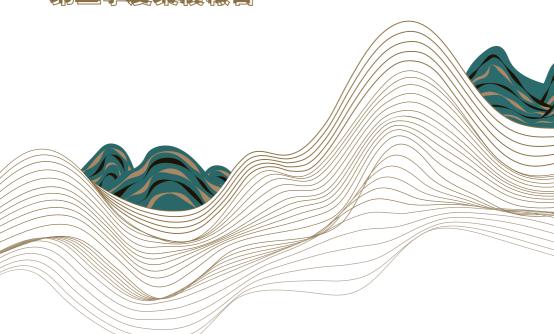


2022

THIRD QUARTERLY REPORT

第三季度業債報告



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 股份代碼: 8500

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This report, for which the directors (the "Directors", each a "Director") of Icon Culture Global Company Limited (the "Company") 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.

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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。

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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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COMPANY INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Chow Eric Tse To (Chairman)

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

AUTHORISED REPRESENTATIVES

Ms. Liang Wei

Ms. Tung Wing Yee Winnie

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

執行董事

周子濤先牛(主席)

蔡曉珊女十

劉東曦先生

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

董穎怡女十

授權代表

梁薇女士

董穎怡女十

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

COMPANY INFORMATION 公司資料

COMPLIANCE ADVISER

Innovax Capital Limited Unit B, 13/F Neich Tower 128 Gloucester Road, Wanchai Hong Kong

LEGAL ADVISERS

As to Hong Kong laws Jingtian & Gongcheng LLP

As to the People's Republic of China (the "PRC") laws Hylands (Shenzhen) Law Firm

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 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128號 祥豐大廈 13樓B室

法律顧問

有關香港法律 競天公誠律師事務所有限法律責任合夥

有關中華人民共和國(「中國1)法律 北京市浩天信和(深圳)律師事務所

有關開曼群島法律 奥傑律師事務所

註冊辦事處

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

中國主要營業地點

中國廣東省 **庸州市天河區** 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

COMPANY 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, 21/F, 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

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

聯交所GEM

股份代號

8500

買賣單位

2,000 股股份

FINANCIAL HIGHLIGHTS 財務摘要

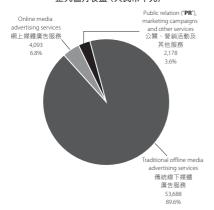
Nine months ended 30 September

截至	9	月	30	日	止	九	個	月
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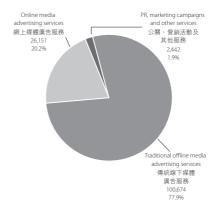
		2022 2022年	2021 2021年	Change 變動
		RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Unaudited) (未經審核)	% %
Revenue	收益	59,959	129,267	(53.6%)
Gross (loss)/profit	(毛虧損)/毛利	(4,596)	18,400	(125.0%)
(Loss)/profit for the period	期內(虧損)/溢利	(25,275)	1,399	(1,906.6%)

Revenue for the nine months ended 30 September 2022 (RMB'000) 截至2022年9月30日

止九個月收益(人民幣千元)



Revenue for the nine months ended 30 September 2021 (RMB'000) 截至2021年9月30日 止九個月收益(人民幣千元)



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

BUSINESS REVIEW

The Group is an integrated multimedia advertising and marketing solution service provider based in Guangzhou, the PRC. Our integrated multimedia advertising and marketing solution services primarily focus on the formulation of advertising strategies for our customers, identifying and sourcing the most appropriate advertising resources to maximise the effectiveness of our customers' brands and product promotions, while promoting the product sales of our customers.

Under the continuous impact of the novel coronavirus disease 2019 (the "COVID-19"), the Group was still determined to implement strategic adjustments, and resolutely increase investment in business development of live-streaming E-commerce, short video production and new media marketing, etc. For the nine months ended 30 September 2022 (the "Period"), the Group was jointly awarded the honorary title of "South China E-commerce Gold Label Award — Most Growing Enterprise Award" by Guangzhou Municipal Commerce Bureau and Guangzhou Electronic Commerce Industry Association, and also elected as Guangzhou Tianhe District Folk Artists Association (Vice President Company), Vice President Company of Guangzhou E-commerce Industry Association and member of Guangdong Modern Service Federation. With some successful marketing cases, the Group was awarded the prize of "Actual Combat Case 2022" by ADMEN Awards and the "Golden Prize for Innovation Marketing Category" by the Creative Awards Innovation 2022.

業務回顧

本集團是一家位於中國廣州的綜合多媒體廣告 及營銷解決方案服務供應商。我們的綜合多媒 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,以為我們客戶的品牌及產品宣傳效果帶來 最大效益:同時推動客戶產品的銷量。

在2019新型冠狀病毒病(「新冠肺炎」)的持續影響下,本集團依然堅定實施戰略性的調整,果斷加大直播電商、短視頻製作及新媒體營銷的業務開拓投入。截至2022年9月30日止九個月(「本期間」),本集團榮獲由廣州市商務局、廣州電子商務行業協會共同頒發的「華南電商金標獎一最具成長力企業獎」,且被評選為廣州市天河區民間文藝家協會(副會長單位)、廣州電子商務行業協會副會長單位及廣東省現代服務業聯合會會員單位。並憑部分營銷案例獲得ADMEN廣告人國際大獎「2022年實踐金案」及2022年科睿創新獎營銷創新類金獎。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

During the Period, the Group recorded revenue of approximately RMB60.0 million (Nine months ended 30 September 2021: approximately RMB129.3 million), representing a decrease of 53.6% as compared to the same period in 2021 while the net loss was approximately RMB25.3 million (Nine months ended 30 September 2021: net profit of approximately RMB1.4 million). The net loss was mainly due to the: (i) decrease in revenue generated from traditional offline media advertising services which has higher profit margin as some of the major customers that were affected by the COVID-19 pandemic had substantially reduced their traditional offline media advertising budget during the Period; (ii) increase in credit loss allowance of the trade receivables with slow collection; and (iii) increase in staff costs and rental expense as the Group continued to expand the service capabilities for livestreaming E-Commerce business.

於本期間,本集團錄得收益約人民幣60.0百萬 元(截至2021年9月30日 上九個月:約人民幣 129.3 百萬元),較2021年同期下降53.6%,而淨 虧損約為人民幣25.3百萬元(截至2021年9月30 日止九個月:淨利潤約人民幣1.4百萬元)。淨 虧損乃主要由於:(i)本期間來自毛利率較高的 傳統線下媒體廣告服務的收益減少,此乃受新 冠肺炎疫情影響,若干主要客戶大幅減少在傳 統線下媒體的廣告投放預算;(ii)對於收款緩慢 的貿易應收款項信貸虧損撥備增加;及(iii)隨著 本集團持續擴大直播電商業務的服務能力,員 工成本及租金費用亦有所增加。

PROSPECT

The advertising and marketing industry is facing many challenges, such as the slowdown of the macroeconomy, changes in the advertising environment and the requirements of brand customers (advertisers). However, the Group believes challenges and opportunities coexist. Despite the industry headwind, the Group will continue to increase in integrated investment in new businesses, and provide customers with a better full range of services of a synthesis of "brands awareness, marketing effectiveness and sales volume achievement", through the combination of "Creative + Media" services. Specific strategies include:

前景

廣告營銷行業面臨著宏觀經濟下滑、廣告環境 變化、品牌客戶(廣告主)要求轉變等的諸多挑 戰。然而,本集團相信挑戰與機遇並存。儘管 面臨行業逆風,本集團將繼續加大新業務的綜 合投入,通過「創意+媒介 | 服務組合的方式, 為客戶提供「品效銷合一」的更優質全方位服 務。具體策略包括:

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

- 1. We will accelerate the selection and development of major customers, respond to the development of media and customer needs, explore ideas for services, showcase successfully and quickly replicate our experience. On one hand, we will continue to assist the transformation of traditional brand customers into digital marketing. On the other hand, we will help clients with newly established brands to open up showcasing channels in various media and optimise their communication strategies, so as to support their growth to a sustainable long-term business model.
- 一、我們將加速主要客戶的甄選與培育,順應媒體及客戶需求的發展,拓展服務思路,打造成功案例,並快速形成經驗複製,一方面繼續協助傳統的品牌客戶向數字化營銷轉型,另一方面幫助新成立品牌客戶開拓各種媒體中的展示渠道、優化傳播戰略以助力品牌實現長效生意的成長。

In response to the era of high demand for live-streaming E-commerce service among traditional brand customers, with the Group's live-streaming team and capabilities gradually becoming matured, on top of live-streaming E-commerce agency operation service, the Group is stepping into the new area of self-operated live-streaming E-commerce and acted as a wholesaler to the traditional brand customers to help them expanding sales channels and transform to enjoy the benefit of digitalisation.

順應傳統品牌客戶對直播電商服務的需求旺盛的時代,隨著本集團自身直播團隊及能力的逐步成熟,在直播電商代運營業務基礎上,本集團正踏足自營直播電商領域以向傳統品牌客戶拓展銷售渠道及擁抱數字化。

- We will refine and optimise our media procurement strategy to further expand repositories with the Group's characteristics, including resources of media and Key Opinion Leaders (KOLs), and meanwhile enhance the bargaining power and profitability.
- 二、 完善和優化媒介採購策略,進一步擴展 具集團特色的資源庫,包括媒介資源、 網紅資源等,同時提升議價空間及盈利 能力。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

FINANCIAL REVIEW

Revenue

During the Period, the Group recorded a turnover of approximately RMB60.0 million (Nine months ended 30 September 2021: approximately RMB129.3 million), representing a decrease of approximately RMB69.3 million or 53.6% as compared to the corresponding period in 2021. The decrease in revenue was mainly due to the combined effect of the decrease in traditional offline and online media advertising services.

Due to some major customers which were affected by the COVID-19 pandemic had substantially reduced their traditional offline media advertising budget, revenue from traditional offline media advertising services decreased by 46.7% to approximately RMB47.0 million as compared to the corresponding period of 2021. At the same time, the decrease in online media advertising services was mainly due to one of the major customers adjusted its online advertising strategy and decreased the online-TV advertising volume.

財務回顧

收益

於本期間,本集團錄得營業額約人民幣60.0百萬元(截至2021年9月30日止九個月:約人民幣129.3百萬元),較2021年同期減少約人民幣69.3百萬元或53.6%。收益減少乃主要由於傳統線下及網上媒體廣告服務減少的綜合影響。

由於受新冠肺炎疫情影響的若干主要客戶大幅減少其傳統線下媒體廣告預算,傳統線下媒體廣告服務的收益較2021年同期年減少46.7%至約人民幣47.0百萬元。同時,網上媒體廣告服務減少乃主要由於其中一名主要客戶調整其線上廣告策略,並減少網上電視廣告量。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Gross (Loss)/Profit and Gross (Loss)/Profit Margin

During the Period, the Group recorded gross loss of approximately RMB4.6 million and gross loss margin of approximately 7.7% (Nine months ended 30 September 2021: gross profit of approximately RMB18.4 million, gross profit margin of approximately 14.2%). The decrease was mainly due to the: (i) decrease in the revenue generated from traditional offline media advertising services which has higher profit margin as some of the customers which were affected by the COVID-19 pandemic had substantially reduced their traditional offline media advertising budget; and (ii) increase in staff costs and rental expense as the Group continued to expand the service capabilities for live-streaming E-commerce business since the fourth guarter of 2021.

Other Revenue

Other revenue amounted to approximately RMB0.6 million for the Period (Nine months ended 30 September 2021: approximately RMB3.2 million). Other revenue for the Period mainly consisted of additional value-added tax deductions of approximately RMB0.4 million (Nine months ended 30 September 2021: approximately RMB1.0 million).

Selling Expenses

Selling expenses for the Period amounted to approximately RMB2.0 million (Nine months ended 30 September 2021: approximately RMB7.4 million). The decrease was due to reduction in purchase of marketing data analysis.

毛(虧損)/利及毛(虧損)/利率

於本期間,本集團錄得毛虧損約人民幣4.6百萬元及期內毛虧損率約為7.7%(截至2021年9月30日止九個月:毛利約人民幣18.4百萬元,毛利率約14.2%)。減少乃主要由於(i)因受新冠肺炎疫情影響的若干客戶大幅減少其傳統線下媒體廣告預算,具有較高利潤率傳統線下媒體廣告服務的收益減少;及(ii)隨著本集團自2021年第四季度起持續擴大直播電商業務的服務能力,員工成本及租金支出增加。

其他收益

本期間的其他收益約為人民幣0.6百萬元(截至2021年9月30日止九個月:約人民幣3.2百萬元)。本期間的其他收益主要由增值税加計扣除約人民幣0.4百萬元(截至2021年9月30日止九個月:約人民幣1.0百萬元)構成。

銷售開支

本期間的銷售開支約為人民幣2.0百萬元(截至2021年9月30日止九個月:約人民幣7.4百萬元)。減少是因為縮減了在營銷數據分析上的採購。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Administrative Expenses

Administrative expenses for the Period amounted to approximately RMB29.6 million (Nine months ended 30 September 2021: approximately RMB11.3 million). The increase in administrative expenses for the Period was mainly due to the increased credit loss allowance for trade receivables. The Group recognised credit loss allowance for trade receivables of approximately RMB21.4 million for the Period (Nine months ended 30 September 2021: approximately RMB2.6 million).

Income Tax

The Group recorded income tax benefit of approximately RMB10.9 million for the Period (Nine months ended 30 September 2021: tax expense of approximately RMB1.1 million). The income tax benefit was mainly a result of the deferred tax asset recognised during the Period arising from the tax loss of the Group's major PRC subsidiary for which the Group considered could be utilised to deduct future profit for tax purposes.

Net (Loss)/Profit

Net loss amounted to approximately RMB25.3 million for the Period (Nine months ended 30 September 2021: net profit of approximately RMB1.4 million). The decrease was mainly because the Group recorded a gross loss and the administrative expenses had increased resulting from increased credit loss allowance for trade receivables.

DIVIDEND

The board of Directors (the "Board") has resolved not to declare the payment of any dividend for the Period (Nine months ended 30 September 2021: nil).

行政開支

本期間的行政開支約為人民幣29.6百萬元(截至 元)。本期間行政開支增加乃主要由於貿易應收 款項信貸虧損撥備增加。本期間本集團確認應 收貿易款項信貸虧損撥備約為人民幣21.4百萬 元(截至2021年9月30日 止九個月:約人民幣2.6 百萬元)。

所得税

本集團錄得本期間所得税收益約為人民幣10.9 百萬元(截至2021年9月30日1十九個月: 税項開 支約人民幣1.1百萬元)。所得税收益乃主要由 於本期間確認的遞延税項資產,乃產生自本集 團主要中國附屬公司的稅項虧損,本集團認為 可以利用該税項虧損扣除未來溢利作税務用途。

淨(虧損)/純利

本期間的淨虧損約為人民幣25.3百萬元(截至 2021年9月30日止九個月: 純利約人民幣1.4百 萬元)。減少乃主要由於本集團錄得毛虧損及由 於貿易應收款項的信貸虧損撥備增加導致行政 開支增加所致。

股息

董事會(「董事會」)議決不宣派本期間的任何股 息(截至2021年9月30日止九個月:無)。

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 the 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 BY THE DIRECTORS

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.

Having made specific enquiry by the Company, all Directors confirmed that they had complied with the required standard of dealings and code of conducts regarding securities transactions 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 企業管治守則的原則及守則條文(「企業管治守 則」)。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。

董事進行證券交易的標準守則

本公司按與GEM上市規則第5.48至5.67條所載 交易必守標準相同的條款採納董事進行證券交 易之行為守則。

經本公司作出特定查詢後,全體董事確認,於 本期間,彼等均已遵守有關證券交易之交易必 守標準及行為守則。

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 the GEM Listing Rules, nor did they have any conflict of interest with the Group.

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

The Company did not redeem its listed securities nor did the Company or any of its subsidiaries purchase or sell any of such 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 exercise any conversion or subscription rights under any convertible securities, options, warrants or similar rights during the Period.

SHARE OPTION SCHEME

A share option scheme (the "Share Option **Scheme**") has been conditionally adopted by the Company on 11 December 2019, with an effective term of 10 years from 14 January 2020. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

There was no share option outstanding as at 30 September 2022 and no share option was granted, exercised, cancelled or lapsed during the Period.

競爭權益

於本期間及百至本報告日期,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,本公司概無贖回其上市證券或本公 司或其仟何附屬公司概無購買或出售仟何有關 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。

購股權計劃

本公司已於2019年12月11日有條件採納一項購 股權計劃(「購股權計劃」),自2020年1月14日 起生效,有效期為10年。購股權計劃的條款符 合GEM上市規則第23章的條文。

於2022年9月30日,概無尚未行使的購股權, 且於本期間並無購股權獲授出、行使、許銷或 失效。

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

As at 30 September 2022, the interests and short positions of the Directors 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 (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 Rules 5.46 to 5.67 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 權證的權益及淡倉

於2022年9月30日,董事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及第8分部須知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例之有關條文被當作或視為擁有之任何權益或淡倉);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至5.67條須知會本公司及聯交所的權益及淡倉如下:

Name of Directors 董事姓名	Capacity/ nature of interest	Number of Shares held (Note 1) 持股數目 (附註1)	Approximate percentage of shareholding (%) (Note 5) 概約持股 百分比(%) (附註5)
里争灶石	身份/權益性質 ————	(例註1) ————————————————————————————————————	(別註3)
Mr. Chow (Note 2)	Interest in a controlled corporation	87,750,000 Shares (L)	48.75%
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 」)(<i>附註3)</i>	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%

Notes:

- 1. The letter "L" denotes a long position in our Shares.
- Shining Icon and 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.
- 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.
- Focus Wonder Limited ("Focus Wonder") is whollyowned by Ms. Cai. Therefore, Ms. Cai is deemed to be interested in the Shares held by Focus Wonder pursuant to the SFO.
- The calculation is based on the total number of 180,000,000 Shares in issue as at 30 September 2022.

Save as disclosed above, none of the Directors or 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 Rules 5.46 to 5.67 of the GEM Listing Rules.

附註:

- 1. 字母「L|指於股份的好倉。
- Shining Icon及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。
- 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。
- 計算乃基於2022年9月30日已發行股份總數 180,000,000股。

除上文所披露者外,概無任何董事或本公司最高行政人員於本公司或任何相聯法團(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(包括彼等根據證券及期貨條例之有關條文被當作或視為擁有之權益或淡倉):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至5.67條須知會本公司及聯交所的任何權益及淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2022, the following entities (not being the 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:

The calculation is based on the total number of

180,000,000 Shares in issue as at 30 September

(2)

2022.

主要股東於股份、相關股份及債權證中的權益

於2022年9月30日,以下實體(並非董事或本公司最高行政人員)於本公司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分部之條文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 股東名稱	Capacity/nature of interest 身份/權益性質	Number of Shares held (Note 1) 持股數目 (附註 1)	Approximate percentage of shareholding (%) (Note 2) 概約持股 百分比(%) (附註2)
双米与拼	ガツ/惟並は貝 	(P)) A工 1 /	(PI) AT 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:	附註:		
(1) The letter "L" denotes a lo	ng position in our Shares. (1)	字母「L」指於股份的好倉	` o

(2)

180.000.000股。

計算乃基於2022年9月30日已發行股份總數

Save as disclosed above, as at 30 September 2022, no other entities or persons 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 which were required 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.

除上文所披露者外,於2022年9月30日,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、相關股份及債權證的權益及淡倉」一段)於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉,或須記錄於本公司根據證券及期貨條例第336條須存置的登記冊的任何權益或淡倉。

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.

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(包括購股 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。

AUDIT COMMITTEE AND REVIEW OF THIRD OUARTERLY RESULTS

The audit committee of the Board (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 established the Audit Committee with written terms of reference in compliance with the GEM Listing Rules.

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 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

Chairman and Executive Director

Hong Kong, 11 November 2022

審核委員會及審閱第三季度業績

董事會審核委員會(「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。本公司成立 審核委員會,並遵照GEM上市規則訂立書面職 權範圍。

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。審核委員會已審閱本集團 本期間的未經審計簡明綜合業績(「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,2022年11月11日

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 2021, 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2021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

			30 Sep	nths ended tember 日止三個月	Nine months ended 30 September 截至9月30日止九個月		
		Note 附註	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 2021年 RMB'000 人民幣千元 (Unaudited) (未經審核)	
Revenue Cost of sales	收益 銷售成本	2	9,674 (10,132)	12,154 (9,972)	59,959 (64,555)	129,267 (110,867)	
Gross (loss)/profit Other revenue Other net loss Selling expenses Administrative expenses	(毛虧損)/毛利 其他收益 其他淨虧損 銷售開支 行政開支		(458) 413 - (38) (3,465)	2,182 2,450 – (5,744) (4,016)	(4,596) 610 (11) (1,973) (29,589)	18,400 3,230 - (7,447) (11,289)	
(Loss)/profit from operations Finance costs	經營(虧損)/溢利 財務成本		(3,548) (153)	(5,128) (105)	(35,559) (566)	2,894 (346)	
(Loss)/profit before taxation Income tax	除税前(虧損)/溢利 所得税	3 4	(3,701) 2,758	(5,233) 1,222	(36,125) 10,850	2,548 (1,149)	
(Loss)/profit for the period	期內(虧損)/溢利		(943)	(4,011)	(25,275)	1,399	
(Loss)/earnings per share	每股(虧損)/盈利	6	RMB 人民幣元	RMB 人民幣元	RMB 人民幣元	RMB 人民幣元	
Basic	基本		(0.01)	(0.02)	(0.14)	0.01	
Diluted	攤薄		(0.01)	(0.02)	(0.14)	0.01	

		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	
		2022	2021	2022	2021
		2022年	2021年	2022年	2021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)
(Loss)/profit for the period	期內(虧損)/溢利	(943)	(4,011)	(25,275)	1,399
Other comprehensive (loss)/income for the period Exchange differences on translation of: — financial statements of overseas	期內其他全面 (虧損)/收益 換算匯兑差額: 一海外附屬公司 財務報表	(7)			
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額	(948)	(4,011)	(25,251)	1,399

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 未經審核簡明綜合權益變動表

		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Statutory reserve 法定儲備 RMB'000 人民幣千元	Exchange reserve 匯兑儲備 RMB'000 人民幣千元	Retained earnings/ (accumulated loss) 保留盈利/ (累計虧損) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2022 (Audited)	2022年1月1日 結餘(經審核)	1,596	91,866	(11,907)	8,407	11	22,284	112,257
Changes in equity: Profit/(loss) for the period and total comprehensive income	權益變動: 期內溢利/(虧損) 及全面 收益總額	-	-	-	-	24	(25,275)	(25,251)
Balance at 30 September 2022 (Unaudited)	2022年9月30日 結餘(未經審核)	1,596	91,866	(11,907)	8,407	35	(2,991)	87,006
Balance at 1 January 2021 (Audited)	2021年1月1日 結餘(經審核)	1,596	91,866	(11,907)	7,679	50	18,141	107,425
Changes in equity: Profit for the period and total comprehensive income	權益變動: 期內溢利及全面 收益總額		-	-	-	-	1,399	1,399
Balance at 30 September 2021 (Unaudited)	2021年9月30日 結餘(未經審核)	1,596	91,866	(11,907)	7,679	50	19,540	108,824

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 GEM Listing Rules. 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 11 November 2022.

This quarterly financial report has been prepared in accordance with the same accounting policies adopted in the 2021 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2022 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GEM上市規則的適用披露條文而編製。財務報表乃根據所有適用香港財務報告準則」)(包括香港會計師公會(「香港會計師公會」)頒佈的所有適用的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2022年11月11日獲授權刊發。

除預期將於2022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2021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 (CONT'D) 第三季度未經審核簡明綜合業績附註(續)

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.

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。

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 2021 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.

本季度財務報告包含簡明綜合財務報表及選定之附註解釋。附註闡述了自2021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。

The financial information relating to the financial year ended 31 December 2021 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.

在本季度財務報告內作為比較資料 而呈列之有關截至2021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 (CONT'D) 第三季度未經審核簡明綜合業績附註(績)

(b) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to this quarterly financial report for the current accounting period:

- Amendments to HKAS 16, Property, plant and equipment: Proceeds before intended use
- Amendments to HKAS 37, Provisions, contingent liabilities and contingent assets: Onerous contracts — cost of fulfilling a contract

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this quarterly financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

2. REVENUE

The principal activities of the Group are rendering of traditional offline media advertising, online media advertising, public relations, marketing campaigns and other services.

(b) 會計政策變動

本集團已就本會計期間之季度財務 報告應用下列由香港會計師公會頒 佈之香港財務報告準則的修訂:

- 香港會計準則第16號的修 訂,物業、廠房及設備:擬 定用途前的所得款項
- 香港會計準則第37號的修訂,撥備、或然負債及或然資產:虧損合約 履行合約的成本

該等發展概無對本季度財務報告中編製或呈列本集團於當前或過往期間的業績及財務狀況的方式產生重大影響。本集團並無應用於本會計期間尚未生效的任何新準則或詮釋。

2. 收益

本集團之主要業務為提供傳統線下媒體 廣告、網上媒體廣告、公關、營銷活動 及其他服務。

NOTES TO THE THIRD QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS (CONT'D) 第三季度未經審核簡明綜合業績附註(績)

Disaggregation of revenue

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

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		30 Sep	ths ended tember 日止九個月
		2022	2021	2022	2021
		2022年	2021年	2022年	2021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)
Revenue from contracts with customers within the scope of HKFRS 15 Disaggregated by major service lines Traditional offline media advertising services — acting as a principal Online media advertising services	香港財務報告準則 第15號範圍內來自 客戶合約的收益 按主要服務線的 分列 傳統線下媒體 廣告服務 一作為主要責任人 網上媒體廣告服務	7,157	7,892	53,688	100,674
— acting as a principal	一作為主要責任人	1,626	1,836	3,875	25,703
acting as an agentPR, marketing campaignsand other services*	一作為代理 公關、營銷活動及 其他服務*	159	307	218	448
— acting as a principal	一作為主要責任人	732	2,119	2,178	2,442
		9,674	12,154	59,959	129,267

^{*} 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 (CONT'D) 第三季度未經審核簡明綜合業績附註(續)

3. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging:

3. 除税前(虧損)/溢利

除税前(虧損)/溢利乃經扣除下列各項 後達致:

		Three months ended 30 September 截至9月30日止三個月			ths ended tember 日止九個月
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Media costs Costs for PR, marketing campaigns and	媒體成本 公關、營銷活動及 其他服務成本	9,279	7,920	55,251	105,138
other services Depreciation — Property, plant and	折舊 一物業、廠房及	452	1,592	1,327	1,854
equipment — Right-of-use assets	設備 一使用權資產	86 295	121 66	258 2,129	580 1,137

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 2021: nil).

The Group's subsidiaries operating in the PRC are subject to income tax at the rate of 25% (2021: 25%) on their taxable income according to the PRC corporate income tax laws.

4. 所得税

本集團於本期間未有在香港賺取任何應 課税溢利,故未於本期間內作香港利得 税撥備(截至2021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稅率25% (2021年:25%)繳納所得稅。

NOTES TO THE THIRD QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS (CONT'D) 第三季度未經審核簡明綜合業績附註(績)

5. DIVIDEND

The Board has resolved not to declare the payment of any dividend for the Period (nine months ended 30 September 2021: nil).

6. (LOSS)/EARNINGS PER SHARE

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

5. 股息

董事會議決不宣派本期間的任何股息(截至2021年9月30日止九個月:無)。

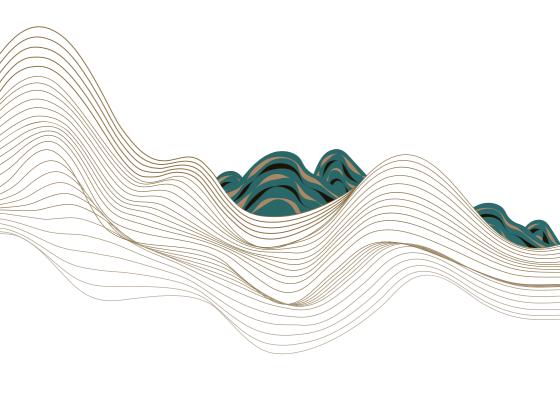
6. 每股(虧損)/盈利

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

		Three months ended 30 September 截至9月30日止三個月			ths ended tember 日止九個月
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
(Loss)/profit attributable to the owners of the Company (RMB'000) Weighted average number of ordinary shares in issue	本公司擁有人應佔 (虧損)/溢利 (人民幣千元) 已發行普通股加權 平均數	(943) 180,000,000	(4,011)	(25,275)	1,399
Basic (loss)/earnings per share for (loss)/profit 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(虧損)/溢利的每股基本(虧損)/盈利(以每股人民幣元列示)	(0.01)	(0.02)	(0.14)	0.01

The Company did not have any potential dilutive ordinary shares outstanding during the Period. Diluted (loss)/earnings per share are equal to basic (loss)/earnings 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(虧損)/盈利等於每股基本(虧損)/盈利。



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