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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 stockbroker or other registered dealer 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 together with the accompanying form of proxy 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.

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This circular appears for information purposes only and does not constitute an invitation or offer to sell, dispose, acquire, purchase or subscribe for any securities of the Company.

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# 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)

**(I) PROPOSED RIGHTS ISSUE ON BASIS OF ONE (1) RIGHTS SHARE  
FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE;  
(II) CHANGE IN BOARD LOT SIZE;  
AND  
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Financial Adviser



Placing Agents

**CheonG Lee**  
昌利證券

Ruisen Port Securities Limited

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

**BALLAS**  
C A P I T A L  
A subsidiary of Crosby

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Capitalised terms used in this cover shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 7 to 36 of this circular. The recommendation of the Independent Board Committee to the Independent Shareholders is set out on pages 37 to 38 of this circular. A letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders is set out on pages 39 to 68 of this circular.

A notice convening the EGM to be held at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, the PRC on Wednesday, 3 July 2024 at 10:00 a.m. or any adjournment thereof is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend and vote at the EGM in person, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the 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 no less than 48 hours before the time appointed for holding the EGM (i.e. Monday, 1 July 2024 at 10:00 a.m.) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and, in such event, the instrument appointing the proxy shall be deemed to be revoked.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions set out in the section headed "Letter from the Board — Conditions of the Rights Issue" in this circular. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers. In the event that the Rights Issue is not fully subscribed, the Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Placers under the Compensatory Arrangements. The Placing Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue.

17 June 2024

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## CHARACTERISTICS OF GEM

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**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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## EXPECTED TIMETABLE

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Set out below is the expected timetable for the Rights Issue and the Change in Board Lot Size which is indicative only and has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled:

<b>Event</b>	<b>Time and Date (Hong Kong time)</b>
Despatch date of the circular, proxy form and the notice of the EGM. . . . .	Monday, 17 June 2024
Latest time for lodging transfer of the Shares to qualify for attendance and voting at the EGM . . . . .	4:30 p.m. on Tuesday, 25 June 2024
Closure of register of members for determination of the right to attend and vote at the EGM (both days inclusive). . . . .	Wednesday, 26 June 2024 to Wednesday, 3 July 2024
Latest time for lodging proxy forms for the EGM. . . . .	10:00 a.m. on Monday, 1 July 2024
Record date for attendance and voting at the EGM. . . . .	Wednesday, 3 July 2024
Time and date of the EGM. . . . .	10:00 a.m. on Wednesday, 3 July 2024
Announcement of the poll results of the EGM . . . . .	Wednesday, 3 July 2024
Register of members re-opens . . . . .	Thursday, 4 July 2024
Last day of dealings in the Shares on a cum-rights basis of the Rights Issue . . . . .	Thursday, 4 July 2024
First day of dealings in the Shares on an ex-rights basis of the Rights Issue . . . . .	Friday, 5 July 2024
Latest time for the Shareholders to lodge transfer of the Shares to qualify for the Rights Issue . . . . .	4:30 p.m. on Monday, 8 July 2024
Closure of register of members for the Rights Issue (both days inclusive) . . . . .	Tuesday, 9 July 2024 to Monday, 15 July 2024

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## EXPECTED TIMETABLE

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Record Date for the Rights Issue . . . . .	Monday, 15 July 2024
Register of members of the Company re-opens . . . . .	Tuesday, 16 July 2024
Despatch of Prospectus Documents (in the case of the Excluded Shareholders, the Prospectus only) . . . . .	Tuesday, 16 July 2024
First day of dealings in nil-paid Rights Shares in the board lot size of 10,000 Rights Shares . . . . .	Thursday, 18 July 2024
Latest time for splitting of the PALs . . . . .	4:30 p.m. on Monday, 22 July 2024
Last day of dealings in nil-paid Rights Shares in the board lot size of 10,000 Rights Shares . . . . .	Thursday, 25 July 2024
Latest Time for Acceptance of and payment for the Rights Shares . . . . .	4:00 p.m. on Tuesday, 30 July 2024
Announcement of the number of the Placing Shares subject to the Compensatory Arrangements . . . . .	Friday, 2 August 2024
Commencement of placing of the Placing Shares by the Placing Agents . . . . .	Monday, 5 August 2024
Latest time of placing of the Placing Shares by the Placing Agents . . . . .	6:00 p.m. on Friday, 9 August 2024
Last day for the Rights Issue and placing of the Placing Shares to become unconditional . . . . .	Monday, 12 August 2024
Announcement of results of the Rights Issue (including results of the placing of the Placing Shares and the amount of the Net Gain per Placing Share under the Compensatory Arrangements) . . . . .	Tuesday, 13 August 2024
Refund cheques, if any, to be despatched (if the Rights Issue does not proceed) . . . . .	Wednesday, 14 August 2024
Share certificates for fully-paid Rights Shares to be despatched . . . . .	Wednesday, 14 August 2024

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## EXPECTED TIMETABLE

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Expected commencement of dealings in the fully-paid Rights Shares . . . . .	9:00 a.m. on Thursday, 15 August 2024
Effective date of the new board lot size (in the board lot size of 10,000 Shares) . . . . .	9:00 a.m. on Thursday, 15 August 2024
Designated broker starts to stand in the market to provide matching services for odd lots of Shares. . . . .	9:00 a.m. on Thursday, 15 August 2024
Payment of the Net Gain to relevant No Action Shareholders (if any) or Excluded Shareholders (if any) . . . . .	Friday, 30 August 2024
Designated broker ceases to stand in the market to provide matching services for odd lots of Shares. . . . .	4:00 p.m. on Wednesday, 4 September 2024

Dates or deadlines specified in the expected timetable above or in other parts of this circular are indicative only and may be extended or varied by the Company. Any change to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

### **EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES**

The Latest Time for Acceptance will not take place at the time indicated above if there is a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by super typhoons announced by the Government of Hong Kong or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Tuesday, 30 July 2024. Instead, the Latest Time for Acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or

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## EXPECTED TIMETABLE

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- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Tuesday, 30 July 2024. Instead, the Latest Time for Acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance of and payment for the Rights Shares does not take place on or before 4:00 p.m. on Tuesday, 30 July 2024, the dates mentioned in this section may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

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## DEFINITIONS

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

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Announcement”	the announcement of the Company dated 29 May 2024, in relation to, among other, the proposed Rights Issue and Change in Board Lot Size
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and Sunday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 2,000 Shares to 10,000 Shares



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## DEFINITIONS

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“Cheong Lee Securities Limited”	Cheong Lee Securities Limited, a licensed corporation to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 5 (advising on future contracts) regulated activities under the SFO, being the placing agent appointed by the Company to place the Placing Shares under the Compensatory Arrangements
“Compensatory Arrangements”	placing of the Placing Shares by the Placing Agents
“Company”	Icon Culture Global Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (stock code: 8500)
“Director(s)”	the director(s) of the Company for the time being
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Rights Issue
“ES Unsold Rights Shares”	the Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholders in nil-paid form that have not been sold by the Company
“Excluded Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Issue to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed to it under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent board committee of the Company comprising all the independent non-executive Directors, which has been established under the GEM Listing Rules to advise the Independent Shareholders in respect of the Rights Issue and the transactions contemplated thereunder
“Independent Financial Adviser”	Ballas Capital Limited, a corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue and the transactions contemplated thereunder
“Independent Shareholder(s)”	any Shareholder(s) who is(are) not required to abstain from voting on the resolution relating to the Rights Issue at the EGM under the GEM Listing Rules
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons and not connected with any of them or their respective associates
“Last Trading Day”	29 May 2024, being the last trading day of the Shares on the Stock Exchange immediately prior to the publication of the Announcement
“Latest Practicable Date”	14 June 2024, being the latest practicable date prior to the printer of this circular for the purpose of ascertaining certain information contained in this circular
“Latest Time for Acceptance”	4:00 p.m. on Tuesday, 30 July 2024, being the latest time for acceptance of the offer of and payment for the Rights Shares

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## DEFINITIONS

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“Net Gain”	any premiums paid by the Placees over the Subscription Price for the Placing Shares placed by the Placing Agent
“Nil Paid Rights”	rights to subscribe for Rights Shares before the Subscription Price is paid
“No Action Shareholders”	Qualifying Shareholders or their renounees who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or such persons who are holders of Nil Paid Rights at the time such Nil Paid Rights lapse
“Overseas Shareholder(s)”	the Shareholder(s) whose registered address(es) as shown in the register of members of the Company as at the close of business on the Record Date is/are outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placees”	individuals, corporate, institutional investors or other investors, procured by the Placing Agents and/or its sub-placing agents to subscribe for the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing of the Placing Shares
“Placing Agents”	Cheong Lee Securities Limited and Ruisen Port Securities Limited
“Placing Agreement”	the placing agreement dated 29 May 2024 entered into between the Company and the Placing Agents in relation to the placing of the Placing Shares
“Placing Shares”	the Unsubscribed Rights Shares and the ES Unsold Right Shares
“PRC”	the People’s Republic of China, which for the purpose of this circular only excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS

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“Prospectus”	the prospectus to be issued to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL(s)
“Prospectus Posting Date”	Tuesday, 16 July 2024 or such other date as the Company may determine, being the date on which the Prospectus Documents are posted to the Qualifying Shareholders and the Prospectus for information only to the Excluded Shareholders
“Public Float Requirement”	the public float requirement under Rule 11.23 of the GEM Listing Rules
“Qualifying Shareholder(s)”	Shareholders, other than Excluded Shareholders, whose names appear on the register of members of the Company at the close of business on the Record Date
“Record Date”	Monday, 15 July 2024 or such other date as may be determined by the Company, being the date by reference to which the Shareholders’ entitlements to participate in the Rights Issue will be determined
“Registrar”	Boardroom Share Registrars (HK) Limited, the Company’s Hong Kong branch share registrar and transfer office, at 2103B, 21/F, 148 Electric Road North Point, Hong Kong
“Rights Issue”	the proposed issue of the Rights Shares by way of rights on the basis of one (1) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date at the Subscription Price
“Rights Share(s)”	up to 216,000,000 new Shares (assuming no change in the number of issued Shares on or before the Record Date) to be allotted and issued pursuant to the Rights Issue
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“Ruisen Port Securities Limited”	Ruisen Port Securities Limited, a licensed corporation to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities under the SFO, being the placing agent appointed by the Company to place the Placing Shares under the Compensatory Arrangements
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.25 per Rights Share under the Rights Issue
“substantial shareholder(s)”	has the meaning as ascribed thereto under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
“Unsubscribed Rights Shares”	the Rights Shares that are not subscribed by the Qualifying Shareholders
“%”	per cent

\* *For identification purposes only*

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LETTER FROM THE BOARD

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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. Chow Eric Tse To (*Chairman*)

Ms. Liang Wei

(*Chief executive officer and compliance officer*)

Mr. Liu Biao

Mr. Yao Tong

*Independent non-executive Directors:*

Ms. Tam Hon Shan Celia

Mr. Tian Tao

Mr. Liu Lihan

*Registered office:*

Ogier Global (Cayman) Limited

89 Nexus Way, Camana Bay

Grand Cayman, KY1-9009

Cayman Islands

*Principal place of business in the PRC:*

29/F, Kingold Century

No. 62 Jinsui Road

Zhujiang New Town

Tianhe District, Guangzhou City

Guangdong Province, the PRC

*Principal place of business in Hong Kong:*

Room 1701, 17/F, Wai Fung Plaza

664 Nathan Road, Mongkok

Kowloon, Hong Kong

17 June 2024

*To the Shareholders*

Dear Sir or Madam,

**(I) PROPOSED RIGHTS ISSUE ON BASIS OF ONE (1) RIGHTS SHARE  
FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE;  
(II) CHANGE IN BOARD LOT SIZE;  
AND  
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

References are made to the Announcement in relation to, among other matters, the Rights Issue, the Placing and the Change in Board Lot Size.

The purpose of this circular is to provide you with, among other things, (i) further details of the Rights Issue, the Placing and the Change in Board Lot Size; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Rights Issue; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue; (iv) other information required under the GEM Listing Rules; and (v) a notice convening the EGM.

### PROPOSED RIGHTS ISSUE

The Board proposed the Rights Issue, details of which are summarised below:

#### Issue statistics

Basis of the Rights Issue:	One (1) Rights Share for every one (1) existing Share held by Qualifying Shareholders at the close of business on the Record Date
Subscription Price:	HK\$0.25 per Rights Share
Net price per Rights Share (i.e. Subscription Price less cost and expense incurred in the Rights Issue):	Approximately HK\$0.245 per Rights Share
Number of existing Shares in issues as at the Latest Practicable Date:	216,000,000 Shares
Number of Rights Shares:	Up to 216,000,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)
Aggregate nominal value of the Rights Shares:	Up to HK\$2,160,000 (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)

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## LETTER FROM THE BOARD

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Number of issued Shares immediately upon completion of the Rights Issue:	Up to 432,000,000 Shares (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)
Maximum funds raised before expenses:	Up to approximately HK\$54,000,000

The Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange for new Shares as at the Latest Practicable Date.

The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

Assuming no change in the number of issued Shares on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the 216,000,000 Rights Shares proposed to be issued pursuant to the terms of the Rights Issue represent: (i) 100% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) 50% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

### **Non-underwritten basis**

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully subscribed, the Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Placées under the Compensatory Arrangements. The Placing Shares which remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There is also no statutory requirement regarding minimum subscription level in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, Shareholders who apply to take up all or part of their entitlements under the PALs may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which (i) does not trigger an obligation on part of the relevant Shareholder to make a



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## LETTER FROM THE BOARD

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general offer under the Takeovers Code in accordance with the note to Rule 10.26(2) of the GEM Listing Rules; and/or (ii) does not result in the non-compliance of the Public Float Requirement on the part of the Company.

### Undertaking

As at the Latest Practicable Date, the Company has not received any information or undertaking from any Shareholder of their intention as to whether such Shareholder will take up his/her entitlements under the Rights Issue.

### Subscription Price

The Subscription Price is HK\$0.25 per Rights Share, payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of Rights Shares or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 35.06% to the closing price of HK\$0.385 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 36.71% to the closing price of HK\$0.395 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 37.19% to the average closing price of HK\$0.398 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 39.02% to the average closing price of HK\$0.41 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 22.84% to the theoretical ex-rights price of HK\$0.324 per Share based on the closing price of HK\$0.395 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (vi) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) represented by a discount of approximately 18.59% of the theoretical diluted price of approximately HK\$0.324 per Share to the benchmarked price of approximately HK\$0.398 per Share (as defined under Rule 10.44A of the GEM Listing Rules), taking

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## LETTER FROM THE BOARD

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into account the higher of the closing price of HK\$0.395 per Share on the Last Trading Day and the average closing price of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days prior to the Last Trading Day of HK\$0.398 per Share).

The Subscription Price was determined with reference to, among others, (i) the market price of the Shares under the prevailing market conditions; (ii) the financial position of the Group; and (iii) the reasons as discussed in the section headed “Reasons for and benefits of the Rights Issue and use of proceeds” in this circular.

In determining the Subscription Price, which represents a discount of approximately 36.71% to the closing price per Share as quoted on the Stock Exchange on the Last Trading Day, the Directors have considered, among other things as mentioned above, market price of the Shares traded on the Stock Exchange in the past three months prior to and including the Last Trading Day (the “**Relevant Period**”), as a benchmark to reflect the prevailing market conditions and recent market sentiment. During the Relevant Period, the Shares were traded on the Stock Exchange with an average closing price of approximately HK\$0.559 per Share. The Subscription Price of HK\$0.25 per Rights Share represents a discount of approximately 55.28% to the average closing price of approximately HK\$0.559 per Share for the Relevant Period. In particular, the daily closing price of the Shares demonstrated a general downward trend from HK\$0.93 per Share on 1 March 2024, the highest closing price during the Relevant Period, to HK\$0.395 per Share on the Last Trading Day with an average daily trading volume amounting to approximately 0.05% of the total issued Shares as at the Last Trading Day, indicating a lack of liquidity and demand for the Shares. Also, the Group recorded consecutive net loss of approximately RMB39.2 million and approximately RMB84.6 million for the years ended 31 December 2022 and 2023, respectively.

In view of the above, and having considered (i) all Qualifying Shareholders are provided with an equal opportunity to subscribe for their assured entitlements under the Rights Issue at a relatively low price as compared to the historical market price of the Shares and at a discount to the recent closing prices of the Shares; (ii) the discount of the Subscription Price will encourage the Qualifying Shareholders to participate in the Rights Issue and the future growth of the Group and (iii) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue can sell the nil-paid rights in the market, the Board considers, despite any potential dilution impact of the Rights Issue on the shareholding interests of the Shareholders, the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### **Basis of provisional allotment**

The basis of the provisional allotment shall be one (1) Rights Share for every one (1) existing Share held by the Qualifying Shareholders as at the close of business on the Record Date. The PAL relating to the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing a PAL and lodging the same with a remittance for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

### **Qualifying Shareholders**

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be an Excluded Shareholder on the Record Date. In order to be registered as a member of the Company on the Record Date, Shareholders must lodge the relevant documents for transfer of Shares (with the relevant share certificates) with the Registrar at Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road North Point, Hong Kong by 4:30 p.m. on Monday, 8 July 2024.

Shareholders with their Shares held by a nominee (or held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company. For Shareholders whose Shares are held by a nominee (or held in CCASS) and would like to have their names registered on the register of members of the Company, they must lodge all necessary documents with the Registrar for registration no later than 4:30 p.m. on Monday, 8 July 2024.

The last day of dealings in the Shares on a cum-rights basis is Thursday, 4 July 2024. The Shares will be dealt with on an ex-rights basis from Friday, 5 July 2024. If a Qualifying Shareholder does not take up his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

### **Rights of Overseas Shareholders (if any)**

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue. Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, based on the register of members of the Company, there is no Overseas Shareholder. If there is any Overseas Shareholder on the Record Date, pursuant to Rule 17.41(1) of the GEM Listing Rules, the Company will make enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges. If it is in the opinion of the Board that it would be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place to exclude such Overseas Shareholders from the Rights Issue, no Rights Share (whether in nil-paid or fully-paid form) will be offered to such Overseas Shareholders. The basis for excluding the Excluded Shareholders from the Rights Issue will be set out in the Prospectus. The Company will send the Prospectus to the Excluded Shareholders for their information only but will not send any PAL to them. The Company reserves the right to treat as invalid any acceptance of or application for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Excluded Shareholders should exercise caution when dealing in the Shares.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholders in their nil-paid form to be sold in the market as soon as practicable after dealings in the nil-paid Rights Shares commence and in any event before the last day for dealings in nil-paid Rights Shares if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, will be paid pro-rata (rounded down to the nearest cent) to the relevant Excluded Shareholders in Hong Kong dollars. In view of the administrative costs, the Company will retain individual amounts of less than HK\$100 for its own benefit.

All ES Unsold Rights Shares, which would otherwise have been provisionally allotted to the Excluded Shareholders in nil-paid form, will be placed by the Placing Agents at the price at least equal to the Subscription Price under the Placing. For the nil-paid Rights Shares that are sold as described above but the buyers of such nil-paid Rights Shares do not take up the entitlement, such Unsubscribed Rights Shares will be subject to the Compensatory Arrangements. Any ES Unsold Rights Shares and Unsubscribed Rights Shares which are not placed under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

### **Status of the Rights Shares**

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions, which may be declared, made or paid, the record date of which is after the date of allotment and issue of the Rights Shares in their fully-paid form.

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## LETTER FROM THE BOARD

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### **Fractional entitlements to the Rights Shares**

On the basis of provisional allotment of one (1) Rights Share for every one (1) existing Share in issue and held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares shall be issued to the Shareholders.

### **Compensatory Arrangements**

The Company will make arrangements described in Rule 10.31(1)(b) of the GEM Listing Rule to dispose of the Placing Shares by offering the Placing Shares to independent Placees for benefit of the Shareholders to whom they are offered by way of the Rights Issue. There will be no excess application arrangement in relation to the Rights Issue. The Company has appointed the Placing Agents to place the Placing Shares after the Latest Time for Acceptance of the Rights Shares to independent Placees on a best effort basis. The Placing Agents will, on a best effort basis, procure, by not later than 6:00 p.m., on Friday, 9 August 2024, acquirers for all (or as many as possible) of those Placing Shares. Any premium over the Subscription Price and the expenses of procuring such acquirers (including commission and other related expenses/fees) that is realised will be paid to the No Action Shareholders and Excluded Shareholders on a pro-rata basis. All Placing Shares which are not placed under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Placing Shares) to the No Action Shareholders and the Excluded Shareholders (but rounded down to the nearest cent) as set out below:

- (i) where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL (unless that person is covered by (iii) below);
- (ii) where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holders of those nil-paid rights in CCASS (unless that they are covered by (iii) below);
- (iii) if the Rights Issue is extended to the Overseas Shareholders and where entitlements to the Rights Shares were not taken up by such Overseas Shareholders, to those Overseas Shareholders.

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## LETTER FROM THE BOARD

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It is proposed that Net Gain of HK\$100 or more to the individual No Action Shareholder mentioned in (i) to (iii) above will be paid to them in Hong Kong Dollars only and the Company will retain individual amount of less than HK\$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised and, accordingly, the No Action Shareholders and the Excluded Shareholders may or may not receive any Net Gain.

### THE PLACING AGREEMENT

On 29 May 2024 (after trading hours), the Company and the Placing Agents entered into the Placing Agreement, pursuant to which the Placing Agents have conditionally agreed as agents of the Company (either by themselves or through their sub-placing agents) to procure independent Placees, on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares. Details of the Placing arrangement are as follows:

- Date: 29 May 2024 (after trading hours)
- Parties:
- (i) the Company, as issuer; and
  - (ii) the Placing Agents
- Placing Agents: Cheong Lee Securities Limited and Ruisen Port Securities Limited. To the best of the Company's knowledge, information and belief, the Placing Agents and their ultimate beneficial owners are Independent Third Parties.
- Fees and expenses: 0.5% of the amount which is equal to the placing price multiplied by the Placing Shares that are successfully placed by the Placing Agents pursuant to the terms of the Placing Agreement and reimbursed for the expenses in relation to the Placing, which the Placing Agents are authorised to deduct from the payment to be made by the Placing Agents to the Company at completion.
- Placing price of the Placing Shares: The placing price of the Placing Shares shall be at least equal to the Subscription Price. The final price is dependent on the demand and market conditions of the Placing Shares during the process of placement.

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## LETTER FROM THE BOARD

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**Places:** The individuals, corporate, institutional investors or other investors procured by the Placing Agents and/or its sub-placing agents to subscribe for the Placing Shares.

**Ranking of the Placing Shares:** The Placing Shares (when placed, allotted, issued and fully paid) shall rank pari passu in all respects among themselves and with the Shares then in issue.

**Termination:** The Placing shall end on Monday, 12 August 2024 or any other date by mutual written agreement between the Placing Agents and the Company.

The engagement of the Placing Agents may be terminated by the Placing Agents in case of force majeure resulting in the Company and the Placing Agents being unable to fulfill their respective duties and responsibilities under the engagement. However, if during the course of the engagement it has come to the Placing Agents' knowledge that there is any material adverse change in the business and operational environment in the Company which, in the sole opinion of the Placing Agents, may make them inadvisable to continue the engagement, the Placing Agents shall have the right to terminate the engagement by written notice to the Company with immediate effect.

**Conditions precedent:** The obligations of the Placing Agents and the Company under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled (or being waived by the Placing Agents in writing, if applicable):

- (i) the passing by the Shareholders (including the Independent Shareholders) at the EGM of the necessary resolutions to approve the Rights Issue;
- (ii) the GEM Listing Committee granting the approval for the listing of, and the permission to deal in, the Rights Shares (including the Placing Shares);

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## LETTER FROM THE BOARD

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- (iii) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion; and
- (iv) the Placing Agreement not having been terminated in accordance with the provisions thereof.

The Placing Agents may, in their absolute discretion, waive the fulfillment of all or any or any part of the above conditions (other than those set out in paragraphs (i) and (ii) above) by notice in writing to the Company.

Completion:

Placing completion shall take place on Wednesday, 14 August 2024 or such other date as the Company and the Placing Agents may agree in writing.

The Placing Agents shall ensure that the Placing Shares are placed (i) only to institutional, corporate or individual investors who and whose ultimate beneficial owners shall be Independent Third Parties; (ii) such that no Placee shall become a substantial Shareholder immediately following the Placing; (iii) such that the Placing will not have any implication under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (iv) such that the Placing will not result in the Company incapable of complying with the Public Float Requirement under the GEM Listing Rules immediately following the Placing.

The Company will continue to comply with the Public Float Requirement under Rule 11.23(7) of the GEM Listing Rules and the Placing will not have any implication under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing. The engagement between the Company and the Placing Agents for the placing of the Placing Shares was determined after arm's length negotiations between the Placing Agents and the Company and is on normal commercial terms with reference to



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## LETTER FROM THE BOARD

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the market comparables, the existing financial position of the Group, the size of the Rights Issue, and the market conditions. The Board considers the terms of the Placing for the Placing Shares (including the commission payable) are on normal commercial terms.

Given that the Compensatory Arrangements would provide (i) a distribution channel of the Placing Shares; and (ii) a compensatory mechanism for No Action Shareholders and the Excluded Shareholders, the Board considers that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of the Company's minority shareholders.

### **Application for listing**

The Company will apply to the GEM Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue. The nil-paid and fully-paid Rights Shares shall have the same board lot size as the Shares, i.e. 10,000 Shares in one board lot, being the new board lot size after the Change in Board Lot Size takes effect. No part of the share capital of the Company is listed or dealt in or on which listing or permission to deal in is being or is proposed to be sought on any other stock exchange.

### **Eligibility for admission into CCASS**

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

### **Stamp duty and other applicable fees**

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy or any other applicable fees and charges in Hong Kong.

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## LETTER FROM THE BOARD

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### **Taxation**

Qualifying Shareholders are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for the Rights Shares, or about purchasing, holding or disposal of, or dealing in or exercising any rights in relation to the Shares or the Rights Shares, and similarly, the Excluded Shareholders as regards to their receipt of the net proceeds of sale of the Rights Shares otherwise falling to be issued to them under the Rights Issue under the laws of jurisdictions in which they are liable to taxation. It should be noted that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealing in or exercising any right in relation to the Shares or the Rights Shares.

### **Share certificates and refund cheques for the Rights Issue**

Subject to fulfilment of the conditions of the Rights Issue, (i) share certificates for all fully paid Rights Shares and (ii) refund cheques (if the Rights Issue does not proceed) are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Wednesday, 14 August 2024.

### **Conditions of the Rights Issue**

The Rights Issue is conditional upon:

- (i) the passing by the Shareholders (including the Independent Shareholders) at the EGM of the resolution to approve the Rights Issue by no later than the Prospectus Posting Date;
- (ii) the GEM Listing Committee granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, all the Rights Shares (in their nil-paid and fully-paid forms);
- (iii) the delivery to the Stock Exchange and the filing and registration with the Companies Registry in Hong Kong respectively one duly certified copy of each of the Prospectus and the PAL duly signed by two Directors (or by their agents duly authorized in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) in compliance with the Companies (WUMP) Ordinance and the GEM Listing Rules by no later than the Prospectus Posting Date;

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## LETTER FROM THE BOARD

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- (iv) the posting of the Prospectus Documents to Qualifying Shareholders and the posting of the Prospectus to the Excluded Shareholders for information purpose only by the Prospectus Posting Date; and
- (v) the Placing Agreement not being terminated.

The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions by the respective dates specified above. None of the above conditions can be waived. The completion date of the Rights Issue is expected to be Monday, 12 August 2024. As the Rights Issue is subject to the above conditions, it may or may not proceed.

As at the Latest Practicable Date, none of the conditions has been satisfied or fulfilled.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 9 July 2024 to Monday, 15 July 2024, both days inclusive, for determining to the Rights Issue. No transfer of Shares will be registered during the above book closure period.

### REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is an integrated multimedia advertising and marketing service provider based in Guangzhou, principally engaged in the provision of advertising and marketing solutions to brand customers. Services the Company provide include (i) traditional offline media, including out-of-home and indoor media platforms; (ii) online media, including web portals, e-commerce platforms and social seeding platforms; and (iii) integrated multimedia platforms, including creative design, public relations, campaigns and other services.

As disclosed in the annual report for the year ended 31 December 2023 (the “**2023 Annual Report**”), the Group’s revenue amounted to approximately RMB25.4 million for the year ended 31 December 2023, representing a decrease of 63.1% compared to approximately RMB69.0 million in 2022. The Group also recorded a loss of approximately RMB84.6 million in 2023 and as at 31 December 2023, the Group’s net current liabilities and total deficit amounted to approximately RMB14.3 million and RMB14.3 million, respectively. These conditions indicate the existence of material uncertainties that may cast significant doubt on the Group’s ability to continue as a going concern. As at 31 December 2023, the Group had cash and cash equivalents of merely RMB13.7 million. To ensure sufficiency of working capital requirements in the future, the Group has (i) a renewed banking facilities of RMB4.5 million which RMB3.0 million has been drawn down as at the Latest Practicable Date; (ii) net proceeds of approximately HK\$17.3 million (equivalent to approximately RMB15.8 million) from the placing of 36,000,000 shares completed in March 2024

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(the “2024 Placing”) which barely covered the net current liabilities and total deficit as at 31 December 2023; and (iii) the financial support provided by a substantial shareholder. Further, in line with industry norm, the Group’s operation is generally required to make prepayment to suppliers in order for the Group to negotiate and secure more favourable terms on pricing and resources. Additionally, to maintain sustainable and positive customer relationships, the Group has to proactively extend credit terms. Under the competitive environment, failing to offer better credit terms could result in clients seeking services from competitors offering better terms and potentially leading to the termination of their collaboration with the Group. As such, there are often time lags between making payments to our suppliers and receiving payments from our customers, which results in cash flow mismatch. Therefore, in order for the Group to undertake more sizeable projects, capture business opportunities and reduce the reliance on the substantial shareholder for financial support, it is essential for the Group to further improve its liquidity, financial position and, ultimately, profitability through the Rights Issue.

As at 30 April 2024, the Group’s unaudited cash and cash equivalents amounted to approximately RMB18.6 million. After the completion of Rights Issue, assuming a net proceeds of HK\$53.0 million (equivalent to approximately RMB48.2 million) will be raised, the cash level of the Group will increase to approximately RMB66.8 million.

In the coming 12 months, the estimate of the working capital requirement of the Group is set out below:

	<b>Approximate</b> <i>RMB’000</i>
Prepayments	1,000
Settlement of trade payables according to the contract terms	33,000
Salaries and commission	8,700
Rent, rates and management fee	1,400
Utilities expenses	360
General office and other expenses	2,200
	<hr/> 46,660
Settlement of trade receivables	<hr/> (30,000)
	<hr/> <hr/> 16,660

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As illustrated above, the Group has estimated the working capital requirement of approximately RMB46.7 million. Approximately RMB30.0 million will be funded by internally generated fund and shortfall of working capital of approximately RMB16.7 million will be largely funded by the proceeds from 2024 Placing and renewed banking facility. Accordingly, the Group needs additional funding to capture potential business opportunities as explained below.

Besides the Rights Issue, the Directors have considered other fundraising methods available to the Group, including debt financing such as bank borrowings, and other equity financing such as placing or subscription of new Shares or open offer. In respect of debt financing, the Group has approached not less than three commercial banks in the PRC since December 2023. However, due to (i) the latest business performance and financial position of the Group, particularly the consecutive loss-making performance of the Group recorded since 2022 and (ii) no material fixed assets held by the Group, the Group was only able to obtain banking facilities from one bank and rejected by the others. Even the Group was able to renew banking facilities of RMB4.5 million, the due diligence and negotiation process took around two months and the terms offered were less favourable. The loan is repayable in one year with an interest rate of 5% per annum and is secured by a pledge over the accounts receivable of the Group and guaranteed by one of the Directors. Also, the relatively small amount offered by a commercial bank is insufficient to meet the working capital requirement of the Group, including staff costs, trade payable and other operating expenses. Furthermore, the Group has to meet revenue requirement so that the loan can be fully drawn down. Therefore, the Directors are of the view that debt financing is time-consuming and not beneficial to the Company. In respect of equity financing, the Directors are of the view that placing or subscription of new Shares would dilute the shareholding of the existing Shareholders without giving the chance to the existing Shareholders to participate and it is relatively smaller in scale as compared to fund raising through a rights issue. In addition, the Company conducted placing of new Shares under general mandate on 31 January 2024 and such placing was completed on 15 March 2024, hence, the Company has utilised the entire general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 12 May 2023 to allot and issue new Shares. As for open offer, although it is similar to a rights issue in offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market unlike a rights issue, which would allow Shareholders to have more flexibility in dealing with the Shares and the nil-paid rights attaching thereto.

On the other hand, the Rights Issue is an offer to existing Shareholders to participate in the enlargement of the capital base of the Company and enables the Shareholders to maintain their proportionate interests in the Company and continue to participate in development of the Company in the future should they wish to do so. However, those Shareholders who do not participate in the Rights Issue to which they are entitled should note that their shareholding interest in the Company will be diluted.

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## LETTER FROM THE BOARD

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The Directors consider that, despite any potential dilution impact of the Rights Issue on the shareholding interests of the Shareholders, the Rights Issue to be fair and reasonable and in the interests of the Company and the Shareholders as a whole, after taking into account the following factors: (i) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the proposed Rights Issue are able to sell the nil-paid rights in the market; (ii) the proposed Rights Issue allows the Qualifying Shareholders an opportunity to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company at a relatively low price as compared to the historical market price of the Shares; and (iii) Rights Issue will allow the Group to strengthen its financial position and liquidity to support its business operation and development, without incurring additional debt financing cost.

Assuming full subscription under the Rights Issue, the expected gross proceeds of the Rights Issue will be up to approximately HK\$54.0 million (subject to the adjustment to the number of Rights Shares to be allotted and issued to them so as not to trigger an obligation to make a general offer under the Takeovers Code or result in the Company failing to comply with the Public Float Requirement (as the case may be)) and the relevant expenses would be approximately HK\$1.0 million (excluding the placing commission which is subject to the final number of Placing Shares). Accordingly, the net proceeds of Rights Issue will be up to approximately HK\$53.0 million.

The Company intends to apply the net proceeds from the Rights Issue in the follow manner:

- (i) approximately 37.50% (being approximately HK\$19.9 million) will be utilised by 31 December 2024 for the organisation and coordination of large and medium-scale events, exhibitions and forums for its potential clients in the business segment of PR, marketing campaigns and other services in which the Group is required to make prepayments to its suppliers;
- (ii) approximately 31.25% (being approximately HK\$16.6 million) will be utilised by 31 August 2025 for the provision of comprehensive new media operation services in the business segment of online media advertising services for various brand customers in the PRC which also involved prepayments for media costs, influencers and other operation costs. Together with (i) above, an aggregate of approximately 68.75% designated for funding new advertising and marketing projects, reflects a strategic decision aimed at driving the Group's expansion and seizing business opportunities. This allocation is grounded in the Group's imperative need for liquidity to support its growth objectives effectively;

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## LETTER FROM THE BOARD

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- (iii) approximately 12.50% (being approximately HK\$6.6 million) will be utilised by 31 August 2025 for the development of cross-border livestreaming shopping business in the business segment of online media advertising services by helping the Group's customers establish presence on suitable overseas platforms for exporting high-quality domestic products to Europe, America and countries along the Belt and Road Initiative. Additionally, the Group will also help to advertise and market these products online, driving traffic to boost their sales. This strategic initiative recognises the potential for market expansion and revenue diversification through the sale of high-quality domestic products, particularly amid worsening inflationary pressures in Europe and America and the growth of trade between the Belt and Road countries and China. The Group has been collaborating extensively with influencers in the new media space, many of whom are involved in livestreaming shopping businesses. Building upon these existing relationships, networks and the livestreaming business experience accumulated since 2021, the Group aims to capitalise on the growing trend of livestreaming commerce to expand its reach and revenue potential across borders;
- (iv) approximately 12.50% (being approximately HK\$6.6 million) will be utilised by 31 August 2025 for the strategic cooperation or merger and acquisition. The Group plans to seek merger and acquisition opportunities with companies operating in industries related to or complementing its online media advertising services, including developers and copyright owners of marketing platforms, companies possessing technologies beneficial to its customers' advertising and marketing strategies, and specialised and experienced new media operation companies. When evaluating potential targets, the Group prioritises those with a minimum of three years' operating history to ensure stability and experience, while also assessing financial performance (requiring no losses), the sustainability and stability of customer bases, and compatibility with the Group's existing advertising services. This allocation underscores the Group's flexibility and readiness to capitalise on emerging opportunities and synergies in the market. The decision on strategic cooperation or merger and acquisition will be contingent upon the performance of existing projects and the success of new business ventures. As at the Latest Practicable Date, no target companies have been identified and the Company has not entered into any arrangement, agreement, undertaking and negotiation (whether formal or informal; express or implied) for the acquisition of the business(es) and/or disposal of its existing business(es); and
- (v) approximately 6.25% (being approximately HK\$3.3 million) will be utilised by 31 August 2025 for general working capital. Such small portion is because the net proceeds from the 2024 Placing and the banking facility of RMB4.5 million will largely be used for general working capital.



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The Group has been engaging in organising and coordination of different types of marketing events for its clients since its establishment and has also been providing new media operation services for brand customers since 2020 and operating cross-border and livestreaming shopping business since 2021. The cross-border and livestreaming shopping business is closely tied to online advertising. With advancements in technology and the rise of new media, the Group has focused on leveraging new media platforms such as Xiaohongshu, Douyin, and Weixin Channel to enhance its clients' brand and product promotions. The Group aims to create a complete closed-loop promotion from brand awareness and marketing effectiveness to increased product sales and digital empowerment. In the realm of cross-border and livestreaming shopping, the Group supports its clients by creating engaging content and seeding it on new media platforms to drive traffic to influencers' livestreaming channels. This process involves managing influencer operations and strategic product promotion to boost live viewership and sales. By directing targeted traffic to these livestreams, the Group facilitates real-time interactions and immediate purchasing decisions, ensuring its clients' products reach and resonate with the right audiences.

The Group's decision to allocate a significant portion of the proceeds to online media advertising services and PR, marketing campaigns, and other services, rather than traditional offline media advertising services, is aligned with its business development plan as outlined in the annual report for the year ended 31 December 2022 (the "**2022 Annual Report**") and the 2023 Annual Report. Specifically, the 2022 Annual Report states, "In the face of the impact of the industry, such as the tilting of customers' marketing budgets towards performance-based advertising and the adverse impact of traditional media advertising and marketing services, the Group has firmly transited and continued to step into the Internet and other new form of marketing services business." The Group reiterated similar development plan in 2023 Annual Report, which stated "In view of the impact of the significant shift in customers' marketing budgets from traditional display advertisements in offline media to result-oriented advertisements, the Group has adhered to the direction of strategic restructuring and continued to build up the team's all-round marketing capabilities". Specifically, the Group has established a professional new media operation service team and provided new media operation services to a number of brand customers on platforms such as Xiaohongshu, Douyin and Weixin Channel and also actively developed business opportunities in creative design and has completed the business development of the co-construction of cultural and creative products, and the IP cross-border services.

Below set forth further rationale behind this allocation of proceeds among the business segments:

- (i) **Genuine Demand for Online Advertising and Marketing Events Organisation:** There is an increasing demand from the Group's customers for various new media in the realm of online media advertising services; and marketing events organisations categorised under the PR, marketing campaigns and other services. The Group has secured numerous



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## LETTER FROM THE BOARD

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framework agreements with brand customers directly for different online media advertising services and marketing events organisation. For online media advertising services, the Group has entered into four framework agreements with two brand companies listed on the Shenzhen Stock Exchange and two other direct brand customers in the first quarter of 2024 with contract periods ranging from one month to 14 months. Under these agreements, the Group will provide various online media services, including collaboration with influencers on platforms such as Xiaohongshu, Douyin, and Weixin Channel for seeding services. The Company will be responsible for account screening, influencer identification, communication, liaison, execution, follow-up, and completion review. Additionally, the Group will offer comprehensive new media operation services, which include the operation of new media accounts, production and promotion of influencer livestreaming, and short-video content marketing to drive traffic. Save for two framework agreements which entailed progress payments, all other framework agreements stipulated that payments will be made to the Company after the work is completed. Based on discussions with these potential clients, it is estimated that prepayments of RMB26 million will be required for the provision of online media advertising services. Given that the Company could only receive payment after the work is completed, all costs must be prepaid by the Group before receiving any payment from these potential clients. For marketing event organisation, the Group has entered into five annual framework agreements with direct brand customers in November and December 2023. These framework agreements cover the planning and execution of marketing and product promotion events, including overall execution planning, guidance and assistance for activity implementation, design and production of on-site event materials, and on-site event photography services. It is stipulated in the framework agreements that payment will be made to the Company upon completion of the events. Based on the scope of work stated in the framework agreements, the Group's previous experience and discussion with these potential clients, the Company estimated that prepayments of RMB49.0 million will be required under these framework agreements. As with the online media services, all costs for marketing events must be prepaid before receiving payment from these potential clients. The payment terms under these framework agreements are in line with the industry norm which is negotiated on a project-by-project basis. Based on the negotiation with clients, the Group may offer better terms such as no deposit in accordance with the needs, internal policy and requirement of the clients in order to attract potential clients, maintain the Group's competitiveness and retain business relationship with the clients. Although these framework agreements are legally-binding, they primarily reflect an intention to cooperate and do not include binding commitments on specific contract amounts or guarantee the placement of actual orders. In confirming specific services required by the potential clients, individual orders or agreements will subsequently be issued or executed between the Group and the potential clients. As at the Latest Practicable Date,

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## LETTER FROM THE BOARD

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the Group has already entered into individual sales contracts with or accepted service orders from the clients pursuant to three framework agreements for online media advertising services and two framework agreements for marketing event organisation. The Company anticipates commencing business with other potential clients under the one framework agreement for online media advertising services and the three framework agreements for marketing event organisation after the completion of the Rights Issue, which will provide it with additional financial resources to undertake these services. The Company intends to finance the prepayment amounts for these framework agreements using proceeds from the Rights Issue and internally generated funds. If the Company does not have sufficient financial resources to finance these prepayments, it may be forced not to accept service orders from these potential clients. Therefore, having sufficient financial resources enables the Group to leverage its existing framework agreements and maximise the conversion of these potential opportunities into actual revenue. This approach not only meets the current demands of the Group's customers but also positions the Group to capitalise on future growth opportunities in the digital advertising space.

Prior to entering agreements with clients, the sales and marketing and media operation departments of the Group will conduct a preliminary evaluation to assess the creditworthiness of the clients. The evaluation procedures include conducting research on the clients' background, enquiring financial data from the clients, conducting site visit and evaluating current business operations, understanding market reputation and creditability through industry peers. Furthermore, for the existing clients, the Group will evaluate its past business relationships with them and their track records as factors to continue to maintain business relationship.

Based on the above procedures and having considered (i) among the potential clients, two of them are PRC listed companies, one of them is a subsidiary of PRC listed company and one of them is a related company of Hong Kong listed company; (ii) the contract sum of individual sales contracts or service orders accounted for small or insignificant portion of registered capital or cash level of the potential clients; and (iii) majority of the potential clients have been established for more than three years, the Directors consider the credit risk of the potential clients pursuant to these framework agreements is relatively low.

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## LETTER FROM THE BOARD

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The Group has adopted a series of internal control measures to minimise credit risk exposure arising from the Group's clients including:

1. sales and marketing and media operation departments will conduct a preliminary evaluation to assess the creditworthiness of the Group's clients with reference to a number of factors, including their corporate background, reputation, industry performance and background of ultimate advertisers. Credit period in respect of each client will be assigned after the Group's management approval;
  2. finance department of the Group is responsible for closely monitoring the aging and recoverability of trade receivables on a monthly basis;
  3. when settlement is received from clients, the finance department would reconcile the amount received with the relevant invoices being settled;
  4. when overdue payment is identified, the finance department will notify the Group's management and media operation department to contact relevant clients immediately to understand the settlement status. The media operation department will closely monitor the collection of outstanding receivables by taking various follow-up actions such as telephone calls, sending payment reminders, and visiting clients;
  5. in order to ensure adequate provisions for impairment loss are made for irrecoverable amounts, the finance department maintains close communication with media operation department to understand the settlement status. The finance department will assess the risk level involved based on the relevant client's payment history, length of relationship and financial position; and
  6. if the Group is unable to contact the clients or is aware of indicators in clients' inability to settle such payments after repeated reminders, the Group will suspend provision of services to such clients and may initiate legal action against the defaulted clients with the approval from the executive Directors and/or chief executive officer of the Group.
- (ii) Market Projections: According to the projections of the Miaozen Academy of Marketing Science, mobile Internet advertising continues to be the main trend of marketing, with 70% of advertisers planning to increase their expenditures on mobile Internet advertising, which includes advertising on social media, video advertising, and

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## LETTER FROM THE BOARD

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live-streaming advertising. These projections underscore the importance of focusing the Group's resources on these high-growth areas to maximise return on investment and align with industry trends.

- (iii) Strategic Adjustment in Traditional OOH Media Advertising: While the Group continues to solidify its presence in traditional Out-of-Home (OOH) media advertising, as stated in the 2022 Annual Report and 2023 Annual Report, there have been changes in the Group's revenue model. Previously, the Group paid upfront fees to obtain exclusive rights to use certain outdoor advertising resources and spaces before identifying the client's needs. Subsequently, the Group searched for clients to utilise these resources to generate income, with the expectation that the generated revenue would cover its upfront costs. Due to the adverse impact of the COVID-19 pandemic on traditional advertising resources, the Group decided to reduce the upfront investment in traditional advertising resources and instead invest when specific orders or budgetary requirements from clients are obtained. Despite this strategic shift, traditional OOH media advertising remains a principal segment for the Group. The Group has also entered into framework agreements with brand owners for traditional OOH media advertising; however, the Group does not require pre-investment or prepayment beforehand. Therefore, no proceeds were allocated to this segment.

While traditional advertising remains one of the cornerstones of the Group's business, it is strategically investing in online advertising and new media platforms to meet evolving client needs and stay competitive in the industry. This decision reflects the industry trend favoring performance-based advertising methods. By broadening the Group's service offerings in these areas, the Group aims to drive sustainable growth while maintaining its traditional advertising strengths.

The Company has an imminent funding need to conduct the Rights Issue, given its business development plan and intended use of proceeds. The nature of the Group's business requires sufficient financial resources to effectively serve its clients and generate revenue from the established framework agreements. Due to the existing customer demand, there is an urgent need for additional funding to meet these demands and capitalise on the opportunities presented.

As demonstrated above, the proceeds from 2024 Placing, the renewed banking facility of RMB4.5 million and cash generated from operations will be mainly used for general working capital and the proceeds from the Rights Issue will be used to drive business expansion. Therefore, the Group will have sufficient working capital for the next 12 months after the completion of the Rights Issue.

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## LETTER FROM THE BOARD

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By expanding existing business and capturing business opportunities, the Group seeks to position itself for sustained growth and value creation. These allocations reflect a balanced approach that balances immediate business needs with long-term strategic objectives, thereby enhancing shareholder value and securing the Group's competitive position in the market. Based on the above, the Directors are of the view that the allocation above is fair and reasonable and in the interest of the Company and its shareholders as a whole.

Given that the Rights Issue will be on a non-underwritten basis, in the event that the Rights Issue is undersubscribed and the Placing Shares are not fully placed, the net proceeds will be reduced and utilised on a pro rata basis as set out above. Nevertheless, in the event that there is any shortfall in net proceeds from the Rights Issue, the Company will further evaluate the available options and consider to finance the shortfall by other means of financing, including but not limited to debt financing or equity fund raising such as placing of new shares, as and when appropriate. However, considering the challenges previously faced by the Group in obtaining financing, if the Group exhausts other means of financing, adverse consequences such as being forced to abandon existing business opportunities and reducing cooperation with clients with whom cooperation agreements have been established may occur.

## LETTER FROM THE BOARD

### SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue, assuming full subscription under the Rights Issue; and (iii) immediately after completion of the Rights Issue, assuming nil acceptance by the Qualifying Shareholders and all the Placing Shares have been placed by the Placing Agents:

Shareholders	As at the Latest Practicable Date		Immediately after completion of Rights Issue			
			Assuming full subscription under the Rights Issue		Assuming nil acceptance by the Qualifying Shareholders and all the Placing Shares have been placed by the Placing Agents	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shining Icon (BVI) Limited (Note 1)	45,000,000	20.83	90,000,000	20.83	45,000,000	10.42
Capital Realm Financial Holdings Group Limited (Note 2)	42,750,000	19.79	85,500,000	19.79	42,750,000	9.90
Focus Wonder Limited (Note 3)	33,750,000	15.63	67,500,000	15.63	33,750,000	7.81
China Hui Shang Enterpriser Association	20,000,000	9.26	40,000,000	9.26	20,000,000	4.63
International Group Limited (Note 4)						
Master Connection Limited (Note 5)	13,500,000	6.25	27,000,000	6.25	13,500,000	3.13
Placee(s) (Note 6)	—	—	—	—	216,000,000	50.00
Other public Shareholders	61,000,000	28.24	122,000,000	28.24	61,000,000	14.11
<b>Total</b>	<b>216,000,000</b>	<b>100.00</b>	<b>432,000,000</b>	<b>100.00</b>	<b>432,000,000</b>	<b>100.00</b>

*Notes:*

1. Shining Icon (BVI) Limited is wholly owned by Mr. Chow Eric Tse To.
2. Capital Realm Financial Holdings Group Limited is listed on the Stock Exchange (stock code: 204).
3. Focus Wonder Limited is wholly-owned by Ms. Cai Xiaoshan, a former executive Director of the Company.
4. China Hui Shang Enterpriser Association International Group Limited is one of the shareholders of Capital Realm Financial Holdings Group Limited which holds 6.47 % of issued shares of Capital Realm Financial Holdings Group Limited, and is wholly owned by Zhang Qiaoyun.
5. Master Connection Limited is wholly-owned by Mr. Lau Tung Hei Derek, a former executive Director of the Company.

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## LETTER FROM THE BOARD

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6. As the Placing Agents shall ensure that none of the individual Placees will become a substantial Shareholder immediately after completion of the Placing, the Placing Shares will form part of the public float of the Company. The Company would ensure that it has sufficient public float under GEM Rule 11.23(7) upon completion of the Rights Issue.
7. The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

### FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS

The Company has conducted the following equity fund raising activities in the past twelve months immediately prior to the Latest Practicable Date:

Date of announcement	Completion date	Fund raising	Net proceeds raised	Intended use of proceeds	Actual use of proceeds
31 January 2024	15 March 2024	Placing of 36,000,000 new shares at the placing price of HK\$0.488 per placing share under general mandate	Approximately HK\$17.27 million	For general working capital of the Group	Approximately RMB1.0 million has been utilised as at the Latest Practicable Date.  The remaining unutilised proceeds will be utilised according to the intentions and is expected to be fully utilised by March 2025.

Save as disclosed above, the Company did not conduct any equity fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### RISK FACTORS

The Directors recognise that the principal risks, challenges and uncertainties faced by the Group include:

- (i) the Group may not be able to retain or renew the existing supply of advertising resources or obtain new advertising resources for the customers, which may lead to loss of customers and businesses;
- (ii) the expansion from traditional advertising to online advertising may face tremendous competition;
- (iii) the customers may delay the settlement of the accounts receivable, which may result in a certain credit risk;
- (iv) the customers may decrease its advertising budget due to the economy slow-down; and
- (v) the resignation of key persons.

### CHANGE IN BOARD LOT SIZE

As set out in the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited, it is requested that the value of each board lot shall be no less than HK\$2,000. In order to increase the value of each board lot of the Shares, as well as to reduce transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes that the board lot size of the Shares for trading on the Stock Exchange will be changed from 2,000 Shares to 10,000 Shares with effect from 9:00 a.m. on Thursday, 15 August 2024. The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders. The Board is of the opinion that the Change in Board Lot Size is in the interests of the Company and its Shareholders as a whole.

Based on the closing price of HK\$0.395 per Share on the Last Trading Day as quoted on the Stock Exchange, the market value of each existing board lot of the Shares is HK\$790 and the theoretical market value of each proposed new board lot of the Shares (assuming the Change in Board Lot Size had already been effective) is HK\$3,950.

To alleviate the difficulties in trading odd lots of the Shares arising from the change in board lot size of the Shares, the Company has appointed Cheong Lee Securities Limited as agent to provide matching services, on a best effort basis, to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on Thursday, 15 August



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## LETTER FROM THE BOARD

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2024 to 4:00 p.m. on Wednesday, 4 September 2024 (both days inclusive). Any Shareholder who wishes to use this matching service should contact Ms. Linda Yu of the Cheong Lee Securities Limited at Unit B, 16/F., Bank of East Asia Harbour View Center, 56 Gloucester Road, Wanchai, Hong Kong or at telephone number (852) 3426 6338 during office hours of such period. Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. The Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

### GEM LISTING RULES IMPLICATIONS

#### Rights Issue

In accordance with Rule 10.29(1) of the GEM Listing Rules, as the Rights Issue will increase the total number of issued Shares by more than 50%, the Rights Issue is conditional upon the Independent Shareholders' approval at the EGM, and any controlling Shareholder(s) (as defined under the GEM Listing Rules) and their respective associates, or where there is no controlling Shareholder, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) in relation to the Rights Issue at the EGM.

As at the Latest Practicable Date, the Company has no controlling Shareholder. As at the Latest Practicable Date, Mr. Chow Eric Tse To, being an executive Director and a substantial Shareholder, holds 45,000,000 Shares indirectly through his shareholding in Shining Icon (BVI) Limited. Accordingly, Mr. Chow Eric Tse To and Shining Icon (BVI) Limited shall abstain from voting in favour of the proposed resolution approving the Rights Issue at the EGM. As at the Latest Practicable Date, save for Mr. Chow Eric Tse To and Shining Icon (BVI) Limited, none of the Directors or chief executives of the Company and their respective associate(s) had any interest in the Shares, thus no Shareholder (except as disclosed above) would abstain from voting in favour of the proposed resolution approving the Rights Issue at the EGM.

The Company has not conducted any rights issue, open offer or specific mandate placings within the 12-month period immediately preceding the Latest Practicable Date, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities as part of any rights issue, open offer and/or specific mandate placings within such 12-month period.

The Rights Issue will not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company has no intention (i) to carry out any corporate actions in the next 12 months which may have an effect of offsetting the intention / effect of the change in board lot size; and (ii) to conduct further fundraising activities in the next 12 months after the completion of the Rights Issue.

### **WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES**

**Shareholders and potential investors of the Company should note that the Rights Issue is subject to fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Any dealing in the Shares from the Latest Practicable Date up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholder dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders or other persons contemplating any dealing in the Shares and/or Rights Shares in their nil-paid form are recommended to consult their professional advisers.**

**The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.**

### **EGM**

A notice convening the EGM to be held at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, the PRC on Wednesday, 3 July 2024 at 10:00 a.m. at which ordinary resolutions will be proposed to consider and approve the Rights Issue is set out on pages EGM-1 to EGM-3 of this circular. All the resolutions to be proposed at the EGM will be taken by poll and an announcement on the results of the EGM will be made by the Company after the EGM.

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon in any event no later than Monday, 1 July 2024 at 10:00 a.m. (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 26 June 2024 to Wednesday, 3 July 2024 (both days inclusive) for determining the entitlement for attendance and voting at the EGM. No transfer of Shares will be registered during the above book closure periods.

### RECOMMENDATION

The Independent Board Committee comprising all the independent non-executive Directors, namely Ms. Tam Hon Shan Celia, Mr. Tian Tao and Mr. Liu Lihan, has been established to advise the Independent Shareholders as to whether the terms of the Rights Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote at the EGM. Ballas Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Rights Issue are fair and reasonable.

Your attention is drawn to the letter from the Independent Board Committee set out on pages 37 to 38 of this circular which contains its recommendation to the Independent Shareholders in relation to the Rights Issue, and the letter from the Independent Financial Adviser set out on pages 39 to 68 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders.

The Directors (including the independent non-executive Directors whose views are expressed in the letter from the Independent Board Committee) consider that the terms of the Rights Issue and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors whose views are expressed in the letter from the Independent Board Committee) recommend the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the EGM.

### ADDITIONAL INFORMATION

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

Yours faithfully,  
For and on behalf of the Board  
**Icon Culture Global Company Limited**  
**Chow Eric Tse To**  
*Chairman and Executive Director*

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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*The following is the text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholder in respect of the Rights Issue.*

**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)**

17 June 2024

*To the Independent Shareholders*

Dear Sir or Madam,

**PROPOSED RIGHTS ISSUE ON BASIS OF ONE (1) RIGHTS SHARE  
FOR EVERY ONE (1) EXISTING SHARE HELD ON RECORD DATE**

We refer to the circular of the Company dated 17 June 2024 (“**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms defined in the Circular shall have the same meanings when used in this letter.

We have been appointed by the Board as the members of the Independent Board Committee, to advise the Independent Shareholders as to whether the terms of the Rights Issue are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole.

The Independent Financial Adviser has been appointed to advise us and Independent Shareholders in respect of the terms of the Rights Issue.

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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Having considered the terms of the Rights Issue and the advice of the Independent Financial Adviser, we are of the opinion that the terms of the Rights Issue are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Rights Issue.

Yours faithfully,  
For and on behalf of  
the Independent Board Committee  
**Icon Culture Global Company Limited**

**Ms. Tam Hon Shan Celia**

**Mr. Tian Tao**

**Mr. Liu Lihan**

*Independent non-executive Directors*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*The following is the full text of the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, and prepared for the purpose of incorporation into this circular.*



5/F, Capital Centre  
151 Gloucester Road  
Wanchai  
Hong Kong

17 June 2024

*To the Independent Board Committee and  
the Independent Shareholders*

Dear Sir or Madam,

### **PROPOSED RIGHTS ISSUE ON BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE**

#### **INTRODUCTION**

We refer to our engagement (the “**Engagement**”) as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, particulars of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company to the Shareholders dated 17 June 2024 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

As set out in the Letter from the Board, on 29 May 2024, the Company announced the Rights Issue and the Placing Agreement. The Company proposed to raise approximately HK\$54.0 million before expenses by way of the Rights Issue. The Rights Issue will involve the issue of up to 216,000,000 Rights Shares at the Subscription Price of HK\$0.25 per Rights Share (assuming no change in the number of Shares in issue on or before the Record Date) on the basis of one (1) Rights Share for every one (1) existing Share held by the Qualifying Shares at the close of

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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business on the Record Date. Assuming full subscription under the Rights Issue, the net proceeds from the Rights Issue after deducting the estimated expenses of approximately HK\$1.0 million is expected to be approximately HK\$53.0 million. The Company intends to apply the net proceeds from the Rights Issue as to (i) approximately 37.50% (being approximately HK\$19.9 million) for the organisation and coordination of large and medium-scale events for its clients in which the Group is required to make prepayments to its suppliers; (ii) approximately 31.25% (being approximately HK\$16.6 million) for the provision of comprehensive new media operation services for various brand customers in the PRC which also involved prepayments for media costs; (iii) approximately 12.50% (being approximately HK\$6.6 million) for the development of cross-border livestreaming shopping business by establishing a platform for exporting high-quality domestic products to Europe, America and countries along the Belt and Road Initiative; (iv) approximately 12.50% (being approximately HK\$6.6 million) for the strategic cooperation or merger and acquisition; and (v) approximately 6.25% (being approximately HK\$3.3 million) for general working capital.

As set out in the Letter from the Board, on 29 May 2024 (after trading hours), the Company entered into the Placing Agreement with Cheong Lee Securities Limited and Ruisen Port Securities Limited, being the Placing Agents, pursuant to which the Placing Agents have conditionally agreed as agents of the Company (either by themselves or through their sub-placing agents) to procure independent Placees, on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares. For details of the major terms and conditions of the Placing Agreement, please refer to the section headed “The Placing Agreement” in the Letter from the Board.

In accordance with Rule 10.29(1) of the GEM Listing Rules, as the Rights Issue will increase the total number of issued Shares by more than 50%, the Rights Issue is conditional upon the Independent Shareholders’ approval at the EGM.

The Company has not conducted any rights issue, open offer or specific mandate placings within the 12-month period immediately preceding the Latest Practicable Date, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities as part of any rights issue, open offer and/or specific mandate placings within such 12-month period.

The Rights Issue will not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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The Independent Board Committee comprising all the independent non-executive Directors, being namely Ms. Tam Hon Shan Celia, Mr. Tian Tao and Mr. Liu Lihan, has been established to provide recommendations to the Independent Shareholders in connection with the Rights Issue (including the Placing Agreement).

### INDEPENDENCE DECLARATION

We are not associated or connected with the Company, its respective core connected persons or associates. During the past two years immediately preceding and up to the date of our appointment as the independent financial adviser for the Rights Issue, save for the Engagement, we did not have any relationship with or interests in the Company, its respective core connected persons or associates that could be reasonably regarded as a hindrance to Ballas Capital Limited's independence as defined under Rule 17.96 of the GEM Listing Rules to act as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue. Accordingly, we consider we are eligible to give independent advice on the Rights Issue.

### BASIS OF OUR OPINION

In formulating our recommendation, we have relied on the information and facts contained or referred to in the Circular as well as the representations made or provided by the Directors and the senior management of the Company.

The Directors have declared in the Circular that they collectively and individually accept full responsibility for the accuracy of the information contained in the Circular and that there are no other matters the omission of which would make any statement in the Circular misleading. We have also assumed that the information and the representations made by the Directors as contained or referred to in the Circular were true and accurate at the time they were made and continue to be so up to the date of the EGM. We have reviewed the published information on the Company, including its annual reports for the years ended 31 December 2021, 2022 and 2023 (collectively, the “**Annual Reports**”) and the Announcement. We have also reviewed the trading performance of the Shares on the Stock Exchange, the framework agreements entered into between the Company and its potential customers, and the breakdown of estimated costs related to the development of cross-border livestreaming shopping business. We have sought and received confirmation from the Company that all material relevant information has been supplied to us, and no material facts have been omitted from the information supplied and opinions expressed to us. We have also been advised by the Directors and believe that no material facts have been omitted from the Circular. Based on the aforesaid, we have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and the senior management of the Company.



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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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We consider that we have reviewed sufficient information to reach an informed view, to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our recommendation. We have not, however, conducted an independent verification of the information nor have we conducted any form of in-depth investigation into the businesses and affairs or the prospects of the Company, or any of their respective subsidiaries or associates.

### PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and advice to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, we have considered the following principal factors and reasons:

#### A. Information on the Group

The Group is an integrated multimedia advertising and marketing service provider based in Guangzhou, principally engaged in the provision of advertising and marketing solutions to brand customers. Services the Company provide include (i) traditional offline media, including out-of-home and indoor media platforms; (ii) online media, including web portals, e-commerce platforms and social seeding platforms; and (iii) integrated multimedia platforms, including creative design, public relations, campaigns and other services.

Set out below is a summary of the audited consolidated financial performance of the Group for the Annual Reports.

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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	For the year ended 31 December 2021 ("FY2021") <i>RMB'000</i> (audited)	For the year ended 31 December 2022 ("FY2022") <i>RMB'000</i> (restated)	For the year ended 31 December 2023 ("FY2023") <i>RMB'000</i> (audited)
Revenue			
— Traditional offline media advertising services	136,856	60,850	16,915
— Online media advertising services	31,156	4,317	5,601
— Other services	7,348	3,802	2,908
<b>Total revenue</b>	<b>175,360</b>	<b>68,969</b>	<b>25,424</b>
Cost of sales	(144,792)	(73,468)	(21,260)
<b>Gross profit/(Loss)</b>	<b>30,568</b>	<b>(4,499)</b>	<b>4,164</b>
Other income	3,572	663	588
Other net loss	(4)	(10)	(378)
Selling expenses	(10,268)	(4,231)	(4,321)
Administrative expenses	(15,805)	(10,883)	(8,600)
Impairment losses on property, plant and equipment	—	—	(226)
Impairment losses on right-of-use assets	—	—	(918)
Impairment of prepayments to suppliers	—	—	(4,254)
Impairment losses on trade and other receivables under the expected credit loss model, net of reversal	—	(26,721)	(62,955)
Finance costs	(443)	(870)	(885)
<b>Profit/(Loss) before taxation</b>	<b>7,620</b>	<b>(46,551)</b>	<b>(77,785)</b>
Income tax	(2,749)	7,363	(6,862)
<b>Profit/(Loss) for the year</b>	<b>4,871</b>	<b>(39,188)</b>	<b>(84,647)</b>

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### *Comparison of historical results between years for material items*

#### *FY2021 and FY2022*

The Group's revenue decreased by approximately RMB106.4 million, or approximately 60.7%, from approximately RMB175.4 million for FY2021 to approximately RMB69.0 million for FY2022. Revenue from traditional offline media advertising services in FY2022 decreased by approximately 55.5% to approximately RMB60.9 million as compared to FY2021; revenue from online media advertising services decreased by approximately RMB26.8 million to approximately RMB4.3 million, representing a decrease by approximately 86.1% as compared to FY2021; and revenue in other services decreased by approximately RMB3.5 million from approximately RMB7.3 million in FY2021 to approximately RMB3.8 million in FY2022. The Group recorded gross loss of approximately RMB4.5 million for FY2022 as compared to gross profit of approximately RMB30.6 million for FY2021, which was mainly due to (i) decrease in the revenue generated from traditional offline media advertising services which had higher profit margin as some of the customers who were affected by the COVID-19 pandemic had substantially reduced their traditional offline media advertising budget; and (ii) increase in staff costs, short-video production costs and rental expense as the Group continued to expand the service capabilities for live-streaming E-commerce business since the fourth quarter of FY2021.

The Group recorded profit of approximately RMB4.9 million for the FY2021 while the Group recorded net loss of approximately RMB39.2 million for FY2022. According to the Annual Reports, the net loss for FY2022 was mainly attributable to (i) the decrease in service revenue from traditional offline media advertising with higher gross profit margin during the year, in particular, certain major customers significantly reduced their advertising budget in traditional offline media due to the impact of COVID-19 in the PRC; (ii) increased provision of credit loss allowance as the Group expected slow collection in trade receivables; and (iii) as the Group continued to build up and maintain its service capabilities in live-streaming E-commerce business, the operation costs increased correspondingly.

#### *FY2022 and FY2023*

The Group's revenue decreased by approximately RMB43.5 million, or approximately 63.1%, from approximately RMB69.0 million for FY2022 to approximately RMB25.4 million for FY2023. Revenue from traditional offline media advertising services in FY2023 decreased by approximately 72.2% to approximately RMB17.0 million as compared to FY2022. According to the Annual Reports, such decrease was mainly due to a majority of brand customers cutting their marketing budget during the year amid the development of macro-economic slowed down. The Group's gross profit amounted to approximately RMB4.2 million for FY2023 while it recorded a gross loss of

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approximately RMB4.5 million for FY2022. As noted from the Annual Reports, such improvement was mainly due to: (i) the improvement on project external procurement cost control; and (ii) reduction in staff cost as result of the Company's organisational structure optimisation.

The Group's impairment losses on trade and other receivables recorded a significant increase from approximately RMB26.7 million for FY2022 to approximately RMB63.0 million for FY2023. As stated in the Annual Reports, such increase was due to the expected slow collection in trade receivables.

As a result of the above, the Group recorded a net loss of approximately RMB84.6 million for FY2023 as compared to a net loss of approximately RMB39.2 million for FY2022. The increase in net loss was mainly because of the increased provision of credit loss allowance.

### *Financial position of the Group*

Set out below is a summary of the financial position of the Group as at 31 December 2023 as extracted from the Annual Reports.

	<b>As at 31 December 2023</b> <i>RMB'000</i> (audited)
Non-current assets	0
Current assets	26,280
<b>Total assets</b>	<b>26,280</b>
Current liabilities	40,583
Non-current liabilities	0
<b>Total liabilities</b>	<b>40,583</b>
<b>Net current (liabilities)</b>	<b>(14,303)</b>
<b>Net (liabilities)</b>	<b>(14,303)</b>

As at 31 December 2023, total assets of the Group amounted to approximately RMB26.3 million, which mainly comprised (i) trade receivables of approximately RMB11.2 million; and (ii) cash and cash equivalents of approximately RMB13.7 million.

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As at 31 December 2023, total liabilities of the Group amounted to approximately RMB40.6 million, which mainly comprised (i) trade and other payables of approximately RMB19.3 million; and (ii) contract liabilities of approximately RMB12.5 million.

As at 31 December 2023, the Group recorded net liabilities of approximately RMB14.3 million.

As set out above, the Company has been loss making during the past two financial years and recorded net liabilities as at 31 December 2023. As stated in the Letter from the Board, to ensure sufficiency of working capital requirements in the future, the Group has (i) a renewed banking facilities of RMB4.5 million which RMB3.0 million has been drawn down as at the Latest Practicable Date; (ii) net proceeds of approximately HK\$17.3 million (equivalent to approximately RMB15.8 million) from the 2024 Placing of 36,000,000 shares completed in March 2024 which barely covered the net current liabilities and total deficit as at 31 December 2023; and (iii) the financial support provided by a substantial shareholder.

### **B. Reasons for the Rights Issue and proposed use of net proceeds**

As set out in the Letter from the Board, assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue, the expected gross proceeds of the Rights Issue (on a fully subscribed basis) will be up to approximately HK\$54.0 million and the relevant expenses would be approximately HK\$1.0 million (excluding the placing commission which is subject to the final number of Placing Shares). Accordingly, the net proceeds of Rights Issue will be up to approximately HK\$53.0 million. The Company intends to apply the net proceeds from the Rights Issue in the following manner:

- (i) approximately 37.50% (being approximately HK\$19.9 million) will be utilised by 31 December 2024 for the organisation and coordination of large and medium-scale events, exhibitions and forums for its potential clients in the business segment of PR, marketing campaigns and other services in which the Group is required to make prepayments to its suppliers;
- (ii) approximately 31.25% (being approximately HK\$16.6 million) will be utilised by 31 August 2025 for the provision of comprehensive new media operation services in the business segment of online media advertising services for various brand customers in the PRC which also involved prepayments for media costs, influencers and other operation costs. Together with (i) above, an aggregate of approximately 68.75% designated for funding new advertising and marketing projects, reflects a strategic

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decision aimed at driving the Group's expansion and seizing business opportunities. This allocation is grounded in the Group's imperative need for liquidity to support its growth objectives effectively;

- (iii) approximately 12.50% (being approximately HK\$6.6 million) will be utilised by 31 August 2025 for the development of cross-border livestreaming shopping business in the business segment of online media advertising services by helping the Group's customers establish presence on suitable overseas platforms for exporting high-quality domestic products to Europe, America and countries along the Belt and Road Initiative. Additionally, the Group will also help to advertise and market these products online, driving traffic to boost their sales. This strategic initiative recognizes the potential for market expansion and revenue diversification through the sale of high-quality domestic products, particularly amid worsening inflationary pressures in Europe and America and the growth of trade between the Belt and Road countries and China. The Group has been collaborating extensively with influencers in the new media space, many of whom are involved in livestreaming shopping businesses. Building upon these existing relationships, networks, and the livestreaming business experience accumulated since 2021, the Group aims to capitalise on the growing trend of livestreaming commerce to expand its reach and revenue potential across borders;
- (iv) approximately 12.50% (being approximately HK\$6.6 million) will be utilised by 31 August 2025 for the strategic cooperation or merger and acquisition. The Group plans to seek merger and acquisition opportunities with companies operating in industries related to or complementing its online media advertising services, including developers and copyright owners of marketing platforms, companies possessing technologies beneficial to its customers' advertising and marketing strategies, and specialised and experienced new media operation companies. When evaluating potential targets, the Group prioritises those with a minimum of three years' operating history to ensure stability and experience, while also assessing financial performance (requiring no losses), the sustainability and stability of customer bases, and compatibility with the Group's existing advertising services. This allocation underscores the Group's flexibility and readiness to capitalise on emerging opportunities and synergies in the market. The decision on strategic cooperation or merger and acquisition will be contingent upon the performance of existing projects and the success of new business ventures. As at the Latest Practicable Date, no target companies have been identified and the Company has not entered into any arrangement, agreement, undertaking and negotiation (whether formal or informal; express or implied) for the acquisition of the business(es) and/or disposal of its existing business(es); and

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- (v) approximately 6.25% (being approximately HK\$3.3 million) will be utilised by 31 August 2025 for general working capital. Such small portion is because the net proceeds from the 2024 Placing and the banking facility of RMB4.5 million will largely be used for general working capital.

In respect of the net proceeds of up to approximately HK\$19.9 million to be allocated to the organisation and coordination of large and medium-scale events, exhibitions and forums for its potential clients in which the Group is required to make prepayments to its suppliers, we noted that the Company has entered into annual framework agreements with five potential direct brand customers. As stated in the Letter from the Board, these framework agreements were entered into during November and December 2023, and cover the planning and execution of marketing and product promotion events, including overall execution planning, guidance and assistance for activity implementation, design and production of on-site event materials, and on-site event photography services. It is stipulated in the framework agreements that payment shall be made to the Company upon completion of provision of services. Based on the scope of work stated in the framework agreements and the Group's previous experience and discussion with these potential clients, the Company estimated that the aggregate amount of prepayments under these framework agreements is around RMB49 million. We have reviewed the framework agreements and noted that although they are legally-binding, they primarily reflect an intention to cooperate, they do not include binding commitments on specific contract amounts (if any) or guarantee the placement of actual orders. According to the Letter from the Board, the Company intends to finance the prepayment amounts for these framework agreements, if service orders are placed by the potential customers, using proceeds from the Rights Issue and internally generated funds. If the Company does not have sufficient financial resources to finance these prepayments, it may be forced not to accept service orders from customers. Please refer to the Letter from the Board for details of the services order received or services contracts entered into by the Group pursuant to the framework agreements as at the Latest Practicable Date.

In respect of the net proceeds of up to approximately HK\$16.6 million to be allocated to the provision of comprehensive new media operation services which also involved prepayments for media costs, influencers and other operation costs, we noted that the Company has entered into framework agreements with four potential customers in the first quarter of 2024. As stated in the Letter from the Board, the four potential clients represent two brand companies listed on the Shenzhen Stock Exchange and two other direct brand customers for online media advertising services, and the term of the framework agreements ranges from one month to 14 months. Under each of these framework agreements, the Group will provide different types of online media services, such as (i) collaboration with influencers on platforms such as Xiaohongshu, Douyin, and Weixin Channel for seeding services; (ii) account screening, influencer identification, communication, liaison, execution, follow-up, and completion review; (iii) comprehensive new media operation services, which include the operation of new media accounts, production and

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promotion of influencer livestreaming, and short-video content marketing to drive traffic. Save for two framework agreements which entailed progress payments, all other framework agreements stipulated that payments will be made to the Company after the work is completed. Therefore, the Company would need to pay the related costs before receiving payment from its customers. Based on the framework agreements and the possible future business cooperation and discussion with these potential clients, the Company estimated that the aggregate amount of prepayments in the course of providing new media operation services for these four potential customers is around RMB26 million. We have reviewed the framework agreements and noted that although they are legally-binding, they primarily reflect an intention to cooperate, they do not include binding commitments on specific contract amounts (if any) or guarantee the placement of actual orders. According to the Letter from the Board, the Company intends to finance the prepayment amounts for these agreements, if service orders are placed by the potential customers, using proceeds from the Rights Issue and internally generated funds. If the Company does not have sufficient financial resources to finance these prepayments, it may be forced not to accept service orders from customers. Please refer to the Letter from the Board for details of the sales order received or sales contracts entered into by the Group pursuant to the framework agreements as at the Latest Practicable Date.

In respect of the net proceeds of up to approximately HK\$6.6 million to be allocated to the development of cross-border livestreaming shopping business, we noted that over 80% of the allocated funds would be applied towards product procurement and advertising.

The Group has been engaging in organising and coordination of different types of marketing events for its clients since its establishment and has also been providing new media operation services for brand customers since 2020 and operating cross-border and livestreaming shopping business since 2021. The Group's decision to allocate a significant portion of the proceeds to online media advertising services and PR, marketing campaigns, and other services, rather than traditional offline media advertising services, is aligned with its business development plan as outlined since the Annual Report for FY2022 and FY2023. Specifically, the Annual Report for FY2022 states, "In the face of the impact of the industry, such as the tilting of customers' marketing budgets towards performance-based advertising and the adverse impact of traditional media advertising and marketing services, the Group has firmly transited and continued to step into the Internet and other new form of marketing services business". The Group reiterated similar development plan in the Annual Report for FY2023, which stated "In view of the impact of the significant shift in customers' marketing budgets from traditional display advertisements in offline media to result-oriented advertisements, the Group has adhered to the direction of strategic restructuring and continued to build up the team's all-round marketing capabilities." Specifically, the Group has established a professional new media operation service team and provided new media operation services to a number of brand customers on platforms such as Xiaohongshu,



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Douyin and Weixin Channel and also actively developed business opportunities in creative design and has completed the business development of the co-construction of cultural and creative products, and the IP cross-border services.

According to the Letter from the Board, by expanding existing business and capturing business opportunities, the Group seeks to position itself for sustained growth and value creation and the Group considers that these allocations reflect a balanced approach that balances immediate business needs with long-term strategic objectives, thereby enhancing shareholder value and securing the Group's competitive position in the market. We understand that the Company's plans for the application of proceeds are based on its current estimates, and there is no certainty that the underlying projects and development plans will proceed as anticipated.

As stated in the Letter from the Board, in line with industry norm, the Group's operation is generally required to make prepayment to suppliers in order for the Group to negotiate and secure more favourable terms on pricing and resources. Additionally, to maintain sustainable and positive customer relationships, the Group has to proactively extend credit terms. Under the competitive environment, failing to offer better credit terms could result in clients seeking services from competitors offering better terms and potentially leading to the termination of their collaboration with the Group. As such, there are often time lags between making payments to the Group's suppliers and receiving payments from the Group's customers, which results in cash flow mismatch.

As stated in the Letter from the Board, as at 30 April 2024, the Group's unaudited cash and cash equivalents amounted to approximately RMB18.6 million. After the completion of Rights Issue, assuming a net proceeds of HK\$53.0 million (equivalent to approximately RMB48.2 million) will be raised, the cash level of the Group will increase to approximately RMB66.8 million. Furthermore, for the coming 12 months, the Group has estimated a shortfall of working capital requirement of approximately RMB16.7 million which will be largely funded by the proceeds from 2024 Placing and renewed banking facility. Accordingly, the Group needs additional funding to capture potential business opportunities as explained above.

Taking into account the aforesaid factors and our review of the relevant framework agreements and breakdown of costs related to the development of cross-border livestreaming shopping business, we consider that there is a reasonable basis for the Company to seek funding for the possible business expansion. It is important to note that, as mentioned above, the framework agreements primarily reflect an intention to cooperate, they do not include binding commitments on specific contract amounts (if any) or guarantee the placement of actual orders.

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Given that the Rights Issue will be on a non-underwritten basis, in the event that the Rights Issue is undersubscribed and the Placing Shares are not fully placed, the net proceeds will be reduced and utilised on a pro rata basis as set out above. Nevertheless, in the event that there is any shortfall in net proceeds from the Rights Issue, the Company will further evaluate the available options and consider to finance the shortfall by other means of financing, including but not limited to debt financing or equity fund raising such as placing of new shares, as and when appropriate. However, considering the challenges previously faced by the Group in obtaining financing, if the Group exhausts other means of financing, adverse consequences such as being forced to abandon existing business opportunities and reducing cooperation with clients with whom cooperation agreements have been established may occur. The operational cash flow will also be negatively impacted.

### *Consideration of financing alternatives*

In respect of alternative financing methods as opposed to the Rights Issue, the Directors have considered other fundraising methods available to the Group, including debt financing such as bank borrowings, and other equity financing such as placing or subscription of new Shares or open offer. In respect of debt financing, the Group has approached not less than three commercial banks in the PRC since December 2023. However, due to (i) the latest business performance and financial position of the Group, particularly the consecutive loss-making performance of the Group recorded since 2022 and (ii) no material fixed assets held by the Group, the Group was only able to obtain banking facilities from one bank and was rejected by the others. Even the Group was able to renew banking facilities of RMB4.5 million, the due diligence and negotiation process took around two months and the terms offered were less favourable. The loan is repayable in one year with an interest rate of 5% per annum and is secured by a pledge over the accounts receivable of the Group and guaranteed by one of the Directors. Also, the relatively small amount offered by a commercial bank is insufficient to meet the working capital requirement of the Group, including staff costs, trade payable and other operating expenses. Furthermore, the Group has to meet revenue requirement so that the loan can be fully drawn down. Therefore, the Directors are of the view that debt financing is time-consuming and not beneficial to the Company. In respect of equity financing, the Directors are of the view that placing or subscription of new Shares would dilute the shareholding of the existing Shareholders without giving the chance to the existing Shareholders to participate and it is relatively smaller in scale as compared to fund raising through a rights issue. In addition, the Company conducted the 2024 Placing, hence, the Company has utilised the entire general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 12 May 2023 to allot and issue new Shares. As for open offer, although it is similar to a rights issue in offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market unlike a rights issue, which would allow Shareholders to have more flexibility in dealing with the Shares and the nil-paid rights attaching thereto.

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On the other hand, the Rights Issue is an offer to existing Shareholders to participate in the enlargement of the capital base of the Company and enables the Shareholders to maintain their proportionate interests in the Company and continue to participate in development of the Company in the future should they wish to do so. However, those Shareholders who do not participate in the Rights Issue to which they are entitled should note that their shareholding interest in the Company will be diluted.

Having considered the above factors, we concur with the Company that the Rights Issue is the appropriate fundraising method.

### *C. Previous fund-raising exercise*

The table below sets out the fund-raising exercise conducted by the Company in the past 12 months immediately prior to the Latest Practicable Date:

<b>Date of announcement</b>	<b>Completion date</b>	<b>Fund-raising</b>	<b>Net proceeds</b>	<b>Intended use of proceeds</b>	<b>Actual use of the proceeds</b>
31 January 2024	15 March 2024	The 2024 Placing, being the placing of 36,000,000 new shares at the placing price of HK\$0.488 per placing share under general mandate	Approximately HK\$17.27 million	For general working capital of the Group	Approximately RMB1.0 million has been utilised as at the Latest Practicable Date.  The remaining unutilised proceeds will be utilized according to the intentions and is expected to be fully utilised by March 2025.

As at the Latest Practicable Date, most of the net proceeds raised from the 2024 Placing had not been utilized. We understand from the management of the Company that this is due to the short time lapse since the completion of the 2024 Placing.

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### D. Principal terms of the Rights Issue

#### (i) *Statistics of the Rights Issue*

Basis of the Rights Issue	:	One (1) Rights Share for every one (1) existing Share held by Qualifying Shareholders at the close of business on the Record Date
Subscription price	:	HK\$0.25 per Rights Share
Net price per Rights Share (i.e. Subscription Price less cost and expense incurred in the Rights Issue)	:	Approximately HK\$0.245 per Rights Share
Number of existing Shares in issues as at the Latest Practicable Date	:	216,000,000 Shares
Number of Rights Shares	:	Up to 216,000,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)
Aggregate nominal value of the Rights Shares	:	Up to HK\$2,160,000 (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)
Number of issued Shares immediately upon completion of the Rights Issue	:	Up to 432,000,000 Shares (assuming no change in the number of Shares in issue on or before the Record Date and full subscription under the Rights Issue)
Maximum funds raised before expenses	:	Up to approximately HK\$54,000,000

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As set out in the Letter from the Board, as at the Latest Practicable Date, the Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange for new Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully subscribed, the Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Placées under the Compensatory Arrangements. The Placing Shares which remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There is also no statutory requirement regarding minimum subscription level in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, Shareholders who apply to take up all or part of their entitlements under the PALs may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which (i) does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 10.26(2) of the GEM Listing Rules; and/or (ii) does not result in the non-compliance of the Public Float Requirement on the part of the Company.

As at the Latest Practicable Date, the Company has not received any information or undertaking from any Shareholder of their intention as to whether such Shareholder will take up his/her entitlements under the Rights Issue (or otherwise).

### ***(ii) Subscription Price***

The Subscription Price is HK\$0.25 per Rights Share, payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of Rights Shares or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price of HK\$0.25 per Rights Share represents:

- (i) a discount of approximately 35.06% to the closing price of HK\$0.385 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

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- (ii) a discount of approximately 36.71% to the closing price of HK\$0.395 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 37.19% to the average closing price of HK\$0.398 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 39.02% to the average closing price of HK\$0.41 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 22.84% to the theoretical ex-rights price of HK\$0.324 per Share based on the closing price of HK\$0.395 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (vi) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) represented by a discount of approximately 18.59% of the theoretical diluted price of approximately HK\$0.324 per Share to the benchmarked price of approximately HK\$0.398 per Share (as defined under Rule 10.44A of the GEM Listing Rules), taking into account the higher of the closing price of HK\$0.395 per Share on the Last Trading Day and the average closing price of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days prior to the Last Trading Day of HK\$0.398 per Share).

As stated in the Letter from the Board, the Subscription Price was determined with reference to, among others, (i) the market price of the Shares under the prevailing market conditions; (ii) the financial position of the Group; and (iii) the reasons as discussed in the section headed “Reasons for and benefits of the Rights Issue and use of proceeds” in the Letter from the Board. In determining the Subscription Price, which represents a discount of approximately 36.71% to the closing price per Share as quoted on the Stock Exchange on the Last Trading Day, the Directors have considered, among other things as mentioned above, market price of the Shares traded on the Stock Exchange in the past three months prior to and including the Last Trading Day (the “**Relevant Period**”), as a benchmark to reflect the prevailing market conditions and recent market sentiment. During the Relevant Period, the Shares were traded on the Stock Exchange with an average closing price of approximately HK\$0.559 per Share. The Subscription Price of HK\$0.25 per Rights Share represents a discount of approximately 55.28% to the average closing price of approximately HK\$0.559 per Share for the Relevant Period. In particular, the daily closing price of the Shares demonstrated a general downward trend from HK\$0.93 per Share on 1 March 2024, the highest closing price during the Relevant Period, to HK\$0.395 per Share on the Last Trading Day with an average daily trading volume amounting to approximately 0.05% of the total issued Shares

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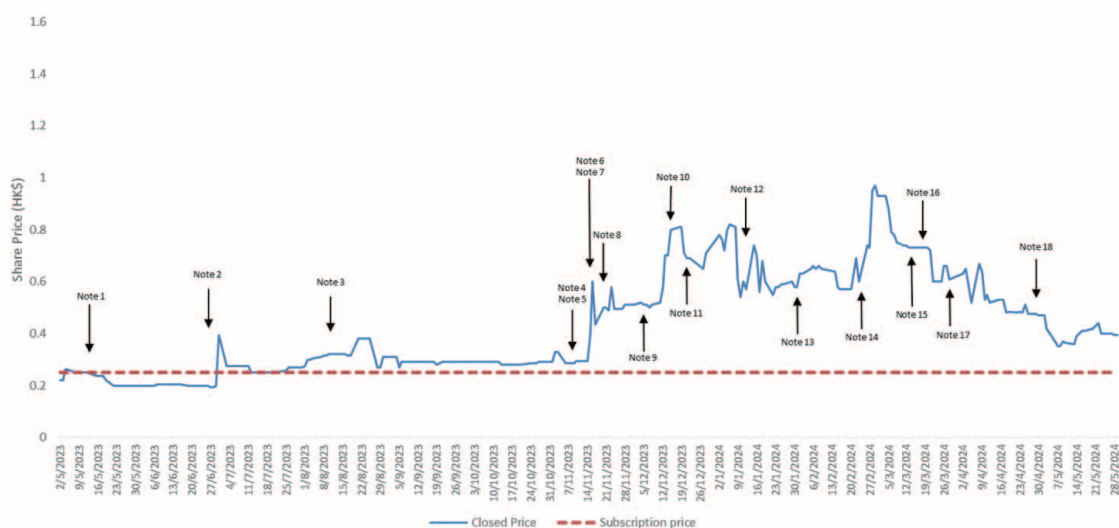
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as at the Last Trading Day, indicating a lack of liquidity and demand for the Shares. Also, the Group recorded consecutive net loss of approximately RMB39.2 million and approximately RMB84.6 million for FY2022 and FY2023, respectively.

### *Historical Share Price Performance*

In order to assess the fairness and reasonableness of the Subscription Price, we have reviewed the movements in the closing price of the Shares during the period from 1 May 2023, being 12 months immediately preceding the date of the Placing Agreement, to the Latest Trading Day (the “**Review Period**”). We consider that a period of 12 months is adequate to illustrate the recent price movements of the Shares for conducting a reasonable comparison between the closing price of the Shares and the Subscription Price.



Source: the Stock Exchange's website

#### Notes:

1. The Company announced the first quarterly results for the three months ended 31 March 2023 on 12 May 2023.
2. The Company announced the continuing connected transactions in respect of the amended new strategic cooperative agreement on 28 June 2023.
3. The Company announced the interim results for the six months ended 30 June 2023 on 11 August 2023.
4. The Company announced the third quarterly results for the nine months ended 30 September 2023 on 9 November 2023.
5. The Company announced the change of auditor on 9 November 2023.
6. The Company announced the trading halt on 16 November 2023.

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7. *The Company announced the resumption of trading and the inside information regarding the negotiation between Mr. Chow Eric Tse To (“Mr. Chow”), the then controlling shareholder of the Company, and a potential buyer on the potential disposal of certain shareholding interest in the Company by Mr. Chow to such potential buyer (the “Potential Disposal”) on 16 November 2023.*
8. *The Company announced that the Potential Disposal, if materialised, may lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code on 22 November 2023.*
9. *The Company announced the termination of negotiation in respect of the Potential Disposal on 6 December 2023.*
10. *The Company announced the appointment of an independent non-executive director and change in composition of board committees on 15 December 2023.*
11. *On 22 December 2023, the Company announced the inside information regarding Mr. Chow’s disposal of shares and upon such disposal, Mr. Chow is no longer a controlling shareholder of the Company.*
12. *The Company announced the appointment of an executive director; resignation of executive directors and an independent non-executive director; change in composition of board committees and change of company secretary and authorised representative on 12 January 2024.*
13. *The Company announced the 2024 Placing on 31 January 2024.*
14. *The Company announced the supplemental placing agreement in relation to the 2024 Placing on 23 February 2024.*
15. *The Company announced the completion of the 2024 Placing on 15 March 2024.*
16. *The Company published profit warning announcement on 19 March 2024.*
17. *The Company announced the annual results for FY2023 on 28 March 2024.*
18. *The Company announced the annual report for FY2023 on 30 April 2024.*

During the Review Period, the highest and the lowest closing price of the Shares were HK\$0.97 per Share on 29 February 2024 and HK\$0.192 per Share on 27 June 2023 and 28 June 2023 respectively. The Subscription Price of HK\$0.25 is between the closing price of the Shares throughout the Review Period. The Subscription Price represents a discount of approximately 42.0% to the average closing price of the Shares of the Review Period. The Subscription Price also represents a discount of approximately 74.2% and a premium of approximately 30.2% to the highest and the lowest closing price of the Shares of the Review Period respectively.

The closing prices of the Shares had been fairly stable from the beginning of the Review Period until the Company announced the Potential Disposal on 16 November 2023. Since then, the Shares were traded until the closing price of the Shares reached its highest point at HK\$0.97 per Share on 29 February 2024. After that, the Company announced the completion of the 2024 Placing on 15 March 2024, a profit warning on 19 March 2024 and the annual results for FY2023 on 28 March 2024. The prices of the Shares had dropped since 29 February 2024 and closed at HK\$0.395 per Share on the Last Trading Day.



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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Given that the trading prices of the Shares represent the market capitalization of the Company, we are of the view that it is reasonable for the Company to set the Subscription Price with reference to the prevailing trading prices of the Shares.

### *Historical trading volume and liquidity analysis*

We have also reviewed the historical trading volume of the Shares during the Review Period. The results are summarised in the table below:

	Number of trading days	Average daily trading volume of the Shares	Percentage of the average daily trading volume to the total number of Shares as at the end of the month
<b>2023</b>			
May	21	155,905	0.09%
June	21	95,143	0.05%
July	20	6,900	0.00%
August	23	41,913	0.02%
September	19	4,947	0.00%
October	20	101,600	0.06%
November	22	730,091	0.41%
December	19	264,421	0.15%
<b>2024</b>			
January	22	85,545	0.05%
February	19	228,947	0.13%
March	20	149,300	0.07%
April	20	99,900	0.05%
May ( <i>Note 1</i> )	19	41,579	0.02%
Maximum		730,091	0.41%
Minimum		4,947	0.00%
Average		154,322	0.08%

*Source: the Stock Exchange*

*Notes:*

1. Represents trading volume for the period from 1 May 2024 to the 29 May 2024, the Latest Trading Day, both days inclusive.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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As illustrated in the table above, the average daily trading volume of the Shares was low during the Review Period, with a range of around 5,000 Shares to around 730,000 Shares, representing approximately 0.00% to 0.41% of the number of Shares in issue as at the end of relevant month. We are of the view that issuers with relatively thinner average daily trading volume of their shares may need to offer a relatively larger discount to the prevailing trading price in order to attract their shareholders to subscribe for the new shares when they propose to raise funds by way of a rights issue or open offer. As such, it is reasonable for the Company to take into account of the thin trading liquidity of the Shares when it set the Subscription Price in order to attract the Qualifying Shareholders to participate in the Rights Issue.

### *Rights Issue comparable analysis*

In order to further assess the fairness and reasonableness of the terms of the Rights Issue, we have reviewed 31 comparable transactions (the “**Comparables**”) which involve issuance of rights shares announced by companies listed on the Stock Exchange during the 6-month period from 29 November 2023 up to the date of the Announcement, which we considered to be an appropriate time frame to identify a reasonable size of samples of recent rights issue for the purpose of our analysis. In our view, the Comparables represent an exhaustive list that we are able to identify from the Stock Exchange’s website in such time frame. Shareholders should note that the business activities of the companies of the Comparables vary from company to company with their financial positions, business performances and future prospects. As the circumstances surrounding each Comparable, including its trading prospect and reasons behind the rights issue, may be different, the terms of its rights issue can vary. Despite the relatively wide range of discounts/premium of the subscription prices of the Comparables to the benchmarked prices, we consider that the Comparables provide a fair indicator of the prevailing market practices in relation to rights issue transactions conducted by the companies listed on the Stock Exchange. We also consider that the Comparables can serve as a general reference and benchmark for the Independent Shareholders for evaluation of the terms provided under the Rights Issue. The table below summarizes our findings:

# LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Announcement date	Company name	Stock code	Basis of entitlement	Premium/ (Discount) of the subscription price over the last trading day (%)	Premium/ (Discount) of the subscription price over the theoretical ex-right share price on the last trading day (%)	Premium/ (Discount) of the subscription price over the average share price for the five previous consecutive trading days up to and including the last trading day (%)	Maximum dilution effect (%) (Note 3)	Theoretical dilution effect (%)	Underwriting arrangement (%)	Placing commission, as the case may be (%)	Excess application
								Yes/No	Yes/No		Yes/No
16 May 2024	Fujian Holdings Limited	8196	1 for 2	0.00%	0.00%	(10.71%)	33.33%	4.60%	No	N/A	Yes
10 May 2024	Sky Blue 11 Company Limited	1010	1 for 1	(33.30%)	(20.00%)	(34.90%)	50.00%	17.90%	No	5%	No
30 Apr 2024	Goldway Education Group Limited	8160	3 for 1	(27.50%)	(8.66%)	(27.86%)	75.00%	20.90%	No	1%	No
26 Apr 2024	Flying Financial Service Holdings Limited	8030	3 for 1	(24.20%)	(7.40%)	(22.80%)	75.00%	23.70%	No	3%	Yes
18 Apr 2024	Shin Hwa World Limited	582	2 for 1	(33.33%)	(22.31%)	(32.29%)	66.67%	22.22%	Yes	N/A	Yes
9 Apr 2024	Walnut Capital Limited	905	1 for 2	(45.10%)	(35.50%)	(31.90%)	33.33%	14.92%	No	1.00%	No
8 Apr 2024	China Uptown Group Company Limited	2330	2 for 1	(31.80%)	(22.70%)	(31.80%)	66.67%	22.70%	No	2.50%	Yes
8 Apr 2024	Heng Tai Consumables Group Limited	197	1 for 2	0.00%	0.00%	0.00%	33.33%	Nil	No	N/A	Yes
25 Mar 2024	Zijing International Financial Holdings Limited	8340	5 for 1	(20.53%)	(4.00%)	(25.00%)	83.33%	20.25%	No	0.70%	No
22 Mar 2024	Kingbo Strike Limited	1421	1 for 2	(9.09%)	(6.32%)	(6.10%)	33.33%	2.95%	No	1.50%	No
20 Mar 2024	Aidigong Maternal & Child Health Limited	286	1 for 3	(38.24%)	(8.82%)	(42.47%)	25.00%	11.00%	Yes	N/A	Yes
1 Mar 2024	Space Group Holdings Limited	2448	4 for 1	(19.05%)	(4.49%)	(18.27%)	80.00%	15.24%	No	0.50%	No

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Announcement date	Company name	Stock code	Basis of entitlement	Premium/(Discount) of the subscription price over the last trading day (%)	Premium/(Discount) of the subscription price over the theoretical ex-right share price on the last trading day (%)	Premium/(Discount) of the subscription price over the average share price for the five previous consecutive trading days up to and including the last trading day (%)	Maximum dilution effect (%) (Note 3)	Theoretical dilution effect (%)	Theoretical Underwriting arrangement (%) Yes/No	Placing commission, as the case may be (%)	Excess application Yes/No
26 Feb 2024	Raily Aesthetic Medicine International Holdings Limited	2135	1 for 3	(74.04%)	(69.52%)	(75.25%)	25.00%	18.81%	Yes	N/A	Yes
23 Feb 2024	Basetrophy Group Holdings Limited	8460	3 for 1	(31.82%)	(10.45%)	(26.38%)	75.00%	23.86%	No	3.50%	No
21 Feb 2024	Gueno Holdings Limited	8121	2 for 1	(33.30%)	(14.30%)	(35.30%)	66.67%	23.50%	Yes	N/A	Yes
21 Feb 2024	Green Economy Development Limited	1315	1 for 2	(15.26%)	(10.56%)	(15.71%)	33.33%	5.26%	No	N/A	Yes
19 Feb 2024	Ta Yang Group Holdings Limited	1991	1 for 2	(9.77%)	(6.98%)	(12.03%)	33.33%	3.68%	No	N/A	Yes
9 Feb 2024	Wuxi Life International Holdings Group Limited	8148	2 for 1	(20.00%)	(10.45%)	(25.93%)	66.67%	17.28%	No	N/A	Yes
1 Feb 2024	Goldstone Capital Group Limited	1160	1 for 2	(69.86%)	(60.71%)	(69.86%)	33.33%	23.29%	No	3.50%	No
30 Jan 2024	Singasia Holdings Limited	8293	2 for 1	(11.50%)	(3.85%)	(18.70%)	66.67%	14.17%	No	1.5%	No
18 Jan 2024	CCTAM Future Energy Limited	145	1 for 2	(12.50%)	(8.69%)	(11.17%)	33.33%	4.18%	No	5.00%	No
16 Jan 2024	China Oriented International Holdings Limited	1871	1 for 2	(18.37%)	(13.04%)	(14.82%)	33.33%	6.12%	No	3.00%	No
12 Jan 2024	Tongda Hong Tai Holdings Limited	2363	2 for 1	(1.69%)	0.00%	0.00%	66.67%	1.69%	No	2.00%	No

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Announcement date	Company name	Stock code	Basis of entitlement	Premium/(Discount) of the subscription price over the share price on the last trading day (%)	Premium/(Discount) of the subscription price over the theoretical ex-right share price on the last trading day (%)	Premium/(Discount) of the subscription price over the average share price for the five previous consecutive trading days up to and including the last trading day (%)	Maximum dilution effect (%) (Note 3)	Theoretical dilution effect (%)	Underwriting arrangement Yes/No	Placing commission, as the case may be (%)	Excess application Yes/No
10 Jan 2024	Teamway International Group Holdings Limited	1239	1 for 1	(32.77%)	(19.60%)	(32.77%)	50.00%	16.39%	No	0.50%	No
28 Dec 2023	Elife Holdings Limited	223	1 for 5	3.53%	2.92%	4.02%	16.67%	Nil	Yes	N/A	Yes
28 Dec 2023	Huasheng International Holdings Limited	1323	1 for 2	(12.20%)	(8.73%)	(11.50%)	33.33%	3.82%	No	3.00%	No
28 Dec 2023	Sun Kong Holdings Limited	8631	2 for 1	(34.78%)	(15.49%)	(34.78%)	66.67%	23.49%	No	1.00%	No
14 Dec 2023	Major Holdings Limited	1389	2 for 3	(53.10%)	(40.35%)	(51.77%)	40.00%	21.24%	Yes	3.00%	No
8 Dec 2023	Imperium Financial Group Limited	8029	1 for 2	(11.11%)	(7.69%)	(7.41%)	33.33%	3.70%	No	2.00%	No
5 Dec 2023	Finsoft Financial Investment Holdings Limited	8018	3 for 1	(28.16%)	(8.92%)	(26.00%)	75.00%	21.12%	No	3.50%	No
1 Dec 2023	China Financial Leasing Group Limited	2312	1 for 1	(32.60%)	(19.50%)	(32.40%)	50.00%	16.30%	Yes	N/A	Yes

# LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Announcement date	Company name	Stock code	Basis of entitlement	Premium/ (Discount) of the subscription price over the last trading day (%)	Premium/ (Discount) of the subscription price over the theoretical ex-right share price on the last trading day (%)	Premium/ (Discount) of the subscription price over the average share price for the five previous consecutive trading days up to and including the last trading day (%)	Maximum dilution effect (%) (Note 3)	Theoretical dilution effect (%)	Underwriting arrangement Yes/No	Placing commission, as the case may be (%)	Excess application Yes/No
			Min	(74.04%)	(69.52%)	(75.25%)	16.67%	1.69%		0.50%	
			Max	3.53%	2.92%	4.02%	83.33%	23.86%		5.00%	
			Median	(24.20%)	(8.92%)	(25.93%)	50.00%	16.39%		2.25%	
			Average	(25.21%)	(15.04%)	(25.22%)	50.11%	14.63%		2.34%	
	The Company		1 for 1	(36.71%)	(22.84%)	(37.19%)	50.00%	18.59%	No	0.50%	No

Source: the Stock Exchange

Note:

1. None of the Comparables were considered as outliers and thus none were excluded in our analysis.
2. Except for Sky Blue 11 Company Limited, Sun Kong Holdings Limited and Goldstone Capital Group Limited which had subsequently terminated their rights issue, all other Comparables are either completed or in progress as at the Latest Practicable Date.
3. The potential maximum dilution effect of each rights issue is calculated as number of rights shares issued or to be issued under the basis of entitlement divided by the total number of shares as enlarged by the rights issue according to their respective basis of entitlements and assuming all rights shares have been/will be allotted and issued times 100%.
4. In order to calculate the average, minimum and maximum percentage of the underwriting/placing commission of the Comparables, we have excluded absolute underwriting/placing commissions which serves as the minimum underwriting/placing commissions.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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We noted from the above table that, except for (i) Futian Holdings Limited and Heng Tai Consumables Group Limited which had set the subscription price of their respective rights issues equal to the prevailing market price of their shares on 16 May 2024 and 8 Apr 2024 respectively (being the last trading date before their respective right issues was announced); and (ii) Elife Holdings Limited which had set the subscription price of its rights issue at a premium to the prevailing market price of its shares on 28 December 2023 (being the last trading date before its rights issue was announced), all of the Comparables had set the subscription prices of their rights issues at discount to the prevailing market prices of the relevant shares on the last trading dates before their respective rights issues were announced. Therefore, we consider that it is a normal market practice for company listed on the Stock Exchange to set the subscription price of its rights issue at a discount to the prevailing market price of its shares so as to encourage the shareholders' participation. The premium or discount represented by the subscription prices to the closing prices of shares of the Comparables on respective last trading days ranges from a discount of approximately 74.04% to a premium of approximately 3.53% with average of a discount of approximately 25.21%. The discount of approximately 36.71% of the Subscription Price to the closing price of the Shares on the Last Trading Day falls within the range of those of the Comparables and is higher than the average discount of the Comparables. The subscription prices of the Comparables represent a premium/discount ranging from a discount of approximately 69.52% to a premium of approximately 2.92% relative to their respective theoretical ex-rights prices as quoted on the last trading day with average of a discount of approximately 15.04%. The discount of approximately 22.84% of the Subscription Price to the theoretical ex-rights prices of the Shares on the Last Trading Day is within the range of those of the Comparables and is higher to the average discount of the Comparables. The theoretical dilution impact of the Rights Issue is approximately 18.59%, which is within the range of the Comparables and slightly higher than the average of the Comparables.

Despite the fact that the Subscription Price represents a higher discount to the benchmarked prices as compared to that of the average of the Comparables and a discount of approximately 42.0% to the average closing price of the Shares of the Review Period, taking into account (i) the fact that the discount to benchmarked prices is still within the range of the Comparables, (ii) the Company's historical financial performance for FY2022 and FY2023, and (iii) the fact that the relatively thin average daily trading volume of the Shares, we consider that it is justifiable for the Company to set the Subscription Price at a deeper discount to the market average so as to attract the Shareholders to participate in the Rights Issue under the current market sentiment.

Furthermore, as at 31 December 2023, the Group's net liabilities of approximately RMB14.3 million. Therefore, we consider that it is not a meaningful to compare the Subscription Price to the net liabilities.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Based on the above analysis and the fact that (i) the prevailing historical trading prices of the Company have already reflected the market capitalisation of the Company; (ii) it is common for listed companies in Hong Kong to set the subscription price of rights issues at discount to the market prices of their shares in order to enhance the attractiveness of the rights issues; (iii) it is justifiable for the Company to set the Subscription Price at a discount to the prevailing trading prices given that the liquidity in trading of the Shares was thin during the Review Period; (iv) the discount of the Subscription Price to the closing price of the Shares on the Last Trading Day fall within the range of the Comparables; (v) the discounts of the Subscription Price to the theoretical ex-rights price fall within the range of the Comparables; (vi) the Rights Issue is available to all Qualifying Shareholders by providing them with an equal opportunity to participate in the Rights Issue; and (vii) those Qualifying Shareholders who do not wish to subscribe for their pro-rata entitlement of the Rights Shares can receive economic benefits from selling their nil-paid Rights Shares in the market, we consider that the Subscription Price is on normal commercial term and fair and reasonable so far as the Independent Shareholders are concerned.

The Rights Issue is conducted on a non-underwritten basis which is permitted under the Listing Rules. Furthermore, we noted that 24 out of 31 Comparables conducted their rights issues on a non-underwritten basis, therefore the non-underwritten basis of the Rights Issue is common market practice.

Furthermore, according to the Letter from the Board that the Qualifying Shareholders will not be entitled to subscribe for any Rights Shares in excess of their respective entitlements. Based on our analysis on the Comparables, we noted that 18 out of 31 Comparables did not offer excess application as part of their rights issues. On this basis, we considered that it is a common market practice not to have excess application as part of the rights issue. Furthermore, the Rights Issue will give the Qualifying Shareholders an equal and fair opportunity to maintain their respective pro rata shareholding interests in the Company. For Qualifying Shareholders who accept their respective entitlements under the Rights Issue in full, they would be able to maintain their respective existing shareholdings in the Company after completion of the Rights Issue. As such, we considered that the absence of excess application arrangement to be acceptable as far as the Independent Shareholders are concerned.

### **E. The Placing Agreement**

As set out in the Letter from the Board, pursuant to the Placing Agreement, the Placing Agents conditionally agreed as agents of the Company (either by themselves or through their sub-placing agents) to procure independent Placees, on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares. To the best of the Company's knowledge, information and belief, the Placing Agents and their ultimate beneficial owners are Independent Third Parties. The Placing Agents shall ensure that the Placing Shares are placed (i)



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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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only to institutional, corporate or individual investors who and whose ultimate beneficial owners shall be Independent Third Parties; (ii) such that no Placee shall become a substantial Shareholder immediately following the Placing; (iii) such that the Placing will not have any implication under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (iv) such that the Placing will not result in the Company incapable of complying with the Public Float Requirement under the GEM Listing Rules immediately following the Placing.

As set out in the Letter from the Board, the engagement between the Company and the Placing Agents for the placing of the Placing Shares was determined after arm's length negotiations between the Placing Agents and the Company and is on normal commercial terms with reference to the market comparables, the existing financial position of the Group, the size of the Rights Issue, and the market conditions. The Board considers the terms of the Placing for the Placing Shares (including the commission payable) are on normal commercial terms.

Pursuant to the Placing Agreement, the Company shall pay the Placing Agents a placing commission of 0.5% of the amount which is equal to the placing price multiplied by the Placing Shares that are successfully placed by the Placing Agents. As illustrated in the table of Comparables above, the placing commission of 0.5% to be charged by the Placing Agents under the Placing Agreement falls within the range of the commission rates of the Comparables of 0.5% to 5.0% and lower than the average commission rate of the Comparables of approximately 2.34%. Based on the above, we are of the view that the placing commission is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

It should also be noted that the Rights Issue will not proceed if the Placing Agents exercise their termination rights under the Placing Agreement. Details of the provisions granting the Placing Agents such termination rights are set out in the section headed "The Placing Agreement" in the Letter from the Board. In view that it is common to have a termination clause incorporated in the placing agreement and the termination events are customary in nature, we consider such provisions are normal commercial terms and in line with the normal market practice. We have also reviewed other major terms of the Placing Agreement and are not aware of any terms being unusual. Accordingly, we are of the view that the terms of the Placing Agreement are customary in nature, on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Independent Shareholders as a whole.

### **F. Dilution effect of the Rights Issue on shareholding interests**

All Qualifying Shareholders are entitled to subscribe for the Rights Shares. For those Qualifying Shareholders who take up their full provisional allotments under the Rights Issue, their shareholding interests in the Company will at least remain unchanged after the Rights Issue

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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(subject to the adjustment to the number of Rights Shares to be allotted and issued to them so as not to trigger an obligation to make a general offer under the Takeovers Code or result in the Company failing to comply with the Public Float Requirement (as the case may be)). Qualifying Shareholders who do not accept the Rights Issue are able to sell their nil-paid rights to subscribe for the Rights Shares in the market. Where all Qualifying Shareholders do not accept the Rights Issue and thus the Placing Agents subscribe for the Unsubscribed Rights Shares and the ES Unsold Rights Shares pursuant to the Placing Agreement, the maximum dilution effect on the Qualifying Shareholders' shareholding interests will be 50%. Details of such dilution effect are presented in the section headed "Shareholding Structure" of the Letter from the Board.

Notwithstanding the aforesaid potential dilution in Shareholders' interest in the Company as a result of the Rights Issue, having considered (i) the Rights Issue offers the Qualifying Shareholders an opportunity to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company at a discounted price relative to the historical and prevailing market prices of the Shares; (ii) the Qualifying Shareholders have the opportunity to realise their nil-paid rights to subscribe for the Rights Shares in the market, subject to availability; (iii) the inherent potential dilutive nature of the Rights Issue in general; (iv) the net proceeds from the Rights Issue are intended to be mainly used to support the Group's business expansion as discussed in the section above headed "B. Reasons for the Rights Issue and proposed use of net proceeds", we are of the view that the potential dilution effect on the shareholding interests of the Shareholders (who decide not to accept their assured entitlements in full as a result of the Rights Shares) is justifiable.

### **G. Financial effects**

It should be noted that the Rights Issue is subject to the conditions as set out in the Letter from the Board and on a non-underwritten basis, the analysis below is for illustrative purpose only and does not purport to represent how the financial position of the Group will be upon completion of the Rights Issue.

#### **(i) Net tangible assets**

As noted from the unaudited pro forma financial information of the Group as set out in Appendix II to the Circular, assuming the completion of the Rights Issue had taken place on 31 December 2023, the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the Shareholders would have been approximately RMB33.7 million immediately after the completion of the Rights Issue, as compared to the audited consolidated net tangible liabilities of RMB14.3 million. Such turnaround is attributable to the effect of the net proceeds from the Rights Issue.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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The consolidated net tangible liabilities of the Group attributable to owners of the Company per Share before the Rights Issue is approximately RMB0.07. Immediately after completion of the Rights Issue, the total number of Shares would be 432,000,000 Shares (assuming no new Shares are issued (other than the Rights Shares), no repurchase of Shares on or before the completion of the Rights Issue and full subscription under the Rights Issue), the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share would be approximately RMB0.08.

*(ii) Gearing and liquidity*

As at 31 December 2023, the Group recorded net liabilities of approximately RMB14.3 million. Immediately upon completion of the Rights Issue, there would be an increase in the cash level of the Group. Based on the enhanced cash position and enlarged capital base of the Group upon completion of the Rights Issue, the Group's gearing ratio and liquidity position is expected to be improved.

### RECOMMENDATION

Having taken into account the above principal factors and reasons, we consider that the terms of the Rights Issue are on normal commercial terms and are fair and reasonable so far as the Company and the Independent Shareholders are concerned and the Rights Issue is in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Rights Issue.

Yours faithfully,

For and on behalf of

**Ballas Capital Limited**

**Alex Lau**

*Managing Director*

**Cathy Leung**

*Director*

*Note:* Mr. Alex Lau of Ballas Capital Limited has been a responsible officer of Type 6 (advising on corporate finance) regulated activities since 2004, and Ms. Cathy Leung of Ballas Capital Limited has been a responsible officer of Type 6 (advising on corporate finance) regulated activities since 2019.

## 1. FINANCIAL SUMMARY

The financial information of the Group for each of the three financial years ended 31 December 2021, 2022 and 2023 are set out in the following documents which have been published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.iconspace.com](http://www.iconspace.com):

- (i) the annual report of the Company for the year ended 31 December 2021 published on 29 March 2022 (pages 139 to 223)  
(<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0329/2022032901966.pdf>);
- (ii) the annual report of the Company for the year ended 31 December 2022 published on 29 March 2023 (pages 147 to 235)  
(<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0329/2023032901539.pdf>);  
and
- (iii) the annual report of the Company for the year ended 31 December 2023 published on 30 April 2024 (pages 141 to 239)  
(<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0430/2024043001155.pdf>).

## 2. STATEMENT OF INDEBTEDNESS

As at 30 April 2024, being the latest practicable date for this indebtedness statement prior to the printing of this circular, the Group had the following indebtedness:

### (a) Bank loans

The Group had banking facilities of RMB4.5 million which RMB3.0 million was drawn down. The interest rate is 5% per annum and is due for repayment in one year. The bank loan is secured by a pledge over the accounts receivable of the Group and guaranteed by one of the Directors.

### (b) Lease liabilities

As at 30 April 2024, the Group, as a lessee, had unsecured and unguaranteed lease liabilities of approximately RMB0.5 million.

**(c) Contingent Liabilities**

The Directors of the Company estimated that the possibility of legal claims from the supplier and possible obligation of the Group for an outflow of cash for an additional amount of RMB4.0 million, representing the balance of contract sum with the supplier in relation to the sponsorship and content collaboration agreement for a documentary entered in 2019. Due to the COVID-19 pandemic, there was a delay in production of the documentary and the documentary was eventually broadcasted in 2023. The Group considered that the supplier did not satisfy all performance obligations under the agreement because the documentary was broadcasted in different TV channels as stated on the agreement. The Group is still in negotiation with the supplier and the outcome is still pending.

Save as disclosed above and apart from intra-group liabilities, normal trade and other payables and contract liabilities, as at 30 April 2024, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans, liabilities under acceptances (other than normal trade bills) or acceptance credits, debentures, mortgages and charges, hire purchase commitments, material contingent liabilities or guarantees outstanding.

**3. WORKING CAPITAL**

The Directors, after due and careful consideration, taking into account the financial resources available to the Group and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its present requirements, that is for at least the next 12 months from the date of publication of this circular.

**4. MATERIAL ADVERSE CHANGE**

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2023, being the date to which the latest published audited accounts of the Group were made up, up to and including the Latest Practicable Date.

**5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

The Group is an integrated multimedia advertising and marketing service provider based in Guangzhou, principally engaged in the provision of advertising and marketing solutions to brand customers. Services the Company provide include (i) traditional offline media, including out-of-home and indoor media platforms; (ii) online media, including web portals, e-commerce platforms and social seeding platforms; and (iii) integrated multimedia platforms, including creative design, public relations, campaigns and other services.

As disclosed in the annual report of the Company for the year ended 31 December 2023, the Group recorded revenue of approximately RMB25.4 million for the year ended 31 December 2023, representing a decrease of 63.1% from approximately RMB69.0 million for the corresponding period in 2022. Such a significant decrease was mainly due to the decrease in revenue generated from traditional offline media advertising services. As the development of macro-economic slowed down and the industry headwind affected by COVID-19, a majority of brand customers cut their marketing budget in 2023. The Group recorded net loss of approximately RMB84.6 million for the year ended 31 December 2023 as compared to the net loss of approximately RMB39.2 million for the year ended 31 December 2022. The increase in net loss was mainly due to the decrease in revenue as mentioned above and increase in impairment loss on trade and other receivables of approximately RMB36.2 million.

As disclosed in the annual report of the Company for the year ended 31 December 2022, the Group recorded revenue of approximately RMB69.0 million for the year ended 31 December 2022, representing a decrease of 60.7% from approximately RMB175.4 million for the corresponding period in 2021. Such decrease was mainly due to (i) several major customers of the Group reduced their budget on traditional offline advertising services as a result of slow down of macro-economic and partial lockdown and quarantines; and (ii) one of the major customers adjusted its online advertising strategy and decreased the online-TV advertising placing volume. The Group recorded net loss of approximately RMB39.2 million as compared to net profit of approximately RMB4.9 million for the year ended 31 December 2021, which primarily due to decrease in revenue as abovementioned and increase in administrative expenses as result of increase in credit loss allowance for trade receivables.

Although the general outlook of the industry and the business environment in which the Group operates remain difficult and challenging in 2024, the Group believes that adjustments to macroeconomic policy implemented by the PRC government will likely to boost domestic demand. There is an increasing in demand from the Group's customers for various new media and marketing events organisations. The Group has successfully secured numerous framework agreements with brand customers directly for different online media advertising services and marketing events organisations. The Group is well-prepared to seize the opportunities arising from market recovery proactively. It aims to transform these opportunities into a driving force for business growth and maintain the sustainable development of the Group.

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## **APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP**

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### **A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP**

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared by the Directors in accordance with paragraph 7.31 of the GEM Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants to illustrate the effect of the proposed Rights Issue on the audited consolidated net tangible liabilities of the Group attributable to the owners of the Company as if the Rights Issue had taken place on 31 December 2023.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared for illustrative purpose only, and because of its hypothetical nature, may not give a true picture of the consolidated net tangible assets of the Group had the Rights Issue been completed as at 31 December 2023 or at any future date.

The following statement of unaudited pro forma consolidated net tangible assets of the Group is prepared based on the audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2023, as extracted from the Company’s annual report for the year ended 31 December 2023, and is adjusted as described below:

## APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

Consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2023	Estimated net proceeds from the Rights Issue	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as if the Rights Issue had been completed on 31 December 2023	Pro forma consolidated net tangible liabilities of the Group attributable to owners of the Company per Share as at 31 December 2023 prior to the completion of the Rights Issue	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately after the completion of the Rights Issue as if the Rights Issue had been completed on 31 December 2023	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately after the completion of the Rights Issue as if the Rights Issue had been completed on 31 December 2023
<i>RMB'000</i> <i>(Note 1)</i>	<i>RMB'000</i> <i>(Note 2)</i>	<i>RMB'000</i>	<i>RMB</i> <i>(note 4)</i>	<i>RMB</i> <i>(note 5)</i>	<i>RMB</i> <i>(note 5)</i>
Based on the issue of 216,000,000 Rights Shares at the Subscription Price of HK\$0.25 per Rights Share <i>(note 3)</i>	(14,303)	48,036	33,733	(0.07)	0.08



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## APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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*Notes:*

1. The audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2023 are based on the audited consolidated net liabilities of the Group as at 31 December 2023 of approximately RMB14,303,000 as extracted from the published annual report of the Group for the year ended 31 December 2023.
2. The estimated net proceeds from the Rights Issue of approximately HK\$53,000,000 (equivalent to approximately RMB48,036,000) are based on estimated gross proceeds of approximately HK\$54,000,000 (equivalent to approximately RMB48,942,000) to be raised by the issue of an assumed number of 216,000,000 Rights Shares at the subscription price of HK\$0.25 per Rights Share, after deduction of the estimated related expenses incidental to the Rights Issue of approximately HK\$1,000,000 (equivalent to approximately RMB906,000).
3. The Rights Issue involves the issue of an assumed number of 216,000,000 Rights Shares on the basis of one Rights Share for every one existing Share held on the Record Date. The number of Rights Shares of 216,000,000 is arrived at assuming no change in the number of Shares in issue on or before the Record Date. Since the number of existing Shares at the Latest Practicable Date entitled to the Rights Issue is 216,000,000, accordingly, the number of Rights Shares assumed to be issued under the Rights Issue is assumed to be 216,000,000.
4. The pro forma consolidated net tangible liabilities of the Group attributable to owners of the Company per Share as at 31 December 2023 is calculated based on the audited consolidated net tangible liabilities of the Group of approximately RMB14,303,000 as at 31 December 2023 divided by 216,000,000 Shares assumed to be in issue as at 31 December 2023.
5. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately after completion of the Rights Issue is calculated based on the unaudited pro forma consolidated net tangible assets of the Group attributable to owners of the Company of approximately RMB33,733,000 divided by 432,000,000 Shares, which comprise (i) 216,000,000 Shares assumed to be in issue as at 31 December 2023; and (ii) 216,000,000 Rights Shares assumed to be issued based on the number of issued shares as of the Latest Practicable Date, but does not take into account of any Shares which may be issued after the Latest Practicable Date.
6. Save as disclosed above, no adjustment has been made to the unaudited pro forma financial information of the Group to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2023.

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## APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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*The following is the text of a report, prepared for the sole purpose of inclusion in this circular, from the independent reporting accountant, Fan, Chan & Co. Limited, Certified Public Accountants, Hong Kong*

### **B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

#### **To the directors of Icon Culture Global Company Limited**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Icon Culture Global Company Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 December 2023, and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out on pages II-1 to II-3 of Appendix II of the Company’s circular dated 17 June 2024 (the “**Circular**”) in connection with the proposed rights issue on the basis of one rights share for every one existing share of the Company (the “**Rights Issue**”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages II-1 to II-3 of Appendix II of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Rights Issue on the Group’s financial position as at 31 December 2023 as if the Rights Issue had taken place as at 31 December 2023. As part of this process, information about the Group’s net tangible liabilities has been extracted by the Directors from the Group’s financial statements for the year ended 31 December 2023, in respect of which an auditor’s report has been published.

#### **Directors’ Responsibility for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

**Our Independence and Quality Management**

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountants’ Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the GEM Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the GEM Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of the Rights Issue on unadjusted financial information of the Group as if the Rights Issue had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Rights Issue would have been as presented.

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## APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

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A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the Rights Issue, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the Rights Issue in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 7.31(1) of the GEM Listing Rules.

Fan, Chan & Co. Limited  
Certified Public Accountants  
Leung Kwong Kin  
Practising Certificate Number: P03702  
Hong Kong

17 June 2024

**1. 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.

**2. SHARE CAPITAL**

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Rights Issue (assuming no other change in the number of issued Shares and full acceptance of Rights Shares by all Qualifying Shareholders) are set out as follows:

**(a) As at the Latest Practicable Date**

<i>Authorised:</i>		<i>HK\$</i>
<u>2,000,000,000</u>	Shares of HK\$0.01 each	<u>20,000,000</u>
<i>Issued and fully paid:</i>		
<u>216,000,000</u>	Shares of HK\$0.01 each	<u>2,160,000</u>

**(b) Immediately upon completion of the Rights Issue (assuming no other change in the number of issued Shares and full acceptance of Rights Shares by all Qualifying Shareholders)**

<i>Authorised:</i>		<i>HK\$</i>
<u>2,000,000,000</u>	Shares of HK\$0.01 each	<u>20,000,000</u>
<i>Issued and fully paid:</i>		
<u>432,000,000</u>	Shares of HK\$0.01 each	<u>4,320,000</u>

The Rights Shares, when allotted and issued, shall rank pari passu in all respects with the Shares then in issue. Holder of the Rights Shares in their fully-paid form will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

As at the Latest Practicable Date, the Company had no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into Shares. The Company did not have any other options, warrants or other convertible securities or rights affecting the Shares and no capital of any member of the Group is under option, or agreed conditionally or unconditionally to be put under option as at the Latest Practicable Date.

As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

### **3. DISCLOSURE OF INTERESTS**

#### **(a) Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures**

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the shares capital, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

*Long positions in the Shares of the Company*

Name	Capacity/Nature of interest	Number of Shares held/interested	Percentage of shareholding
Mr. Chow Eric Tse To	Interest in a controlled corporation	45,000,000	20.83%

*Note:* Shining Icon (BVI) Limited is wholly-owned by Mr. Chow. Therefore, Mr. Chow is deemed to be interested in the Shares held by Shining Icon (BVI) Limited pursuant to SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Director nor the chief executives of the Company has any interests and short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

**(b) Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures**

As at the Latest Practicable Date, the following persons (not being Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of interests required to be kept by the Company under Section 336 of the SFO:

*Long positions in the Shares of the Company*

<b>Name</b>	<b>Capacity/Nature of interest</b>	<b>Number of Shares held/interested</b>	<b>Percentage of shareholding</b>
Shining Icon (BVI) Limited	Beneficial Owner	45,000,000	20.83
Capital Realm Financial Holdings Group Limited	Beneficial Owner	42,750,000	19.79
Focus Wonder Limited	Beneficial Owner	33,750,000	15.63
China Hui Shang Enterpriser Association International Group Limited	Beneficial Owner	20,000,000	9.26
Master Connection Limited	Beneficial Owner	13,500,000	6.25

Save as disclosed above, as at the Latest Practicable Date, no person, other than the Directors and chief executives of the Company whose interests are set out in the paragraph headed “Directors’ and chief executives’ interests and short positions in shares, underlying shares and debentures” above, had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

#### **4. DIRECTORS’ SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group other than contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).



## 5. COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or controlling shareholders of the Company or their respective close associates had any business or interest which competes or may compete with the business of the Group, or have or may have any other conflicts of interest with the Group.

## 6. MATERIAL LITIGATION

As at the Latest Practicable Date, save for the contingent liabilities as disclosed in this circular, no member of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

## 7. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS OR ARRANGEMENTS

### (a) Interests in assets

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2023, the date to which the latest published audited accounts of the Group were made up.

### (b) Interests in contracts of significance

On 28 December 2022, the Company entered into a new strategic cooperative agreement (the “**New Strategic Cooperative Agreement**”) with Guangzhou Tianhong Real Estate Development Co., Ltd.\* (廣州天泓房地產開發有限公司) (“**Tianhong Real Estate**”) and Guangzhou Tianhuihui Real Estate Co., Ltd.\* (廣州天暉匯置業有限公司) (“**Guangzhou Tianhuihui**”), in relation to the provision of the advertising services by the Group for a term of three years from 1 January 2023 to 31 December 2025. On 28 June 2023, Guangzhou Tianhong Group Co., Ltd.\* (廣州天泓集團有限公司) (“**Guangzhou Tianhong**”), which is wholly owned by Mr. Chow Eric Tse To, the chairman, an executive Director and a substantial shareholder of the Company, and the Company entered into an amended new strategic cooperative agreement (the “**Amended New Strategic Cooperative Agreement**”) for the purpose of extending the provision of advertising services to other subsidiaries of Guangzhou Tianhong (including Tianhong Real Estate and Guangzhou Tianhuihui) for a term from 28 June 2023 to 31 December 2025. On the same date, Tianhong Real Estate, Guangzhou Tianhuihui and the Company entered into a termination agreement to terminate the New Strategic Cooperative Agreement. Pursuant to the Amended New Strategic

Cooperative Agreement, the Company shall provide the advertising services, including but not limited to, media advertising services, public relations, marketing campaigns and other services, to Guangzhou Tianhong and its subsidiaries. The annual caps in respect of the provision of the advertising services by the Group under the Amended New Strategic Cooperative Agreement for each of the years ending 31 December 2023, 2024 and 2025 will not exceed RMB3.5 million. For further details, please refer to the announcements of the Company dated 28 December 2022 and 28 June 2023, respectively.

Save as disclosed above, there was no contract or arrangement entered into by any member of the Group, subsisting as at the Latest Practicable Date, in which any of the Directors was materially interested and which was significant in relation to the business of the Group as a whole.

## 8. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by any member of the Group within the two years immediately preceding the date of this circular:

- (a) the Placing Agreement;
- (b) the placing agreement dated 31 January 2024 entered into between the Company, Cheong Lee Securities Limited and Ruisen Port Securities Limited in relation to the placing of 36,000,000 Shares under general mandate; and
- (c) the supplemental placing agreement dated 23 February 2024 entered into between the Company, Cheong Lee Securities Limited and Ruisen Port Securities Limited in relation to the placing of 36,000,000 Shares under general mandate.

## 9. EXPERTS AND CONSENTS

The following is the qualification of the experts who have given opinion, letter or advice contained in this circular (collectively, the “Experts”):

<b>Name</b>	<b>Qualification</b>
Ballas Capital Limited	a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

Fan, Chan & Co. Limited

certified public accountants

As at the Latest Practicable Date, each of the above Experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letters or reports and the reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, none of the Experts had any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, none of the Experts had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2023, being the date to which the latest published audited accounts of the Company were made up.

## 10. EXPENSES

The expenses payable by the Company in connection with the Rights Issue, including Independent Financial Adviser fees, printing, registration, translation, legal and accounting fees but excluding placing commission, are estimated to be approximately HK\$1.0 million.

## 11. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

### Board of Directors

#### *Executive Directors*

Mr. Chow Eric Tse To (*Chairman*)

Ms. Liang Wei

Mr. Liu Biao

Mr. Yao Tong

#### *Independent non-executive Directors*

Ms. Tam Hon Shan Celia

Mr. Tian Tao

Mr. Liu Lihan

### Registered office

Ogier Global (Cayman) Limited

89 Nexus Way, Camana Bay, Grand Cayman

KY1-9009, Cayman Islands

<b>Principal place of business in the PRC</b>	29/F, Kingold Century No. 62 Jinsui Road, Zhujiang New Town Tianhe District, Guangzhou City Guangdong Province, the PRC
<b>Principal place of business in Hong Kong</b>	Room 1701, 17/F, Wai Fung Plaza 664 Nathan Road, Mongkok Kowloon, Hong Kong
<b>Authorised representatives</b>	Ms. Liang Wei Mr. Choi Pun Lap
<b>Company secretary</b>	Mr. Choi Pun Lap
<b>Hong Kong branch share registrar and transfer office</b>	Boardroom Share Registrars (HK) Limited 2103B, 21/F, 148 Electric Road North Point, Hong Kong
<b>Principal bankers</b>	Bank of China Agricultural Bank of China
<b>Auditor</b>	Fan, Chan & Co. Limited <i>Certified Public Accountants</i> Rooms 1007-1012, 10/F. K. Wah Centre 191 Java Road North Point, Hong Kong
<b>Legal adviser to the Company as to Hong Kong laws</b>	DeHeng Law Offices (Hong Kong) LLP 28/F, Henley Building 5 Queen's Road Central Central, Hong Kong
<b>Financial adviser to the Company</b>	Innovax Capital Limited Unit B, 13/F, Neich Tower 128 Gloucester Road Wanchai, Hong Kong

<b>Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders</b>	Ballas Capital Limited 5/F Capital Centre 151 Gloucester Road Wanchai, Hong Kong
<b>Placing Agents</b>	Cheong Lee Securities Limited Unit B, 16/F Bank of East Asia Harbour View Center 56 Gloucester Road Wanchai, Hong Kong  Ruisen Port Securities Limited Unit 1706, China Hong Kong City Tower 1 33 Canton Road Tsim Sha Tsui, Hong Kong

## 12. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT

### Executive Directors

**Mr. Chow Eric Tse To** (周子濤) (“**Mr. Chow**”), aged 42, is an executive Director, founder and chairman of the Board (the “**Chairman**”). He joined the Group in June 2009 and is mainly responsible for the overall strategic planning and business direction of the Group. He was appointed as a Director on 24 April 2019 and re-designated as an executive Director and Chairman on 31 May 2019. He is currently a director of Guangzhou Icon Culture Media Investment Co., Ltd.\* (廣州天泓文化傳媒投資有限公司) (“**Icon Media**”).

Mr. Chow has over 17 years of experience in the media industry. From July 2006 to May 2009, he served as the executive director of Australian New Express Daily\* (澳洲新快報), where he was responsible for formulation and implementation of operational and investment plans of the company. In January 2010, he joined KINGOLD Group Co., Ltd.\* (僑鑫集團有限公司) (“**KINGOLD**”), which was a majority-controlled company (within the meaning of the GEM Listing Rules) of Mr. Chau Chak Wing (周澤榮) (“**Mr. Chau**”), father of Mr. Chow, and he served as the vice president of the real estate department where he fully participated in planning, design and management. In May 2014, Mr. Chow was promoted to director and chief executive officer of KINGOLD, where he was responsible for the overall strategic planning, business direction and management of the operations of KINGOLD. With effect from 17 February 2023, Mr. Chow was appointed as a director of Guangdong Huaxing Bank Co., Ltd. Mr. Chow obtained his bachelor’s degree of design in interior and spatial design from the University of Technology Sydney, Australia in March 2011.

**Ms. Liang Wei (梁薇) (“Ms. Liang”)**, aged 52, is an executive Director, chief executive officer (the “**Chief Executive Officer**”) and the compliance officer. She joined the Group in June 2017 and is mainly responsible for the overall strategy implementation, business development and management of the operations of the Group. She was appointed as a Director on 31 May 2019 and re-designated as an executive Director on the same day. She is currently a director of Icon Media.

Ms. Liang has over 24 years of experience in business management. From January 1992 to March 1996, she served as a programmer in China Shipbuilding Industry Corporation 714 Institute\* (中國船舶重工集團公司第七一四研究所), where she was responsible for the construction and maintenance of the company’s database. From October 1995 to December 2003, she worked at the strategic marketing department of Yonyou Software Co., Ltd.\* (用友軟件股份有限公司). From April 2006 to October 2016, she served as the senior vice president of Visionchina Media Group Co., Ltd.\* (華視傳媒集團有限公司) (previously known as Visionchina Digital Mobile Television Co., Ltd.\* (華視數字移動電視有限公司)), which was a company controlled by Visionchina Media Inc., a company listed on NASDAQ (NASDAQ ticker: VISN) and from December 2007 to April 2017, where she was responsible for the formulation of development strategy, establishment of sales management system and policies, market analysis, product promotion, and supervising advertising sales activities in major sales region. From October 2016 to March 2017, she served as the vice president of Shanghai Conservation Advertising Co., Ltd.\* (上海守恆廣告有限公司), where she was responsible for the formulation of project management system and managing costs and revenue.

Ms. Liang obtained a master’s degree in international business administration from the University of Northumbria at Newcastle, United Kingdom in November 2005. She has obtained a certification of specially invited jury of 2019 Creative International Innovation Festival and jury of 2020 Effie Awards Greater China. Ms. Liang was an awarded Person of the Year of E-marketing in the iResearch Marketing Awards 2020.

**Mr. Liu Biao (劉標) (“Mr. Liu”)**, aged 44, is an executive Director. He joined the Group in July 2009 and is mainly responsible for the overall business development and sales management of the Group. He was appointed as a Director on 31 May 2019 and re-designated as an executive Director on the same day. He is currently a director of Icon Media.

Mr. Liu has 23 years of experience in sales and business management in the media industry. From June 2000 to December 2006, he served as sales manager at Guangzhou Aishidai Advertising Co., Ltd.\* (廣州市艾時代廣告有限公司), where his duties were developing and implementing efficient sales network and maintaining customer relationships. From August 2007 to January 2008, he served as the planning manager at Ego Information

Technology Group Co., Ltd.\* (廣州頤高信息科技集團有限公司), where he was responsible for the planning, organisation and implementation of marketing activities, product development, analysing sales and market development. Mr. Liu obtained his diploma in chain management from Guangzhou Jinrong Specialist College\* (廣州金融專修學院), the PRC in July 2004.

**Mr. Yao Tong (姚通) (“Mr. Yao”)**, aged 34, is an executive Director. He joined the Group in January 2024 and is mainly responsible for investment management of the Group. He 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. Currently, he is the deputy general manager of an international trading company in China and is working as a manager in Capital Realm Financial Holdings Group Limited (stock code: 204). Mr. Yao has experience in investment and international trading sectors.

#### **Independent non-executive Directors**

**Ms. Tam Hon Shan Celia (譚漢珊) (“Ms. Tam”)**, aged 51, was appointed as an independent non-executive Director on 11 December 2019. She is responsible for supervising the Group’s compliance, corporate governance matters and providing independent judgment and advice to the Group.

Ms. Tam has nearly 29 years of experience in the accounting and finance field. From August 1994 to October 1997, she was an accountant at DraftWorldwide Ltd, where she was responsible for managing financial matters. From October 1997 to May 1999, she also worked as an accountant at Baker Norton Asia Ltd, where she was mainly responsible for financial matters. From June 1999 to November 2000, she was a senior accountant at World Pioneer Ltd, where she was responsible for setting up the accounting system and managing the accounting functions including preparation of financial forecasts and management reports, and performing analysis. From November 2000 to March 2001, she was the financial accountant and subsequently from March 2001 to October 2003, she served as the finance and administration manager at Infoserve Technology Hong Kong Ltd, where she was responsible for the management of finance, administration and human resources matters. From August 2004 to March 2007, she was the finance manager and subsequently the group finance manager at Heal Force Development Limited, where she was responsible for compliance and management of the group finance department. From April 2007 to September 2013, she was the head of compliance and corporate affairs of NetDragon Websoft (Hong Kong) Limited and the company secretary and authorised representative of NetDragon Websoft Holdings Limited (previously known as NetDragon Websoft Inc.), a company listed on the Main Board



of the Stock Exchange (stock code: 0777). From October 2013 to February 2014, she was the vice president of management centre of 91 Wireless Websoft Limited, a wholly-owned subsidiary of Baidu Inc., a company listed on NASDAQ (NASDAQ ticker: BIDU), where she was responsible for supervising and managing the finance, legal, human resources, internal control, government relationship and administration departments. From September 2014 to March 2018, she was an independent non-executive director and chairlady of the audit committee and member of the nomination committee of Zhejiang Tengy Environmental Technology Co., Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 1527). On 8 November 2022, Ms. Tam was appointed as an independent non-executive Director of Meihao Medical Group Co., Ltd (stock code: 1947), a company listed on the Main Board of the Stock Exchange. Ms. Tam is a member of The Hong Kong Institute of Certified Public Accountants since April 2002 and a fellow of The Association of Chartered Certified Accountants since November 2006.

Ms. Tam obtained a bachelor's degree in business accounting from University of Lincolnshire and Humberside, United Kingdom in April 2000, and a master's degree in educational counselling from The Education University of Hong Kong in November 2018.

**Mr. Tian Tao (田濤) (“Mr. Tian”)**, aged 66, 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. Liu Lihan (劉立漢) (“Mr. Liu”)**, aged 65, 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.

### Senior management

**Ms. Cristin Kuang (鄭英)** (“**Ms. Kuang**”), aged 46, joined the Group in December 2020 as Vice President, Sales & Marketing. She is responsible for account sales & marketing management, leads team to deliver assigned growth ambition and supports Ms. Liang in organization management.

Ms. Kuang is a seasoned marketer with over 23 years marketing experience including various areas like digital marketing, brand & consumer marketing management, professional marketing and retail customer marketing, etc. in top multi-national companies. Proven record showed her roles in leading digital transformation which significantly improve media utilization, turning around several declining brands back to growth, developing effective structure to improve organization efficiency, and establishing digital marketing capability framework which facilitates growth of the team. She also led her team winning series important marketing industry awards, like China Great Wall Advertising Awards (中國廣告長城獎), ROI Marketing Awards (金投賞廣告獎), Golden Mouse Digital Marketing Awards (金鼠標數字化營銷獎), etc.

She has ever been as Digital Commerce Marketing Director, Category Director for China Mint Category, Brand Leaders for series of famous brands like FIVE Gum (5口香糖), SKITTLES Confectionery (彩虹糖), PIMPOM Lollipop(真知棒棒糖), TATA Bubble Gum (大大泡泡糖), EXTRA Gum (益達口香糖), etc. in Mars Wrigley China Ltd (瑪氏箭牌(中國)有限公司), as well as taking important roles in Mead Johnson Nutrition China Ltd (美贊臣營養品(中國)有限公司), Kimberly-Clark China Ltd(金佰利(中國)有限公司) and Avon China Ltd (雅芳(中國)有限公司).

Ms. Kuang has obtained a certification of Jury of 2019–2020 Effie Awards Greater China. She is a Qualified Montessori Teacher and a Chinese Financial Planner. Ms. Kuang obtained a bachelor’s degree in Economic from Zhongshan University with major in Marketing.

**Ms. Liang Wei** is considered as senior management because she is a chief executive officer of the Group.

**Company secretary**

**Mr. Choi Pun Lap (“Mr. Choi”)** was appointed as the Company Secretary on 12 January 2024. During the year ended 31 December 2023, Mr. Choi undertook no less than 15 hours of relevant professional training. Mr. Choi holds a bachelor degree in business accounting and a master degree in Chinese business law. Mr. Choi is currently serving as the company secretary of a company listed in the GEM of the Stock Exchange. Mr. Choi is a fellow member of the Hong Kong Institute of Certified Public Accountants, and he possesses the requisite qualification and experience as required under Rule 5.14 of the GEM Listing Rules.

**Business address of the Directors and Senior Management**

The business address of the Directors and the senior management is the same as the Company’s principal place of business Room 1701, 17/F, Wai Fung Plaza, 664 Nathan Road, Mongkok, Kowloon, Hong Kong.

**13. AUDIT COMMITTEE**

As at the Latest Practicable Date, the audit committee of the Board comprises all the independent non-executive Directors, namely Ms. Tam Hon Shan Celia, Mr. Tian Tao and Mr. Liu Lihan. The primary duties of the audit committee include the review of the Group’s financial reporting process and the internal control systems as well as risk management of the Group.

**14. DOCUMENTS ON DISPLAY**

Copies of the following documents will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://www.iconspace.com/>) for 14 days from the date of this circular:

- (a) the letter from the Independent Board Committee to the Independent Shareholders, the text of which is set out in the section headed “Letter from the Independent Board Committee” in this circular;
- (b) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out in the section headed “Letter from the Independent Financial Adviser” in this circular;
- (c) the accountants’ report on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this circular;

- (d) the material contracts referred to in the paragraph headed “8. Material Contracts” of this appendix; and
- (e) the letter of consent referred to the paragraph headed “9. Experts and Consents” in this appendix.

**15. MISCELLANEOUS**

- (a) As at the Latest Practicable Date, to the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (b) As at the Latest Practicable Date, the Group had no exposure to foreign exchange liabilities.
- (c) The English text of this circular shall prevail over the Chinese text in the event of inconsistency.

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## NOTICE OF EGM

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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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Icon Culture Global Company Limited (the “**Company**”) will be held at 29/F., Kingold Century, No. 62 Jinsui Road, Zhujiang New Town, Tianhe District, Guangzhou City, Guangdong Province, the PRC on Wednesday, 3 July 2024 at 10:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing (with or without amendment) the following resolutions which will be proposed as ordinary resolutions:

#### ORDINARY RESOLUTIONS

“**THAT** subject to the conditions set out in the letter from the board under the heading “Conditions of the Rights Issue” in the circular of the Company dated 17 June 2024:

- (a) the allotment and issue of 216,000,000 new Shares (assuming no change in the number of Shares in issue on or before the Record Date (as defined below) and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) (the “**Rights Shares**”) pursuant to an offer by way of rights to the shareholders of the Company (the “**Shareholders**”) at the subscription price of HK\$0.25 per Rights Share (the “**Subscription Price**”) on the basis of one (1) Rights Share for every one (1) existing Share held by the Shareholders (“**Qualifying Shareholders**”) whose names appear on the register of members of the Company on Monday, 15 July 2024, or such other date as may be determined by the Company for determining entitlements of Shareholders to participate in the Rights Issue (as defined below) (the “**Record Date**”), as described in further details in a circular issued by the Company dated 17 June 2024 (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification), save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the Directors, based on legal opinions to be provided by the legal advisers to the Company, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock

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## NOTICE OF EGM

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exchange(s) in such place(s) (“**Excluded Shareholders**”), and on and subject to such terms and conditions as may be determined by the Directors (the “**Rights Issue**”), be and is hereby approved, confirmed and ratified;

- (b) the board of Directors or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to any Excluded Shareholders, and to do all such acts and things or make such arrangements as it considers necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and
- (c) any one of the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Rights Issue, as they may consider necessary, desirable or expedient to implement or give effect to any matters in connection with the Rights Issue.”

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

Hong Kong, 17 June 2024

*Registered office:*

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

*Principal place of business in the PRC:*

29/F., Kingold Century, No. 62 Jinsui Road  
Zhujiang New Town, Tianhe District, Guangzhou City  
Guangdong Province, the PRC

*Principal place of business in Hong Kong:*

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

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## NOTICE OF EGM

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*Notes:*

1. An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the EGM (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. A proxy form for use at the EGM is enclosed.
4. In order to be valid, the completed proxy form must be received by the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, at least 48 hours before the time appointed (i.e. Monday, 1 July 2024 at 10:00 a.m.) for holding the EGM or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Hong Kong branch share registrar and transfer office of the Company together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
5. For the purposes of determining shareholders' eligibility to attend, speak and vote at the EGM (or at any adjournment of it), the register of members of the Company will be closed from Wednesday, 26 June 2024 to Wednesday, 3 July 2024 (both dates inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend, speak and vote at the above meeting (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with the Hong Kong branch share registrar and transfer office of the Company, 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 Tuesday, 25 June 2024.
6. The voting at the Meeting or its adjourned Meeting will be taken by poll.