Tian, Mr. Liu and Mr. Ng, skills and other perspectives as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2026 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2026 AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

The biographical details of each of the Retiring Directors to be re-elected at the 2026 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

2026 AGM

The Company will convene the 2026 AGM at Room 3302, 33/F West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 6 November 2026 at 11:00 a.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the re-election of the Retiring Directors. The notice convening the 2026 AGM is set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

A form of proxy for use in connection with the 2026 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.iconspace.com). If you are not able or do not intend to attend the 2026 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed and signed form of proxy to the Company's Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending in person and voting at the 2026 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2026 AGM, the instrument appointing the proxy will be deemed to have been revoked.

BOOK CLOSE DATES

For determining the entitlement of the Shareholders to attend and vote at the 2026 AGM, the register of Members will be closed from Tuesday, 3 November 2026 to Friday, 6 November 2026 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2026 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 2 November 2026.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the 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. Therefore, all resolutions as set out in the notice convening the 2026 AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the re-election of the Retiring Directors as set out in the notice of the 2026 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2026 AGM as set out in the notice of the 2026 AGM on pages AGM-1 to AGM-5 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Icon Culture Global Company Limited
Yao Tong
Executive Director

The following are the biographical details of the Directors who will retire as required by the Articles of Association and the GEM Listing Rules and are proposed to be re-elected at the 2026 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

EXECUTIVE DIRECTORS

Mr. Yao Tong (姚通)

Mr. Yao, aged 36, obtained a bachelor degree in management from Beihai college of Beihang University. Previously, he held senior position in an investment company in China and was an executive director of Wuxi Life International Holdings Groups Limited (stock code: 8148) for the period from 7 December 2020 to 27 May 2021. Mr. Yao has experience in investment and international trading sectors.

Mr. Yao has entered into a service contract with the Company on 12 January 2024, which has fixed term of a year and can be terminated by either party giving not less than one month notice in writing to the other party. Pursuant to the service contract, Mr. Yao is entitled to a director's fee of HK\$240,000 per annum, which was determined by the Board with reference to his qualifications, responsibilities, experience and positions held with the Company.

Save as disclosed above, Mr. Yao confirms with respect to him that as at the Latest Practicable Date: he (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Xia Ying (夏盈)

Ms. Xia, aged 28, holds a bachelor's degree in Agronomy from Jiangxi Agricultural University in 2019, is currently working in Zhongtian Zhenghe Certified Public Accountants (Guangdong) Co., Ltd to serve its clients of accounting and financing for more than two years, focusing on established financial policy frameworks and oversee tax planning, budgeting, cash flow management, and payroll/account settlements, also leading complex financial initiatives such as corporate relocation and organizational restructuring. She was an external auditor and has four years of experience leading audit engagements in Zhongtian Zhenghe Certified Public Accountants (Guangdong) Co., Ltd, experience in practical expertise in both specialized audits for government and corporate entities and performed auditing financial statement audits—for various state-owned enterprises and public institutions.

Ms. Xia has entered into a service contract with the Company on 10 August 2026, which has fixed term of a year and can be terminated by either party giving not less than one month notice in writing to the other party. Pursuant to the service contract, Ms. Xia is entitled to a director's fee of HK\$120,000 per annum, which was determined by the Board with reference to her qualifications, responsibilities, experience and positions held with the Company.

Save as disclosed above, Ms. Xia confirms with respect to her that as at the Latest Practicable Date: she (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

NED**Mr. Chen Zongxian (陳宗憲)**

Mr. Chen (陳宗憲), aged 34, is a non-executive Director. He joined the Group in October 2024 and is mainly responsible for supervising the Group's compliance, corporate governance matters and providing independent judgment and advice to the Group. He graduated from the School of Business, Guizhou University of Finance and Economics*, majoring in human resources management, with a bachelor's degree in management. Mr. Chen has extensive experience in human resources management and corporate management, served as director of several companies.

Mr. Chen has entered into a service contract with the Company on 25 October 2024, which has fixed term of a year and can be terminated by either party giving not less than one month notice in writing to the other party. Pursuant to the service contract, Mr. Chen is entitled to a director's fee of HK\$120,000 per annum, which was determined by the Board with reference to his qualifications, responsibilities, experience and positions held with the Company.

Save as disclosed above, Mr. Chen confirms with respect to him that as at the Latest Practicable Date: he (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

INEDS**Mr. Tian Tao (田濤)**

Mr. Tian Tao (田濤), aged 68, was appointed as an independent non-executive Director on 11 December 2019. He is responsible for supervising the Group's compliance, corporate governance matters and providing independent judgment and advice to the Group.

From February 1999 to November 2015, Mr. Tian was the vice general manager of CVSCTNS Research Co Ltd (央視市場研究股份有限公司). From November 2015 to June 2017, he was the president of Zhongguang Xincheng Information Technology Co., Ltd.* (中廣信誠信息科技股份有限公司). From July 2017 to August 2018, he was the president of the Beijing office of Nielsen-CCData Media Research Services Co., Ltd.* (尼爾森網聯媒介數據服務有限公司北京分公司). Since September 2018, he has been serving as the president of Zhongguang Rongxin Media Consulting (Beijing) Co., Ltd.* (中廣融信媒介諮詢(北京)有限公司). On 12 October 2022, Mr. Tian has been appointed as an independent non-executive director of Many Idea Cloud Holdings Limited (stock code: 6696), a company listed on the Main Board of the Stock Exchange.

Mr. Tian has renewed a letter of service with the Company on 14 January 2024 for a term of a year. Pursuant to the renewed letter of service, Mr. Tian is entitled to a director's fee of HK\$120,000 per annum, which was determined by the Board with reference to his qualifications, responsibilities, experience and positions held with the Company.

Save as disclosed above, Mr. Tian confirms with respect to him that as at the Latest Practicable Date: he (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Ng Chau (吳洲)

Mr. Ng, aged 48, holds a master's degree in Information Technology from Boston University, a bachelor's degree in Financial Analysis and Accounting from the State University of New York at Buffalo, and a Bachelor's degree in Common Law from Manchester Metropolitan University. He possesses over 20 years of extensive experience in the financial sector. He currently serves in Hong Kong Zhongzheng Technology Co. Limited as the Chief Operating Officer (COO) in Hong Kong, where he is primarily responsible for providing compliance guidance, management oversight, and business development strategies. In the past, he worked in different securities firms as head of compliance and worked as an auditor in big four audit firm.

Mr. Ng has entered into a service contract with the Company on 20 August 2025, which has fixed term of a year and can be terminated by either party giving not less than one month notice in writing to the other party. Pursuant to the service contract, Mr. Ng is entitled to a director's fee of HK\$120,000 per annum, which was determined by the Board with reference to his qualifications, responsibilities, experience and positions held with the Company.

Save as disclosed above, Mr. Ng confirms with respect to him that as at the Latest Practicable Date: he (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Liu Lihan (劉立漢)

Mr. Liu, aged 67, was appointed as an independent non-executive Director on 15 December 2023. He is responsible for supervising the Group's compliance, corporate governance matters and providing independent judgment and advice to the Group. He holds a Master degree in Economics from Nankai University. He has held senior positions in various banks and financial institutions in China before and is the president of an investment management company. Mr. Liu has a wealth of experience in financial and investment sectors. From September 2015 to February 2016, Mr. Liu was an executive director of Asia Television Holdings Limited (Stock Code: 707), a company listed on the main board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). From March 2021 to July 2021, Mr. Liu was an independent non-executive director of Capital Realm Financial Holdings Group Limited (Stock Code: 204) and was re-designated to non-executive Director from July 2021 to October 2023.

Mr. Liu has entered into a service contract with the Company on 15 December 2023, which has fixed term of a year and can be terminated by either party giving not less than one month notice in writing to the other party. Pursuant to the service contract, Mr. Liu is entitled to a director's fee of HK\$120,000 per annum, which was determined by the Board with reference to his qualifications, responsibilities, experience and positions held with the Company.

Save as disclosed above, Mr. Liu confirms with respect to him that as at the Latest Practicable Date: he (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the 2026 AGM for approving the Repurchase Mandate.

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their fully-paid shares on GEM subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed share repurchase on the Stock Exchange by a company with its primary listing on the GEM must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 432,000,000 issued Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and up to the date of the 2026 AGM of passing such resolution, the Directors will be authorised to repurchase up to a maximum of 43,200,000 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands and GEM Listing Rules; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

3. REASONS FOR REPURCHASE

The Directors presently have no intention to repurchase any Shares but consider the Repurchase Mandate to be in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASE

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full would have a material adverse impact on the working capital or gearing position of the Company when compared with the position disclosed in the most recent published audited financial statement. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on GEM during each of the eighteen months preceding the Latest Practicable Date were as follows:

Month	Traded Price Per Share	
	Highest (HK\$)	Lowest (HK\$)
2025		
May	0.510	0.280
June	0.600	0.295
July	0.480	0.370
August	0.430	0.365
September	0.360	0.285
October	0.300	0.211
November	0.216	0.187
December	0.230	0.155
2026		
January	0.157	0.135
February	0.145	0.126
March	0.162	0.091
April	0.091	0.091
May	0.091	0.091
June	0.091	0.091
July	0.091	0.091
August	0.091	0.091
September	0.091	0.091
October (up to and including the Latest Practicable Date)	0.091	0.091

Source: the Stock Exchange

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the 2026 AGM.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Repurchase Mandate is approved at the 2026 AGM.

8. OBLIGATION OF THE DIRECTORS

The Directors will exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands and Hong Kong. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

9. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder is interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder in the Shares would be increased to approximately the percentage set out in the last column as follows:

Name	Capacity/nature	Number of Shares held	Approximately % of shareholding	If
			As at the Latest Practicable Date	Repurchase Mandate is exercised in full
Mr. Chow Eric Tse To	Controlled corporation	45,000,000	10.42%	11.57%
Capital Realm Financial Holdings Limited (<i>Note 1</i>)	Controlled corporation	115,085,000	26.64%	29.60%
Baocheng Holdings Limited (<i>Note 2</i>)	Controlled corporation	56,334,000	13.04%	14.49%

Name	Capacity/nature	Number of Shares held	Approximately % of shareholding	If
			As at the Latest Practicable Date	Repurchase Mandate is exercised in full
Focus Wonder Limited (Note 3)	Controlled corporation	33,750,000	7.81%	8.68%
Master Connection Limited (Note 3)	Controlled corporation	13,500,000	3.13%	3.47%

Notes:

- (1) Capital Realm Financial Holdings Group Limited is listed on The Stock Exchange of Hong Kong Limited (stock code: 204).
- (2) Baocheng Holdings Limited is wholly owned by Huitongyun International Holding Group Limited which is 99% owned by Sichuan Huitong Cloud Enterprise Management Group Co., Ltd.
- (3) Both of Focus Wonder Limited and Master Connection Limited are wholly-owned by Guo Tong International Holdings Limited (“**Guo Tong**”). Therefore, Guo Tong is deemed to be interested in the 47,250,000 Shares held by Focus Wonder Limited and Master Connection Limited by virtue of the Securities and Futures Ordinance. As disclosed in the announcement of the Company dated 5 July 2024, Guo Tong is an investment holding company 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.
- (4) All interests stated are long positions.

On the basis of the current shareholding of the Company, an exercise of the Repurchase Mandate in full will not result in Mr. Chow Eric Tse To, Capital Realm Financial Holdings Limited, Baocheng Holdings Limited, Focus Wonder Limited and Master Connection Limited becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

10. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**2026 AGM**”) of the shareholders of Icon Culture Global Company Limited (the “**Company**”) will be held at Room 3302, 33/F West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 6 November 2026 at 11:00 a.m. for following purposes:

1.
 - (i) To re-elect Mr. Yao Tong as an executive Director;
 - (ii) To re-elect Ms. Xia Ying as an executive Director;
 - (iii) To re-elect Mr. Chen Zongxian as a non-executive Director;
 - (iv) To re-elect Mr. Tian Tao as an Independent non-executive Director;
 - (v) To re-elect Mr. Ng Chau as an Independent non-executive Director; and
 - (vi) To re-elect Mr. Liu Lihan as an Independent non-executive Director.
2. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2026 (the “**FY2026**”).
3. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options or securities for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any other applicable laws or regulations; or
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory, outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code of Share Buy-backs administered by the Commission be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company or any other applicable laws or regulations; or
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions numbered 3 and 4 set out in the notice convening the annual general meeting of the Company (the “**Notice**”), the authority granted to the directors of the Company pursuant to resolution numbered 3 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares of the Company (the “**Shares**”) repurchased pursuant to the authority granted pursuant to resolution numbered 4 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution.”

Yours faithfully,
For and on behalf of the Board
Icon Culture Global Company Limited
Yao Tong
Executive Director

Hong Kong, 6 October 2026

Registered office:

Ogier Global (Cayman) Limited
89 Nexus Way
Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

Principal place of business in Hong Kong:

Room 1701, 17/F, Wai Fung Plaza
664 Nathan Road, Mongkok
Kowloon, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the 2026 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the articles of association of the Company. A proxy need not be a Member but must be present in person at the 2026 AGM to represent the Member. 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, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2026 AGM or its adjourned meeting (as the case may be). Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the 2026 AGM or its adjourned meeting should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement of the Shareholders to attend and vote at the 2026 AGM, the register of Members will be closed from Tuesday, 3 November 2026 to Friday, 6 November 2026 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2026 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 2 November 2026.
4. In relation to the proposed Resolution numbered 3 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of additional Shares under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). The Directors have no immediate plans to issue any new Shares.
5. In relation to the proposed Resolution numbered 4 above, the Directors wish to state that currently, they have no intention to repurchase any Shares and will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote for or against the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Company’s circular dated 6 October 2026 (the “**Circular**”).
6. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll except where the chairman of the 2026 AGM (the “**Chairman**”), 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.