

# 天泓文创

Icon Culture Global Co.Ltd

## 2020 第三季度業績報告 THIRD QUARTERLY REPORT

天泓文創國際集團有限公司  
Icon Culture Global Company Limited

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

Stock code 股份代號:8500

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE” AND “GEM”, RESPECTIVELY)

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

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

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*This report, for which the directors of Icon Culture Global Company Limited (the “Company” and the “Directors”, each a “Director”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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 report 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 report misleading.*

### 香港聯合交易所有限公司（「聯交所」）GEM（「GEM」）的特色

**GEM**的定位，乃為較於聯交所上市的其他公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資者應瞭解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。

由於**GEM**上市公司的一般為中小型公司，在**GEM**買賣的證券可能會承受較於主板買賣的證券為高的市場波動風險，同時亦無法保證於在**GEM**買賣的證券會有高流通量的市場。

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本報告載有遵照**GEM**證券上市規則（「**GEM**上市規則」）規定提供的詳情，旨在提供有關天泓文創國際集團有限公司（「本公司」）的資料；而本公司董事（「董事」）願就本報告共同及個別承擔全部責任。董事經作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，並無誤導或欺詐成份，並無遺漏其他事項致使本報告內任何陳述或本報告產生誤導。

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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Mr. Chow Eric Tse To (*Chairperson*)

Ms. Cai Xiaoshan

Mr. Lau Tung Hei Derek

Ms. Liang Wei (*Chief Executive Officer*)

Mr. Liu Biao

##### Independent Non-Executive Directors

Mr. Lee Siu Hang Foster

Ms. Tam Hon Shan Celia

Mr. Tian Tao

#### COMPANY SECRETARY

Ms. Tung Wing Yee Winnie

(Appointed on 13 November 2020)

Sir Kwok Siu Man KR (Resigned on 13 November 2020)

#### AUTHORISED REPRESENTATIVES

Ms. Liang Wei

Ms. Tung Wing Yee Winnie

(Appointed on 13 November 2020)

Sir Kwok Siu Man KR (Ceased to act on  
13 November 2020)

#### BOARD COMMITTEES

##### Audit Committee

Mr. Lee Siu Hang Foster (*Chairperson*)

Ms. Tam Hon Shan Celia

Mr. Tian Tao

##### Remuneration Committee

Ms. Tam Hon Shan Celia (*Chairperson*)

Mr. Lee Siu Hang Foster

Mr. Tian Tao

##### Nomination Committee

Mr. Chow Eric Tse To (*Chairperson*)

Mr. Lee Siu Hang Foster

Ms. Tam Hon Shan Celia

#### 董事會

##### 執行董事

周子濤先生 (*主席*)

蔡曉珊女士

劉東熾先生

梁薇女士 (*行政總裁*)

劉標先生

##### 獨立非執行董事

李兆鏗先生

譚漢珊女士

田濤先生

#### 公司秘書

董穎怡女士

(於2020年11月13日獲委任)

郭兆文黎利騎士勳賢 (於2020年11月13日辭任)

#### 授權代表

梁薇女士

董穎怡女士

(於2020年11月13日獲委任)

郭兆文黎利騎士勳賢 (於2020年11月13日  
不再擔任)

#### 董事委員會

##### 審核委員會

李兆鏗先生 (*主席*)

譚漢珊女士

田濤先生

##### 薪酬委員會

譚漢珊女士 (*主席*)

李兆鏗先生

田濤先生

##### 提名委員會

周子濤先生 (*主席*)

李兆鏗先生

譚漢珊女士

## CORPORATE INFORMATION

### 公司資料

#### COMPLIANCE ADVISER

Innovax Capital Limited  
Room 2002, 20/F  
Chinachem Century Tower  
178 Gloucester Road  
Wanchai, Hong Kong

#### LEGAL ADVISERS

##### As to Hong Kong laws

Sidley Austin

##### As to PRC laws

Dentons Law Offices, LLP (Guangzhou)

##### As to Cayman Islands laws

Ogier

#### REGISTERED OFFICE

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

#### PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (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

31/F., 148 Electric Road  
North Point, Hong Kong

#### 合規顧問

創陞融資有限公司  
香港灣仔  
告士打道178號  
華懋世紀廣場  
20樓2002室

#### 法律顧問

有關香港法律  
盛德律師事務所

#### 有關中國法律

北京大成(廣州)律師事務所

#### 有關開曼群島法律

奧杰

#### 註冊辦事處

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

#### 中華人民共和國(「中國」)主要營業地點

中國廣東省  
廣州市天河區  
珠江新城  
金穗路62號  
僑鑫國際大廈29樓

#### 香港主要營業地點

香港北角  
電氣道148號31樓

## CORPORATE INFORMATION

### 公司資料

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited  
2103B, 21st Floor, 148 Electric Road  
North Point, Hong Kong

#### PRINCIPAL BANKERS

Bank of China  
Agricultural Bank of China

#### COMPANY'S WEBSITE

<http://www.iconspace.com/>

#### LISTING INFORMATION

##### Place of Listing

GEM of The Stock Exchange of Hong Kong Limited

##### Stock Code

8500

##### Board Lot

2,000 shares

#### 開曼群島股份過戶登記總處

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

#### 香港股份過戶登記分處

寶德隆證券登記有限公司  
香港北角  
電氣道 148 號 21 樓 2103B 室

#### 主要往來銀行

中國銀行  
中國農業銀行

#### 公司網站

<http://www.iconspace.com/>

#### 上市資料

##### 上市地點

香港聯合交易所有限公司 GEM

##### 股份代號

8500

##### 買賣單位

2,000 股股份

## FINANCIAL HIGHLIGHTS

### 財務摘要

Revenue of the Company and its subsidiaries (together, the **"Group"**) for the nine months ended 30 September 2020 (the **"Period"**) amounted to approximately RMB168.2 million (nine months ended 30 September 2019: approximately RMB115.1 million).

The Group made net profit of approximately RMB42.8 million for the Period (nine months ended 30 September 2019: net loss of approximately RMB4.4 million), mainly due to the increase of revenue and the absence of non-recurring listing expenses during the Period.

The board of Directors (the **"Board"**) has resolved not to declare the payment of any dividend for the Period.

本公司及其附屬公司(「**本集團**」)截至2020年9月30日止九個月(「**本期間**」)收益約為人民幣168.2百萬元(截至2019年9月30日止九個月：約人民幣115.1百萬元)。

本集團於本期間產生純利約人民幣42.8百萬元(截至2019年9月30日止九個月：淨虧損約人民幣4.4百萬元)，主要乃由於本期間收益增加及缺少非經常性上市開支。

董事會(「**董事會**」)議決不宣派本期間的任何股息。

The Board is pleased to report the unaudited condensed consolidated financial results of the Group for the Period, together with the comparative unaudited figures for the corresponding period in 2019, as follows:

董事會欣然呈報本集團於本期間未經審核簡明綜合財務業績，連同2019年同期比較未經審核數字如下：

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

### 未經審核簡明綜合損益表

		Notes 附註	Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
			2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>	2	<b>61,656</b>	39,457	<b>168,172</b>	115,082
Cost of sales	銷售成本		(45,702)	(37,885)	(99,200)	(95,624)
<b>Gross profit</b>	<b>毛利</b>		<b>15,954</b>	1,572	<b>68,972</b>	19,458
Other revenue	其他收益		452	67	982	762
Other net loss	其他淨虧損		(167)	–	(701)	(37)
Selling expenses	銷售開支		(994)	(501)	(1,749)	(1,714)
Administrative expenses	行政開支		(883)	(3,776)	(10,274)	(20,148)
<b>Profit/(loss) from operations</b>	<b>經營溢利/(虧損)</b>		<b>14,362</b>	(2,638)	<b>57,230</b>	(1,679)
Finance costs	財務成本		(43)	(82)	(149)	(489)
<b>Profit/(loss) before taxation</b>	<b>除稅前溢利/(虧損)</b>	3	<b>14,319</b>	(2,720)	<b>57,081</b>	(2,168)
Income tax	所得稅	4	(2,749)	–	(14,270)	(2,217)
<b>Profit/(loss) for the period</b>	<b>期內溢利/(虧損)</b>		<b>11,570</b>	(2,720)	<b>42,811</b>	(4,385)
<b>Earnings/(loss) per share</b>	<b>每股盈利/(虧損)</b>	6	<b>RMB 人民幣元</b>	<b>RMB 人民幣元</b>	<b>RMB 人民幣元</b>	<b>RMB 人民幣元</b>
Basic	基本		0.06	(0.02)	0.24	(0.03)
Diluted	攤薄		0.06	(0.02)	0.24	(0.03)



# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 未經審核簡明綜合損益及其他全面收益表

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Profit/(loss) for the period</b>	期內溢利/(虧損)	<b>11,570</b>	(2,720)	<b>42,811</b>	(4,385)
<b>Other comprehensive income for the period</b>	期內其他全面收益				
Exchange differences on translation of	換算匯兌差額：				
— financial statements of overseas subsidiaries	— 海外附屬公司財務報表	—	—	<b>651</b>	(58)
<b>Total comprehensive income/(loss) for the period</b>	期內全面收益/(虧損)總額	<b>11,570</b>	(2,720)	<b>43,462</b>	(4,443)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 未經審核簡明綜合權益變動表

		Share capital	Share premium	Other reserve	Statutory reserve	Exchange reserve	(Accumulated losses)/ retained earnings	Total
		股本	股份溢價	其他儲備	法定儲備	匯兌儲備	(累計虧損)/ 保留盈利	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Balance at 1 January 2020</b>	<b>2020年1月1日結餘</b>							
<b>(Audited)</b>	<b>(經審核)</b>	-*	48,731	(11,907)	3,537	(194)	(40,448)	(281)
<b>Changes in equity:</b>	<b>權益變動：</b>							
Issue of ordinary shares	發行普通股	1,596	43,135	-	-	-	-	44,731
Profit for the period and total comprehensive income	期內溢利及全面收益總額	-	-	-	-	651	42,811	43,462
<b>Balance at 30 September 2020</b>	<b>2020年9月30日結餘</b>							
<b>(Unaudited)</b>	<b>(未經審核)</b>	1,596	91,866	(11,907)	3,537	457	2,363	87,912
<b>Balance at 1 January 2019</b>	<b>2019年1月1日結餘</b>							
<b>(Audited)</b>	<b>(經審核)</b>	20,010	16,814	-	3,537	-	31,841	72,202
<b>Changes in equity:</b>	<b>權益變動：</b>							
Loss for the period and total comprehensive income	期內虧損及全面收益總額	-	-	-	-	(58)	(4,385)	(4,443)
Issue of ordinary shares	發行普通股	-*	48,731	-	-	-	-	48,731
Amounts transferred from share premium to share capital prior to reorganisation	重組前由股份溢價轉撥至股本的金額	16,810	(16,810)	-	-	-	-	-
Arising from reorganisation	來自重組	(36,820)	(4)	(11,907)	-	-	-	(48,731)
Dividends declared	已宣派股息	-	-	-	-	-	(30,000)	(30,000)
<b>Balance at 30 September 2019</b>	<b>2019年9月30日結餘</b>							
<b>(Unaudited)</b>	<b>(未經審核)</b>	-*	48,731	(11,907)	3,537	(58)	(2,544)	37,759

\* The balance represents amount less than RMB1,000.

\* 該餘額表示金額少於人民幣 1,000 元。

## NOTES TO THE THIRD QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS

### 第三季度未經審核簡明綜合業績附註

#### 1. SIGNIFICANT ACCOUNTING POLICIES

##### (a) Basis of preparation

This quarterly financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited. The financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). It was authorised for issue on 13 November 2020.

This quarterly financial report has been prepared in accordance with the same accounting policies adopted in the 2019 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2020 annual financial statements. Details of any changes in accounting policies are set out in note 1(b).

#### 1. 主要會計政策

##### (a) 編製基準

本季度財務報告乃按照香港聯合交易所有限公司GEM證券上市規則之適用披露規定而編製。財務報表乃根據所有適用香港財務報告準則（「香港財務報告準則」）（包括香港會計師公會（「香港會計師公會」）頒佈之所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）而編製。其於2020年11月13日獲授權刊發。

除預期將於2020年年度財務報表中反映的會計政策變動外，本季度財務報告已按照2019年年度財務報表所採納的相同會計政策編製。會計政策任何變動的詳情載於附註1(b)。

**NOTES TO THE THIRD QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS**  
**第三季度未經審核簡明綜合業績附註**

**1. SIGNIFICANT ACCOUNTING POLICIES**

*(CONTINUED)*

**(a) Basis of preparation** *(Continued)*

The preparation of the quarterly financial report requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This quarterly financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of performance of the Group since the 2019 annual financial statements. The condensed consolidated financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with HKFRSs.

The financial information relating to the financial year ended 31 December 2019 that is included in this quarterly financial report as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements.

**1. 主要會計政策(續)**

**(a) 編製基準(續)**

管理層於編製本季度財務報告時，須按年初至今基準作出對所採用政策及所呈報之資產和負債、收入和開支金額造成影響之判斷、估計及假設。實際結果可能與該等估計有所不同。

本季度財務報告包含簡明綜合財務報表及部分附註解釋。附註闡述了自2019年年度財務報表刊發以來，對瞭解本集團之表現而言屬重要之事件和交易。簡明綜合財務報表及其附註並不包括根據香港財務報告準則編製完整財務報表所需之一切資料。

在本季度財務報告內作為比較資料而呈列之有關截至2019年12月31日止財政年度之財務資料，並不構成本公司於該財政年度之法定年度綜合財務報表，但乃摘錄自該等財務報表。

## NOTES TO THE THIRD QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS

### 第三季度未經審核簡明綜合業績附註

#### 1. SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

##### (b) Changes in accounting policies

The Group has applied the Amendment to HKFRS 16, Covid-19-Related Rent Concessions issued by the HKICPA to this quarterly financial report for the current accounting period.

The amendment provides a practical expedient that allows a lessee to bypass the need to evaluate whether certain qualifying rent concessions occurring as a direct consequence of the COVID-19 pandemic ("**COVID-19-related rent concessions**") are lease modifications and, instead, account for those rent concessions as if they were not lease modifications.

The Group has elected to early adopt the amendments and applies the practical expedient to all qualifying COVID-19-related rent concessions granted to the Group during the reporting period. Consequently, rent concessions received have been accounted for as negative variable lease payments recognised in profit or loss in the period in which the event or condition that triggers those payments occurred.

#### 1. 主要會計政策(續)

##### (b) 會計政策變動

本集團已於本會計期間本季度財務報告中應用香港會計師公會所頒佈的香港財務報告準則第16號的修訂，COVID-19相關租金寬減。

該修訂提供實際權宜方法允許承租人豁免評估的規定，不評估直接由COVID-19疫情產生的若干合資格租金寬減(「**COVID-19相關租金寬減**」)是否屬租賃修訂，而以並非租賃修訂方法入帳。

本集團已選擇提早採納該等修訂並於本報告期間對授予本集團的所有合資格COVID-19相關租金寬減應用實際權宜方法。因此，已收租金寬減已就於觸發上述付款的事件或條件發生之期間在損益確認為負值的可變租賃付款入賬。

**NOTES TO THE THIRD QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS**  
**第三季度未經審核簡明綜合業績附註**

**1. SIGNIFICANT ACCOUNTING POLICIES**

*(CONTINUED)*

**(b) Changes in accounting policies**

*(Continued)*

The Group leases advertising spaces and billboards and an office expiring from 1.3 to 3 years. During the nine months ended 30 September 2020, the Group received rent concessions in the form of a discount on fixed payments during the period of severe social distancing and travel restriction measures introduced to contain the spread of COVID-19. The amount of rent concessions with value-added tax included was RMB1,002,000 for the nine months ended 30 September 2020.

There is no impact on the opening balance of equity at 1 January 2020.

**2. REVENUE**

The principal activities of the Group are provision of integrated multimedia advertising and marketing media solution services covering out-of-house (“OOH”) and indoor advertising platforms, online media and public relation (“PR”) marketing campaigns.

**1. 主要會計政策(續)**

**(b) 會計政策變動(續)**

本集團租入廣告位及廣告牌以及一個辦公室，租期於1.3至3年內屆滿。截至2020年9月30日止九個月，為遏制COVID-19傳播而推行嚴重社交距離及出行限制措施期間，本集團獲得租金寬減形式為固定付款折扣。截至2020年9月30日止九個月，含增值稅的租金寬減金額為人民幣1,002,000元。

對2020年1月1日的權益期初結餘概無影響。

**2. 收益**

本集團之主要業務為提供綜合多媒體廣告及營銷媒體解決方案服務，涵蓋戶外(「戶外」)及室內廣告平台、網上媒體以及公關(「公關」)營銷活動。

## NOTES TO THE THIRD QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS

### 第三季度未經審核簡明綜合業績附註

#### 2. REVENUE (Continued)

##### Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major service lines is as follows:

#### 2. 收益(續)

##### 收益分列

來自客戶合約的收益按主要服務線的分列如下：

		Three months ended 30 September 截至9月30日止三個月		Nine months ended 30 September 截至9月30日止九個月	
		2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 2020年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 2019年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	<b>香港財務報告準則第15號範圍內的來自客戶合約的收益</b>				
Disaggregated by major service lines	按主要服務線的分列				
Traditional offline media advertising services	傳統線下媒體廣告服務				
— acting as a principal	— 作為主要責任人	<b>61,008</b>	38,990	<b>162,318</b>	100,853
Online media advertising services	網上媒體廣告服務				
— acting as a principal	— 作為主要責任人	<b>333</b>	6	<b>4,887</b>	7,585
— acting as an agent	— 作為代理	<b>154</b>	125	<b>597</b>	158
PR, marketing campaigns and other services*	公關、營銷活動及其他服務*				
— acting as a principal	— 作為主要責任人	<b>161</b>	336	<b>370</b>	6,486
		<b>61,656</b>	39,457	<b>168,172</b>	115,082

\* Revenue from PR and marketing campaigns includes revenue of sales of goods.

\* 來自公關及營銷活動的收益包括銷售貨品的收益。

**NOTES TO THE THIRD QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS**  
**第三季度未經審核簡明綜合業績附註**

**3. PROFIT/(LOSS) BEFORE TAXATION**

Profit/(loss) before taxation is arrived at after charging:

**3. 除稅前溢利／（虧損）**

除稅前溢利／（虧損）乃經扣除下列各項後達致：

		<b>Three months ended</b>		<b>Nine months ended</b>	
		<b>30 September</b>		<b>30 September</b>	
		<b>截至9月30日止三個月</b>		<b>截至9月30日止九個月</b>	
		<b>2020</b>	2019	<b>2020</b>	2019
		<b>2020 年</b>	2019 年	<b>2020 年</b>	2019 年
		<b>RMB'000</b>	RMB'000	<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元	<b>人民幣千元</b>	人民幣千元
		<b>(Unaudited)</b>	(Unaudited)	<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)	<b>(未經審核)</b>	(未經審核)
Media costs	媒體成本	<b>45,653</b>	41,176	<b>94,588</b>	87,791
Costs for PR, marketing campaigns and other services	公關、營銷活動及其他服務成本	<b>159</b>	185	<b>281</b>	3,854
Depreciation	折舊				
— Property, plant and equipment	— 物業、廠房及設備	<b>229</b>	139	<b>656</b>	347
— Right-of-use assets	— 使用權資產	<b>1,425</b>	2,000	<b>4,277</b>	6,698
Research and development expenses	研究及開發開支	—	673	—	2,532
Listing expenses	上市開支	—	2,215	—	13,390



**NOTES TO THE THIRD QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS**  
**第三季度未經審核簡明綜合業績附註**

**4. INCOME TAX**

No provision for Hong Kong profit tax has been made for the Period as the Group did not generate any assessable profit in Hong Kong during the Period (nine months ended 30 September 2019: nil)

The Group's subsidiaries operating in the PRC are subject to income tax at the rate of 25% (2019: 25%) on their taxable income according to the PRC corporate income tax laws.

**5. DIVIDEND**

The Board has resolved not to declare the payment of any dividend for the Period (nine months ended 30 September 2019: RMB30 million).

**4. 所得稅**

本集團於本期間未有在香港賺取任何應課稅溢利，故未於本期間內作香港利得稅撥備（截至2019年9月30日止九個月：無）。

本集團於中國經營的附屬公司根據中國企業所得稅法須就應課稅收入按25%（2019年：25%）繳納所得稅。

**5. 股息**

董事會議決不宣派本期間的任何股息（截至2019年9月30日止九個月：人民幣30百萬元）。

**NOTES TO THE THIRD QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS**  
**第三季度未經審核簡明綜合業績附註**

**6. EARNINGS/(LOSS) PER SHARE**

Basic earnings/(loss) per share are calculated by dividing the profit/(loss) attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the Period.

**6. 每股盈利／（虧損）**

每股基本盈利／（虧損）乃按本公司擁有人應佔溢利／（虧損）除以本期間已發行普通股加權平均數計算。

		Three months ended		Nine months ended	
		30 September		30 September	
		截至9月30日止三個月		截至9月30日止九個月	
		2020	2019	2020	2019
		2020年	2019年	2020年	2019年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Profit/(loss) attributable to the owners of the Company (RMB'000)	本公司擁有人應佔溢利／(虧損) (人民幣千元)	11,570	(2,720)	42,811	(4,385)
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	180,000,000	135,000,000	177,864,964	135,000,000
Basic earnings/(loss) per share for profit/(loss) attributable to the owners of the Company during the period (expressed in RMB per share)	期內本公司擁有人應佔溢利／(虧損)的每股基本盈利／(虧損)(以每股人民幣元列示)	0.06	(0.02)	0.24	(0.03)

The Company did not have any potential dilutive ordinary shares outstanding during the Period. Diluted earnings/(loss) per share are equal to basic earnings/(loss) per share.

本期間，本公司並無任何發行在外的潛在攤薄普通股。每股攤薄盈利／（虧損）等於每股基本盈利／（虧損）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### BUSINESS REVIEW

During the Period, the Group mainly engaged in provision of integrated multimedia advertising and marketing solution services based in Guangzhou, the PRC and offering advertising and marketing solutions covering (i) traditional offline media, including both OOH and indoor advertising platforms; (ii) online media; and (iii) PR, marketing campaigns and other services to our customers comprising brand owners, state-owned entities in the PRC, advertising agencies and government authorities. The Group's integrated multimedia advertising and marketing solution services primarily focus on the formulation of advertising strategies for the customers, and identifying and sourcing the most appropriate advertising resources and formats to maximise the effectiveness of the customers' advertisements.

The successful listing of the shares of the Company (the **"Shares"**) in issue on GEM by way of share offer (the **"Share Offer"**) on 14 January 2020 (the **"Listing Date"** and the **"Listing"**, respectively) was an important milestone for the Group, which would enhance our capital strength and reinforce the Group's resources for future development.

#### 業務回顧

於本期間，本集團主要從事在中國廣州提供綜合多媒體廣告及營銷解決方案服務，並向我們的客戶（包括品牌擁有人、中國國有實體、廣告代理商及政府機構）提供廣告及營銷解決方案，包括(i)傳統線下媒體，包括戶外及室內廣告平台；(ii)網上媒體；及(iii)公關、營銷活動及其他服務。本集團的綜合多媒體廣告及營銷解決方案服務主要專注於為客戶制定廣告策略、識別及採購最合適的廣告資源及方式，以最大化我們客戶廣告的效果。

本公司已發行股份（「股份」）於2020年1月14日（「上市日期」）以股份發售（「股份發售」）方式在GEM成功上市（「上市」）標誌著本集團重要的里程碑，增強我們的資本實力並加強本集團用於未來發展的資源。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

In order to tackle the outbreak of the novel coronavirus disease (the “**COVID-19**”) and reduce the impacts on the business, the Company has taken the following effective measures: (i) abide by relevant policies and regulations of governments at all levels; (ii) take epidemic preventive measures, safe and orderly resumption of work and production; (iii) continue to strengthen and deepen our relationship with long-term high-value strategic customers and actively explore high-value potential customers.

#### FUTURE PROSPECT

The Group’s encouraging performance during the Period affirms the correctness and appropriateness of our business strategy. However, the overall market performance is not optimistic; hence, moving ahead, we must be cautious. Along with the media digitization acceleration, the advertising and marketing service providers also begin the digitization process. Therefore, stronger big data analysis is needed to enhance our service capabilities and to devise the most suitable online advertising strategies for our customers. Looking ahead, the Company will continue to take necessary proactive steps to monitor its financial condition. At the same time, the Group has actively adjusted its strategies, and strengthened its ability to satisfy the customers’ demand with respect to online advertising and achieve a sustainable business growth so as to generate long term benefits for the shareholders of the Company.

為應對新型冠狀病毒病(「**COVID-19**」)爆發並減少對業務的影響，本公司已採取以下有效措施：(i) 遵守各級政府的相關政策及法規；(ii) 採取防疫措施，安全有序地恢復工作和生產；(iii) 繼續加強和深化與長期高價值戰略客戶的關係，積極發掘高質量的潛在客戶。

#### 未來前景

本集團在本期間令人鼓舞的表現證明了我們的業務策略正確且適當。但整體市場表現並不樂觀，因此我們必須採取謹慎的態度。隨著媒體數碼化加快，廣告及營銷服務供應商的營銷亦開始數碼化過程。因此，需要更強大的大數據分析來提高我們的服務能力並為我們的客戶設計最合適的網上廣告策略。展望未來，本公司將繼續採取必要的積極措施以監察其財務狀況。同時，本集團積極調整戰略，增強滿足客戶網上廣告需求的能力，實現業務可持續發展，為本公司股東帶來長遠利益。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### FINANCIAL REVIEW

##### Revenue

During the Period, the Group recorded revenue of approximately RMB168.2 million, representing an increase of approximately RMB53.1 million or 46.1% as compared to the corresponding period in 2019 (nine months ended 30 September 2019: approximately RMB115.1 million). Such robust growth in revenue amounting to RMB61.3 million was arising from the contracts entered into in 2019 (the “**2019 Contracts**”) but recorded in the Period, when there was no legal uncertainty regarding the Group’s performance obligations and ability to collect the considerations, and the performance obligations were fully satisfied.

##### Gross Profit and Gross Profit Margin

Gross profit for the Period increased by approximately RMB49.5 million to approximately RMB69.0 million (nine months ended 30 September 2019: approximately RMB19.5 million) and gross profit margin was approximately 41.0% for the Period (nine months ended 30 September 2019: 16.9%). The increase was mainly due to the fact that all the costs for the 2019 Contracts were related to advertisements placed in 2019 and were, therefore, incurred in the year ended 31 December 2019 while the corresponding revenue was recorded in the Period.

#### 財務回顧

##### 收益

於本期間，本集團錄得收益約人民幣168.2百萬元，較2019年同期增加約人民幣53.1百萬元或46.1%（截至2019年9月30日止九個月：約人民幣115.1百萬元）。收益強勁增長人民幣61.3百萬元乃產生自2019年訂立的合約（「**2019年合約**」）但於本期間入賬，當時本集團履約責任及收取代價的能力並無法律上不確定性，履約責任已全數償付。

##### 毛利及毛利率

本期間毛利增加約人民幣49.5百萬元至約人民幣69.0百萬元（截至2019年9月30日止九個月：約人民幣19.5百萬元），而本期間毛利率約為41.0%（截至2019年9月30日止九個月：16.9%）。增加乃主要由於2019年合約全部成本與2019年投放的廣告有關，因此於截至2019年12月31日止年度產生而相應收益於本期間錄得。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Selling expenses

Selling expenses amounted to approximately RMB1.7 million (nine months ended 30 September 2019: approximately RMB1.7 million). The selling expenses were relatively stable for the Period.

#### Administrative Expenses

Administrative expenses amounted to approximately RMB10.3 million (nine months ended 30 September 2019: approximately RMB20.1 million). The decrease was mainly due to the absence of non-incurring listing expenses recorded in the Period, which were recorded in the nine months ended 30 September 2019.

#### Income tax

Income tax for the Period increased by RMB12.1 million to approximately RMB14.3 million (nine months ended 30 September 2019: approximately RMB2.2 million). The increase was mainly due to the increase in the gross profit for the Period.

#### 銷售開支

銷售開支約為人民幣1.7百萬元(截至2019年9月30日止九個月：約人民幣1.7百萬元)。本期間銷售開支相對穩定。

#### 行政開支

行政開支約為人民幣10.3百萬元(截至2019年9月30日止九個月：約人民幣20.1百萬元)。減少乃主要由於本期間缺少錄得非經常性上市開支，其於截至2019年9月30日止九個月入賬。

#### 所得稅

本期間所得稅增加人民幣12.1百萬元至約人民幣14.3百萬元(截至2019年9月30日止九個月：約人民幣2.2百萬元)。增加主要由本期間毛利增長所致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Net profit

Net profit for the Period was approximately RMB42.8 million (nine months ended 30 September 2019: net loss of approximately RMB4.4 million). The turnaround was mainly due to the increase in the gross profit and the absence of non-recurring listing expenses for the Period.

#### Dividend

The Board has resolved not to declare payment of any dividend for the Period (nine months ended 30 September 2019: RMB30 million).

#### USE OF PROCEEDS AND COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

On 14 January 2020, the Shares were initially listed on GEM by way of Share Offer and the Company completed the share offer of its 45,000,000 Shares, comprising 4,500,000 public offer Shares and 40,500,000 placing Shares, with a par value of HK\$0.01 each at an offer price of HK\$1.39 per Share. The net proceeds from the Listing (the “**Net Proceeds**”) after deducting the underwriting commission and related listing expenses payable by the Company, were approximately HK\$30.6 million. The Board having considered the business operating environment and the development of the Group, resolved to change the use of the unutilised Net Proceeds as set out in the announcement of the Company dated 11 September 2020 (the “**Announcement**”). Please refer to the Announcement for details of the changes on use of the unutilised Net Proceeds.

#### 純利

本期間純利約為人民幣42.8百萬元(截至2019年9月30日止九個月：淨虧損約人民幣4.4百萬元)。轉虧為盈主要由本期間毛利增長及缺少非經常性上市開支所致。

#### 股息

董事會議決不宣派本期間的任何股息(截至2019年9月30日止九個月：人民幣30百萬元)。

#### 所得款項用途及業務目標與實際業務進程比較

於2020年1月14日，股份首次以股份發售方式於GEM上市，本公司完成其45,000,000股股份的股份發售，包括4,500,000股公開發售股份及40,500,000股配售股份，每股面值0.01港元，每股發售價1.39港元。上市所得款項淨額(「**所得款項淨額**」)經扣除本公司應付之包銷佣金及相關上市開支後約為30.6百萬港元。董事會考慮本集團的業務經營環境及發展後，決定如2020年9月11日刊發的公告(「**公告**」)中披露變更未動用所得款淨額的用途。有關未動用所得款項淨額用途變動詳情，請參閱公告。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The table below sets forth the breakdown of the intended use and the timeline for utilisation of the Net Proceeds as at 30 September 2020:

下表載列於2020年9月30日所得款項淨額擬定用途明細及動用時間表：

		Original intended use of Net Proceeds	Revised allocation of Net Proceeds (as disclosed in the Announcement)	Amount utilised up to 30 September 2020	Remaining balance of unutilised Net Proceeds as at 30 September 2020	Expected timeline to use unutilised Net Proceeds
	所得款項淨額 的原先擬定用途	HK\$'000 千港元	所得款項淨額 的經修訂分配 (誠如公告 所披露) HK\$'000 千港元	直至2020年 9月30日 已動用金額 HK\$'000 千港元	於2020年 9月30日 未動用所得 款項淨額 餘下結餘 HK\$'000 千港元	使用未動用所 得款項淨額 預期時間表
Increase coverage of our exclusive OOH and online advertising resources by acquiring additional resources (Note 1)	通過獲取額外資源以擴大我們的專有戶外及網上廣告資源的覆蓋範圍(附註1)	16,722	14,594	14,594	–	Not applicable 不適用
Expand our business coverage in growing regions and spectrums of service offerings	擴大我們的業務範圍至增長中地區及擴大所提供服務的範圍	8,882	–	–	–	Not applicable 不適用
Enhance the big data platforms (Note 2)	擴大我們的大數據平台(附註2)	1,960	2,960	328	2,632	December 2021 2021年12月
General working capital	一般營運資金	3,063	3,063	761	2,302	December 2021 2021年12月
Prepayment and/or deposit of online advertising resources	網上廣告資源的預付及/或按金	–	10,010	–	10,010	December 2021 2021年12月
		30,627	30,627	15,683	14,944	



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Notes:

1. Entered into agreements with suppliers for additional exclusive OOH and online advertising resources.
2. The Group has entered into agreements with strategic partners and started to purchase data to revamp the big data platforms.

The customers' demand for OOH advertising has decreased significantly, whereas the demand for online advertising has increased steadily due to the COVID-19 pandemic, as consumers have been spending more time at home as part of the social distancing measures to control the spread of the COVID-19 are in place. Therefore, the Group has actively adjusted its strategies and reallocated the unutilised Net Proceeds as follows: (i) approximately HK\$2.6 million to be used for enhancing the big data platforms; and (ii) approximately HK\$10.0 million to be used for prepayment and/or deposit of online advertising resources.

#### 附註：

1. 與供應商簽訂協議以獲得額外專有戶外及網上廣告資源。
2. 本集團已與戰略合作夥伴訂立協議並購買數據以進行大數據平台的改進。

受COVID-19疫情的影響客戶對戶外廣告的需求已大幅下降，而對網上廣告的需求則穩步增長，乃由於消費者將更多時間花在家裏以作為控制COVID-19傳播而採取的社交距離措施一部分。因此，本集團積極調整策略，重新分配未動用所得款項淨額如下：(i) 約2.6百萬港元，將用於擴大我們的大數據平台；及(ii) 約10.0百萬港元，將用於網上廣告資源的預付及／或按金。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### CORPORATE GOVERNANCE

The Directors recognise the importance of good corporate governance in management and internal procedures to promote and ensure accountability. The Company's corporate governance practices are based on principles and code provisions of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules (the “**Corporate Governance Code**”). During the Period, the Company has complied with all applicable code provisions of the Corporate Governance Code.

#### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms which are the same as the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Following the specific enquiries made by the Company with each of the Directors, all Directors confirmed that they had complied with the required standard of dealings and code of conduct regarding securities transaction during the Period.

#### 企業管治

董事深明在管理及內部程序方面實行良好企業管治以促進及確保問責的重要性。本公司的企業管治常規乃基於GEM上市規則附錄十五所載企業管治守則(「**企業管治守則**」)的原則及守則條文。於本期間，本公司已遵守企業管治守則的所有適用守則條文。

#### 證券交易的標準守則

本公司已採納有關董事進行證券交易之行為守則，其條款與GEM上市規則第5.48至5.67條所載之交易必守準則相同。

本公司向各董事作出特定查詢後，全體董事確認彼等於本期間一直遵守交易必守準則及有關證券交易的行為守則。

## **CORPORATE GOVERNANCE AND OTHER INFORMATION**

### **企業管治及其他資料**

#### **COMPETING INTEREST**

During the Period, and up to the date of this report, none of the Directors, or the controlling shareholders or substantial shareholders (as defined in the GEM Listing Rules) of the Company or their respective close associates (as defined in the GEM Listing Rules) had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group and which requires disclosure pursuant to Rule 11.04 of GEM Listing Rules, nor did they have any conflict of interest with the Group.

#### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of the subsidiaries purchased, sold or redeemed the Company's listed securities during the Period. Neither the Company nor any of its subsidiaries had issued or granted any convertible securities, options, warrants or similar rights or exercised any conversion or subscription rights under any convertible securities, options, warrants or similar rights during the Period.

#### **競爭權益**

於本期間及直至本報告日期，本公司董事或控股股東或主要股東（定義見GEM上市規則）或彼等各自緊密聯繫人（定義見GEM上市規則）概無從事與本集團業務直接或間接構成競爭或可能構成競爭的任何業務或於該等業務中擁有權益，而該等業務及權益須根據GEM上市規則第11.04條予以披露，彼等與本集團亦無任何利益衝突。

#### **購買、出售或贖回本公司上市證券**

於本期間，概無本公司或任何附屬公司購買、出售或贖回本公司上市證券。本公司或其任何附屬公司於本期間概無發行或授出任何可轉換證券、期權、認股權證或相似權利，亦無行使任何可轉換證券、期權、認股權證相關之任何轉換或認購權利或相似權利。

**SHARE OPTION SCHEME**

A share option scheme (the “**Share Option Scheme**”) was conditionally adopted by the Company on 11 December 2019, with an effective life for 10 years from the Listing Date. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

There were no outstanding options as at 30 September 2020. No share options had been granted, agreed to be granted, exercised or cancelled or lapsed under the Share Option Scheme during the Period.

**購股權計劃**

本公司於2019年12月11日有條件採納購股權計劃(「**購股權計劃**」)，自上市日期起為期十年內有效。購股權計劃條款乃根據GEM上市規則第23章的條文。

於2020年9月30日，概無未行使購股權。本期間，概無購股權已根據購股權計畫授出、同意授出、行使或註銷或失效。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2020, the interests and short positions of the Directors in the share capital and chief executives in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (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; 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 Rule 5.46 of the GEM Listing Rules were as follows:

#### 董事及最高行政人員於股份、相關股份及債權證中的權益及淡倉

於2020年9月30日，董事於股本及最高行政人員於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉；或(b)根據證券及期貨條例第352條登記於該條所指的登記冊內的權益及淡倉；或(c)根據GEM上市規則第5.46條須知會本公司及聯交所的權益及淡倉如下：

Name of Directors	Capacity/nature of interest	Number of Shares held (Note 1)	Approximate percentage of shareholding (%) (Note 5)
董事姓名	身份／權益性質	持有股份數目 (附註1)	概約持股百分比(%) (附註5)
Mr. Chow Eric Tse To ("Mr. Chow") (Note 2)	Interest in a controlled corporation	87,750,000 Shares (L)	48.75%
周子濤先生(「周先生」)(附註2)	受控制法團權益	87,750,000 股股份 (L)	48.75%
Mr. Lau Tung Hei Derek ("Mr. Lau") (Note 3)	Interest in a controlled corporation	13,500,000 Shares (L)	7.5%
劉東曦先生(「劉先生」)(附註3)	受控制法團權益	13,500,000 股股份 (L)	7.5%
Ms. Cai Xiaoshan ("Ms. Cai") (Note 4)	Interest in a controlled corporation	33,750,000 Shares (L)	18.75%
蔡曉珊女士(「蔡女士」)(附註4)	受控制法團權益	33,750,000 股股份 (L)	18.75%

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Notes:

1. The letter "L" denotes a long position in our Shares.
2. Shining Icon (BVI) Limited ("**Shining Icon**") and Sense One Limited ("**Sense One**") are wholly owned by Mr. Chow. Therefore, Mr. Chow is deemed to be interested in the Shares held by Shining Icon and Sense One pursuant to the SFO.
3. Master Connection Limited ("**Master Connection**") is wholly owned by Mr. Lau. Therefore, Mr. Lau is deemed to be interested in the Shares held by Master Connection pursuant to the SFO.
4. Focus Wonder Limited ("**Focus Wonder**") is wholly owned by Ms. Cai. Therefore, Ms. Cai is deemed to be interested in the Shares held by Focus Wonder pursuant to the SFO.
5. The calculation is based on the total number of 180,000,000 Shares in issue as at 30 September 2020.

Save as disclosed above, as at 30 September 2020, none of the Directors or chief executive of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company or any of 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; 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 Rule 5.46 of the GEM Listing Rules.

附註：

1. 字母「L」指於股份的好倉。
2. Shining Icon (BVI) Limited (「**Shining Icon**」) 及 Sense One Limited (「**Sense One**」) 由周先生全資擁有。因此，周先生根據證券及期貨條例被視為於Shining Icon及Sense One持有的股份中擁有權益。
3. Master Connection Limited (「**Master Connection**」) 由劉先生全資擁有。因此，劉先生根據證券及期貨條例被視為於Master Connection持有的股份中擁有權益。
4. Focus Wonder Limited (「**Focus Wonder**」) 由蔡女士全資擁有。因此，蔡女士根據證券及期貨條例被視為於Focus Wonder持有的股份中擁有權益。
5. 計算乃基於2020年9月30日已發行股份總數180,000,000股。

除上文所披露者外，於2020年9月30日，概無董事或本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何權益及淡倉；或(b)根據證券及期貨條例第352條登記於該條所指的登記冊內的任何權益及淡倉；或(c)根據GEM上市規則第5.46條須知會本公司及聯交所的任何權益及淡倉。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2020, the following entities (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares and underlying Shares, 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:

#### 主要股東及其他人士於股份、相關股份及債權證中的權益

於2020年9月30日，以下實體（並非本公司董事或最高行政人員）於股份及相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司及聯交所披露的權益或淡倉或須記入本公司根據證券及期貨條例第336條存置之權益登記冊內的權益或淡倉：

Name of Shareholders	Capacity/nature of interest	Number of Shares held (Note 1)	Approximate percentage of shareholding (%) (Note 2)
股東名稱	身份／權益性質	持有股份數目 (附註1)	概約持股百分比(%) (附註2)
Shining Icon	Beneficial Owner	69,660,000 Shares (L)	38.70%
Shining Icon	實益擁有人	69,660,000 股股份 (L)	38.70%
Focus Wonder	Beneficial Owner	33,750,000 Shares (L)	18.75%
Focus Wonder	實益擁有人	33,750,000 股股份 (L)	18.75%
Sense One	Beneficial Owner	18,090,000 Shares (L)	10.05%
Sense One	實益擁有人	18,090,000 股股份 (L)	10.05%
Master Connection	Beneficial Owner	13,500,000 Shares (L)	7.5%
Master Connection	實益擁有人	13,500,000 股股份 (L)	7.5%

Notes:

- (1) The letter "L" denotes a long position in our Shares.
- (2) The calculation is based on the total number of 180,000,000 Shares in issue as at the date of this report.

附註：

- (1) 字母「L」指於股份的好倉。
- (2) 計算乃基於本報告日期已發行股份總數180,000,000股。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Save as disclosed above, no other entities or persons other than the Directors and chief executive of the Company whose interests are set out in the paragraph headed “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures” above, had any interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

#### INTEREST OF COMPLIANCE ADVISER

As notified by Innovax Capital Limited (“Innovax”), the compliance adviser of the Company, save for the compliance adviser agreement entered into between the Company and Innovax dated 20 June 2019, neither Innovax nor any of its close associates (as defined in the GEM Listing Rules), directors or employees had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities, if any), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules during the Period and up to the date of this report.

#### AUDIT COMMITTEE AND REVIEW OF THIRD QUARTERLY RESULTS

The audit committee of the Company (the “**Audit Committee**”) is responsible for reviewing and providing supervision over the Group’s financial reporting process, risk management and internal control system, and providing advice to the Board. The Company has established the Audit Committee on 11 December 2019 with written terms of reference in compliance with the GEM Listing Rules.

除上文所披露者外，概無其他實體或人士（董事及本公司最高行政人員除外，其權益載於上文「董事及最高行政人員於股份、相關股份及債權證中的權益及淡倉」一段）於股份或相關股份中擁有任何須記錄於本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉。

#### 合規顧問的權益

誠如本公司合規顧問創陞融資有限公司（「**創陞**」）所告知，除本公司與創陞所訂立日期為2019年6月20日的合規顧問協議外，於本期間及直至本報告日期，創陞及其任何緊密聯繫人（定義見GEM上市規則）、其董事或僱員概無於本公司或本集團任何成員公司的股本（包括期權或認購有關證券的權利（如有））中擁有任何須根據GEM上市規則第6A.32條知會本公司的權益。

#### 審核委員會及審閱第三季度業績

本公司審核委員會（「**審核委員會**」）負責審閱及監督本集團的財務報告流程、風險管理及內部控制系統，並向董事會提供建議。本公司於2019年12月11日成立審核委員會，並遵照GEM上市規則訂立書面職權範圍。



## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

The Audit Committee consists of three independent non-executive Directors, namely Mr. Lee Siu Hang Foster, Ms. Tam Hon Shan Celia and Mr. Tian Tao. Mr. Lee Siu Hang Foster is the chairperson of the Audit Committee. The Audit Committee has reviewed with the management the accounting policies and practices adopted by the Group and discussed with the management internal control and financial reporting matters of the Company, including the review of the unaudited condensed consolidated results of the Group for the Period (the "Results") and this report. The Audit Committee is of the opinion that the Results have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and legal requirements and that adequate disclosure has been made.

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

Hong Kong, 13 November 2020

審核委員會包括三名獨立非執行董事，即李兆鏗先生、譚漢珊女士及田濤先生。李兆鏗先生為審核委員會主席。審核委員會已聯同管理層審閱本集團採納的會計政策及慣例，並与管理層討論本公司的內部監控及財務申報事宜，包括審閱本集團本期間的未經審核簡明綜合業績（「業績」）及本報告。審核委員會認為，編製業績符合適用會計準則、GEM上市規則及法律規定，並已作出足夠披露。

承董事會命  
天泓文創國際集團有限公司  
主席及執行董事  
周子濤

香港，2020年11月13日



天泓文創國際集團有限公司  
Icon Culture Global Company Limited