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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

(於開曼群島註冊成立的有限公司)

(股份代號：8500)

截至2021年9月30日止九個月

第三季業績公告

天泓文創國際集團有限公司(「本公司」，連同其附屬公司，統稱「本集團」)董事(「董事」)會(「董事會」)欣然公告本集團截至2021年9月30日止九個月之未經審核簡明綜合財務業績。本公告列載本公司2021第三季度報告全文，並遵照聯交所GEM證券上市規則(分別為「GEM」及「GEM上市規則」)有關第三季度初步業績公告須包括的資料的相關規定。本公司2021年第三季度報告的印刷版將適時寄發予本公司股東，並將按GEM上市規則所規定的方式於聯交所網站www.hkexnews.hk及本公司網站www.iconspace.com可供查閱。

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，2021年11月12日

於本公告日期，執行董事為周子濤先生(主席)、蔡曉珊女士、劉東曦先生、梁薇女士(行政總裁及合規主任)及劉標先生；以及獨立非執行董事為李兆鏗先生、譚漢珊女士及田濤先生。

本公告的資料乃遵照GEM上市規則的規定而刊載，旨在提供有關本公司之資料；各董事願就本公告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本公告所載資料在各重大方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本公告或其所載任何陳述產生誤導。

本公告將由其刊登日期起計最少七日於GEM網站www.hkgem.com「最新上市公司公告」網頁內刊載。本公告亦將於本公司網站www.iconspace.com刊載及保存。

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

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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 (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.*

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**上市的公司一般為中小型公司，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

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

執行董事

周子濤先生(主席)
蔡曉珊女士
劉東曦先生
梁薇女士(行政總裁)
劉標先生

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee Siu Hang Foster
Ms. Tam Hon Shan Celia
Mr. Tian Tao

獨立非執行董事

李兆鏗先生
譚漢珊女士
田濤先生

COMPANY SECRETARY

Ms. Tung Wing Yee Winnie

公司秘書

董穎怡女士

AUTHORISED REPRESENTATIVES

Ms. Liang Wei
Ms. Tung Wing Yee Winnie

授權代表

梁薇女士
董穎怡女士

BOARD COMMITTEES

Audit Committee

Mr. Lee Siu Hang Foster (*Chairperson*)
Ms. Tam Hon Shan Celia
Mr. Tian Tao

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

Remuneration Committee

Ms. Tam Hon Shan Celia (*Chairperson*)
Mr. Lee Siu Hang Foster
Mr. Tian Tao

薪酬委員會

譚漢珊女士(主席)
李兆鏗先生
田濤先生

Nomination Committee

Mr. Chow Eric Tse To (*Chairperson*)
Mr. Lee Siu Hang Foster
Ms. Tam Hon Shan Celia

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

Jingtian & Gongcheng LLP

As to 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

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

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」)法律

北京市浩天信和(深圳)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
僑鑫國際金融中心29樓

CORPORATE INFORMATION

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

香港主要營業地點

香港北角
電氣道148號31樓

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

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

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

PRINCIPAL BANKERS

Bank of China
Agricultural Bank of China

主要往來銀行

中國銀行
中國農業銀行

COMPANY'S WEBSITE

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

公司網站

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

LISTING INFORMATION

Place of Listing

GEM of the Stock Exchange

上市資料

上市地點

聯交所 GEM

Stock Code

8500

股份代號

8500

Board Lot

2,000 shares

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

		2021 2021 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)	Change 變動 %
Revenue ^(Note)	收益 ^(附註)	129,267	168,172	-23.1
Gross profit ^(Note)	毛利 ^(附註)	18,400	68,972	-73.3
Profit for the period ^(Note)	期內溢利 ^(附註)	1,399	42,811	-96.7

Note:

A revenue of approximately RMB61.3 million arising from various contracts entered into by the Company and its subsidiaries (together, the **"Group"**) in 2019 (the **"2019 Contracts"**) was recorded during the nine months ended 30 September 2020, when there were no legal uncertainty regarding the Group's performance obligations and ability to collect the considerations. This was a one-off event resulted in a high base of the financial results for the third quarter of 2020, while the Group considered it was not directly related to the performance of 2020. If this one-off event was excluded, revenue, gross profit and net loss for the nine months ended 30 September 2020 would be RMB106.9 million, RMB7.7 million and RMB3.2 million, respectively.

During the nine months ended 30 September 2021 (the **"Period"**), benefited from the recovery of macro-economic from the novel coronavirus disease 2019 (the **"COVID-19"**) pandemic as well as thanks to the Group's continuous market expansion, revenue achieved a steady growth of 21.0% as compared to the corresponding period in 2020, and profit for the Period recorded a turnaround to profit if the one-off event mentioned above was excluded from the results of the corresponding period in 2020.

附註：

截至2020年9月30日止九個月錄得約人民幣61.3百萬元之收益，乃來自本公司及其附屬公司（統稱「**本集團**」）於2019年訂立的多份合約（「**2019年合約**」），而本集團在履約責任及收回代價的能力方面概無任何法律不確定性。此乃一次性事件，造成2020年第三季度財務業績的高基數，而本集團認為此並非與2020年的表現直接相關。倘剔除上述的一次性事件，截至2020年9月30日止九個月，收益、毛利及虧損淨額將分別為人民幣106.9百萬元、人民幣7.7百萬元及人民幣3.2百萬元。

於截至2021年9月30日止九個月（「**本期間**」），受惠於宏觀經濟從2019年新型冠狀病毒疾病（「**COVID-19**」）中恢復，以及得益於本集團持續擴張市場，倘將上述一次性事件從2020年同期業績中剔除，收益較2020年同期穩健增加21.0%，且本期間轉而錄得溢利。

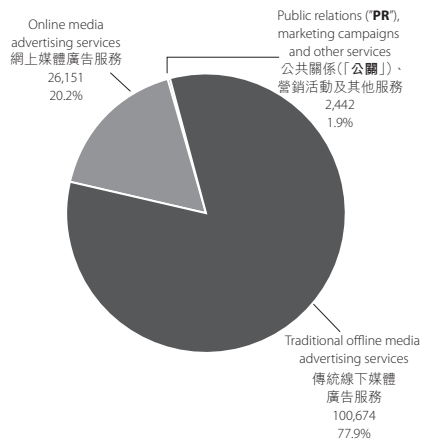
FINANCIAL HIGHLIGHTS

財務摘要

Revenue for the nine months ended 30 September 2021 (RMB'000)

截至 2021 年 9 月 30 日

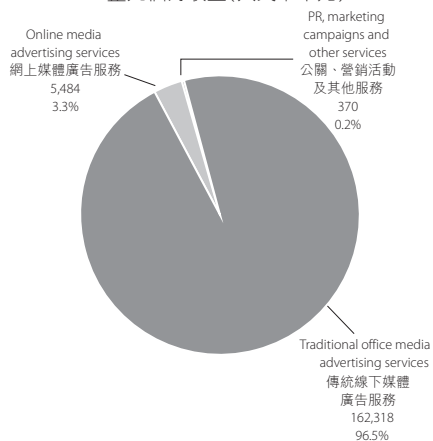
止九個月收益(人民幣千元)



Revenue for the nine months ended 30 September 2020 (RMB'000)

截至 2020 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. We are committed to developing advertising strategies, identifying and sourcing the most appropriate advertising resources, and executing integrated marketing solutions for our clients to maximise the effectiveness of our clients' branding and product promotion, and at the same time drive sales of our clients' products.

For the nine months ended 30 September 2021, the Group recorded a revenue of approximately RMB129.3 million, representing a decrease of 23.1% as compared to the corresponding period in 2020. Excluding the impact of the revenue from the 2019 Contracts of approximately RMB61.3 million (the one-off event as mentioned in the section headed "Financial Highlights" above), the Group's revenue for the Period increased by 21.0% as compared to RMB106.9 million in the corresponding period in 2020. Such increase mainly resulted from the gradual easing of the global pandemic and the growing development of the digital economy, coupled with the continued expansion of our market layout and the enhancement of our service capabilities.

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貨商，致力為客戶制定廣告策略、識別及採購最合適的廣告資源、執行整合營銷解決方案，為我們客戶的品牌及產品宣傳效果帶來最大效益，並同時推動客戶產品的銷量。

截至2021年9月30日止九個月，本集團錄得收益約人民幣129.3百萬元，較2020年同期下降23.1%；剔除2019年合約收益約人民幣61.3百萬元（上述「財務摘要」一節中所述的一次性事件）的影響，本集團的期內收益較2020年同期的人民幣106.9百萬元增長21.0%。有關增長主要由於全球疫情逐步緩和，數字經濟不斷發展，加上我們的市場版圖不斷擴大以及我們的服務能力增強所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

With the increasing influence of online and social media on consumers' purchasing decisions and the wide-spreading popularity of digital marketing in the advertising industry, the Group responds to the trend of the industry development and focuses on exploring the market potentials of the full-scope digital marketing services. During the Period, the Group has transformed its business from traditional marketing services to comprehensive marketing services. Based on the characteristics of various types of prime Internet platforms, the Group has developed integrated marketing strategies, performed new media operations and provided live e-commerce operations and short video production services. By combining practical and theoretical approaches, leveraging product recommendation, brand promotion, marketing effectiveness evaluation, and ultimately achieving product sales, the Group has been constantly exploring the business development and profit model of multi-platform online marketing.

The Group has created a new department, focusing on online and social media platforms such as Douyin (抖音) and TikTok. By covering the entire process and chain of the live streaming business, including live broadcast planning and execution, short video production, and in-feed commercial advertisement, the Group strives to build a multi-platform Internet marketing company with live streaming e-commerce service. During the Period, revenue from online media advertising services amounted to RMB26.2 million, an increase of RMB20.7 million from RMB5.5 million in the corresponding period in 2020. For the first nine months of 2021, revenue from the online media advertising services segment accounted for 20.2% of total revenue, an increase of 16.9 percentage points as compared to the corresponding period in 2020.

隨著網上及社交媒體對消費者購買決策的影響與日俱增，以及數字營銷在廣告行業上的應用日趨普及，本集團順應行業發展趨勢，聚焦於挖掘數字化營銷全案服務的市場潛力。於本期間，本集團已將其業務由傳統營銷服務轉型為綜合營銷服務，並基於不同種類的優質互聯網平台的特性，制定整合營銷策略，進行新媒體運營以及提供直播電商運營及短視頻製作服務。本集團結合實戰與理論，並通過從推薦產品、品牌宣傳、營銷效果評估到最終實現產品銷售，不斷地探索互聯網全域營銷的業務發展及盈利模式。

本集團目前已成立新的部門，聚焦抖音及TikTok等網上及社交媒體平台，覆蓋從直播策劃和執行、短視頻拍攝製作、商業投流投放等環節在內的全流程、全鏈路的直播業務，全力打造成為提供直播電商服務的互聯網全域營銷公司。於本期間，來自網上媒體廣告服務的收益達到了人民幣26.2百萬元，較2020年同期的人民幣5.5百萬元增加了人民幣20.7百萬元。2021年首九個月，網上媒體廣告服務分部的收益佔收益總額的20.2%，較2020年同期的上升了16.9個百分點。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PROSPECT

Looking ahead, taking the distinctive advantages in creative planning and media resources, the Group will continue assisting traditional brands in transitioning to digital marketing to help them create new sales scenarios and expand their sales channels to achieve seamless cross-platform linkage. Meanwhile, by combining our “Creative + Media” services, the Group will help clients with newly established brands to open up showcasing channels in traditional media and optimise their communication strategies, as well as supporting their growth from “internet celerity economy” to “sustainable long term business” model, so as to further enhance customer stickiness and continuously obtain greater investment in marketing budget from clients.

Although the uncertainties towards the development of the COVID-19 pandemic remain high, the Group will timely and dynamically adjust strategies to be in line with trends under the environment where opportunities and challenges co-exist, so as to attain an active and favourable position in the industry. The Group will continue to increase the comprehensive investment in the business, actively expand high-quality media resources, continuously promote strategic transformation, gradually expand and stabilise the business layout in the live streaming e-commerce field, and build dedicated service teams suitable for brand customers in different industries. Based on the integration of the new e-commerce operation model and the traditional marketing model for brand promotion, the Group can provide customers with better all-round services of “brands awareness, marketing effectiveness and sales volume achievement”, so as to enhance the corporate value of the Group and continuously bring long-term benefits to the shareholders of the Company.

前景

展望未來，本集團將通過自身卓越的創策及媒體資源優勢，繼續協助傳統的品牌客戶向數字化營銷轉型，助其營造新的銷售場景，擴展銷售渠道，實現跨平台的無縫銜接。同時，本集團將通過「創意+媒介」服務組合的方式，幫助新成立品牌客戶開拓傳統媒體中的展示渠道、優化傳播戰略、助力品牌實現從「網紅經濟」到「長效生意」的成長，從而能夠進一步增強客戶黏性，持續獲取更大的客戶營銷預算投入。

儘管圍繞COVID-19疫情演進方面的不確定性仍然高企，在機遇與挑戰並存的環境下，本集團會適時動態調整策略，做到順勢而為，藉此在行業上佔據主動和有利地位。本集團將繼續加大業務的綜合投入，積極拓展優質媒介資源，持續推動戰略轉型，逐步擴大及穩定在直播電商領域的業務佈局，打造適合不同行業品牌客戶的專屬服務團隊，在新電商運營模式與傳統品宣營銷模式結合的基礎上，本集團能為客戶提供「品效銷合一」的更優質全方位服務，以提升本集團的企業價值，並持續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 a turnover of approximately RMB129.3 million, representing a decrease of approximately RMB38.9 million or 23.1% (nine months ended 30 September 2020: approximately RMB168.2 million) as compared to the corresponding period in 2020. Excluding the impact of the revenue from the 2019 Contracts of approximately RMB61.3 million (the one-off event as mentioned in the section headed “Financial Highlights” above), the Group’s revenue for the Period increased by about 21.0% as compared to the corresponding period in 2020. The increase was mainly due to the improved service capabilities to our clients, especially for the online media advertising segment. During the Period, revenue from online media advertising services amounted to RMB26.2 million, increased by RMB20.7 million from RMB5.5 million in the corresponding period in 2020. Revenue from the online media advertising services segment accounted for 20.2% of total revenue for the Period, increased by 16.9 percentage points as compared to 3.3% in the corresponding period of 2020.

Gross Profit and Gross Profit Margin

During the Period, the Group recorded gross profit of RMB18.4 million (nine months ended 30 September 2020: RMB69.0 million), and gross profit margin was approximately 14.2% for the Period (nine months ended 30 September 2020: 41.0%). The decreases were mainly due to a majority of the costs for the 2019 Contracts were recognised in 2019, therefore drove up the overall gross profit and gross profit margin for the nine months ended 30 September 2020.

財務回顧

收益

於本期間，本集團錄得營業額約人民幣129.3百萬元，較2020年同期減少約人民幣38.9百萬元或23.1%（截至2020年9月30日止九個月：約人民幣168.2百萬元）。剔除2019年合約的收益約人民幣61.3百萬元的影響（上述「財務摘要」一節中所述的一次性事件），本集團於本期間的收益與2020年同期相比增加了約21.0%。上升主要是由於我們的客戶服務能力有所提升，特別是網上媒體廣告分部。於本期間，來自網上媒體廣告服務的收益達到了人民幣26.2百萬元，較2020年同期的人民幣5.5百萬元增加了人民幣20.7百萬元。本期間網上媒體廣告服務分部的收益佔收益總額的20.2%，較2020年同期的3.3%上升了16.9個百分點。

毛利及毛利率

於本期間，本集團錄得毛利人民幣18.4百萬元（截至2020年9月30日止九個月：人民幣69.0百萬元），而本期間毛利率約為14.2%（截至2020年9月30日止九個月：41.0%）。減少乃主要由於2019年合約大部分成本已在2019年確認，故推高截至2020年9月30日止九個月的整體毛利及毛利率。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Excluding the impact of the one-off event from the 2019 Contracts (which was mentioned in the section headed “Financial Highlights” in this report), the Group’s gross profit for the Period increased by about RMB10.7 million as compared to the corresponding period in 2020. The increase was mainly due to the Group’s improved capabilities to serve our clients.

Other Revenue

Other revenue amounted to approximately RMB3.2 million for the Period (nine months ended 30 September 2020: RMB0.98 million). Other revenue for the Period was mainly attributable to the PRC government incentives of RMB2.0 million and preferential tax policy for value-added taxes.

Selling Expenses

Selling expenses for the Period amounted to approximately RMB7.4 million (nine months ended 30 September 2020: RMB1.7 million). The increase was mainly due to the increase in purchases of data analysis service from the Group’s strategic partners for the new business in multi-platform online marketing.

Administrative Expenses

Administrative expenses for the Period amounted to approximately RMB11.3 million (nine months ended 30 September 2020: RMB10.3 million). The increase was mainly due to the professional service fee incurred during the Period.

Income Tax

Income tax amounted to approximately RMB1.1 million for the Period (nine months ended 30 September 2020: RMB14.3 million). The decrease was mainly due to a decrease in gross profit.

剔除本報告「財務摘要」一節中所述的2019年合約一次性事件的影響後，本集團於本期間的毛利與2020年同期相比增加了約人民幣10.7百萬元。上升乃主要是由於本集團的客戶服務能力有所提升。

其他收益

本期間的其他收益約為人民幣3.2百萬元（截至2020年9月30日止九個月：人民幣0.98百萬元）。本期間的其他收益主要來自中國政府獎勵人民幣2.0百萬元及增值稅稅收優惠政策。

銷售開支

本期間的銷售開支約為人民幣7.4百萬元（截至2020年9月30日止九個月：人民幣1.7百萬元）。增加乃主要由於從本集團戰略合作夥伴處增加採購用於發展互聯網全域營銷新業務的數據分析服務。

行政開支

本期間的行政開支約為人民幣11.3百萬元（截至2020年9月30日止九個月：人民幣10.3百萬元）。增加乃主要由於本期間發生的專業服務費用。

所得稅

本期間的所得稅約為人民幣1.1百萬元（截至2020年9月30日止九個月：人民幣14.3百萬元）。減少乃主要由於毛利減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Net Profit

Net profit amounted to approximately RMB1.4 million for the Period (nine months ended 30 September 2020: RMB42.8 million). The decrease was mainly due to a decrease in gross profit.

Excluding the one-off event of the 2019 Contracts as mentioned in the section headed “Financial Highlights”, net profit for the Period recorded a turnaround from loss to profit, representing an increase of net profit by RMB4.6 million from net loss of RMB3.2 million.

DIVIDEND

The board of the Directors (the “**Board**”) has resolved not to declare the payment of any dividend for the Period (nine months ended 30 September 2020: Nil).

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

The shares of the Company (the “**Shares**”) were initially listed on GEM by way of share offer on 14 January 2020 (the “**Listing**” and the “**Listing Date**”, respectively) and the Company completed the share offer of its 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. Having considered the business environment and the development of the Group, the Board 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 change in the use of the unutilised Net Proceeds.

純利

本期間的純利約為人民幣1.4百萬元（截至2020年9月30日止九個月：人民幣42.8百萬元）。減少乃主要由於毛利減少。

剔除「財務摘要」一節中所述的2019年合約的一次性事件，本期間實現轉虧為盈並錄得純利，從淨虧損人民幣3.2百萬元至增加純利人民幣4.6百萬元。

股息

董事會（「**董事會**」）議決不宣派本期間的任何股息（截至2020年9月30日止九個月：無）。

所得款項用途及業務目標與實際業務進程的比較

本公司股份（「**股份**」）於2020年1月14日（「**上市日期**」）以股份發售的方式首次於GEM上市（「**上市**」），而本公司按每股股份1.39港元的發售價（每股股份面值為0.01港元）完成其4,500,000股公開發售股份及40,500,000股配售股份的股份發售。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為約30.6百萬港元。考慮到營商環境及本集團的發展，誠如本公司日期為2020年9月11日的公告（「**該公告**」）所載，董事會議決更改尚未動用的所得款項淨額用途。有關尚未動用的所得款項淨額的用途的變動詳情，請參閱該公告。

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 2021:

下表載列於2021年9月30日所得款項淨額的擬定用途及動用時間表明細：

		Original intended use of the Net Proceeds	Revised allocation of the Net Proceeds (as disclosed in the Announcement)	Amount utilised up to 30 September 2021 (note 4)	Remaining balance of the unutilised Net Proceeds as at 30 September 2021 於2021年 9月30日 尚未動用所得 款項淨額 餘下結餘	Expected timeline to use the unutilised Net Proceeds (note 4)
		所得款項 淨額的原先 擬定用途 HK\$'000 千港元	所得款項淨額 的修訂分配 (誠如該公告 所披露) HK\$'000 千港元	直到2021年 9月30日 已動用金額 (附註4) HK\$'000 千港元	9月30日 尚未動用所得 款項淨額 餘下結餘 HK\$'000 千港元	使用尚未動用 所得款項淨額的 預期時間表 (附註4)
Increase coverage of our exclusive out-of-house ("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(「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	Not applicable 不適用	Not applicable 不適用
Enhance the big data platforms (Note 2)	加強大數據平台(附註2)	1,960	2,960	2,507	453	December 2021 2021年12月
General working capital	一般營運資金	3,063	3,063	3,063	–	Not applicable 不適用
Prepayment and/or deposit of online advertising resources (Note 3)	網上廣告資源的預付款項及/或按金(附註3)	–	10,010	10,010	–	Not applicable 不適用
		30,627	30,627	30,174	453	

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Notes:

1. The Group has entered into agreements with suppliers for additional exclusive OOH and online advertising resources.
2. The Group has continued to enter into agreements with strategic partners and started to purchase data analysis service to revamp the big data platforms. The Group's big data platform has been optimised and put into trial operation. Related training has continuously been provided to the staff to improve the Group's customer services.
3. The Group has made prepayment and/or deposit on advertising resources to enhance its ability to meet customer demand for online advertising and achieve the goal of continuous business growth.
4. The Net Proceeds were used and are proposed to be used according to the intentions previously disclosed.

附註：

1. 本集團已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. 本集團繼續與戰略合作夥伴訂立協議，並開始購買數據分析服務以進行大數據平台的改進。本集團的大數據平台已進行優化及開始試運行，同時本集團繼續為我們的員工提供相關培訓，以提升本集團的客戶服務能力。
3. 本集團已支付廣告資源的預付款項及／或按金，以增強其滿足客戶網上廣告需求的能力，實現業務持續增長的目標。
4. 所得款項淨額已根據先前披露的目的使用及建議據此使用。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

CORPORATE GOVERNANCE

Our 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.

COMPETING INTEREST

During the Period, 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.

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的行為守則，其條款與GEM上市規則第5.48至5.67條所載的交易必守準則相同。

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。

利益衝突

於本期間，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。

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.

SHARE OPTION SCHEME

A share option scheme (the **"Share Option Scheme"**) was conditionally adopted by the Company on 11 December 2019, with an effective term of 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 2021. No share options had been granted, agreed to be granted, exercised or cancelled or lapsed under the Share Option Scheme during the Period.

購買、出售或贖回本公司上市證券

於本期間，本公司及其附屬公司概無購買、出售或贖回本公司上市證券。本公司及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

本公司於2019年12月11日有條件採納購股權計劃（「**購股權計劃**」），有效期自上市日期起十年。購股權計劃條款乃根據GEM上市規則第23章的條文訂立。

於2021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劃授出、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 2021, 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、相關股份及債權證中的權益及淡倉

於2021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該等條文被當作或視為擁有的任何權益或淡倉）；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	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 the 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 2021.

Save as disclosed above, as at 30 September 2021, 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 Rules 5.46 to 5.67 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 2021 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 2021 年 9 月 30 日，董事及本公司最高行政人員概無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 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 至 5.67 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 2021, 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2021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分部的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條存置的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:

附註：

- The letter "L" denotes a long position in the Shares.
- The calculation is based on the total number of 180,000,000 Shares in issue as at 30 September 2021.

- 字母「L」指於股份的好倉。
- 計算乃基於2021年9月30日已發行股份總數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 Executives’ 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.

除上文所披露者外，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）概無於股份或相關股份中擁有須記入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。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

AUDIT COMMITTEE AND REVIEW OF THIRD QUARTERLY 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 has 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
Chairperson and Executive Director

Hong Kong, 12 November 2021

審核委員會及審閱第三季度業績

董事會轄下審核委員會（「**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。本公司已成立審核委員會，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，2021年11月12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 2020, 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2020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	
			2021 2021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)	2021 2021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)
Revenue	收益	2	12,154	61,656	129,267	168,172
Cost of sales	銷售成本		(9,972)	(45,702)	(110,867)	(99,200)
Gross profit	毛利		2,182	15,954	18,400	68,972
Other revenue	其他收益		2,450	452	3,230	982
Other net loss	其他淨虧損		-	(167)	-	(701)
Selling expenses	銷售開支		(5,744)	(994)	(7,447)	(1,749)
Administrative expenses	行政開支		(4,016)	(883)	(11,289)	(10,274)
(Loss)/profit from operations	經營(虧損)/溢利		(5,128)	14,362	2,894	57,230
Finance costs	財務成本		(105)	(43)	(346)	(149)
(Loss)/profit before taxation	除稅前(虧損)/溢利	3	(5,233)	14,319	2,548	57,081
Income tax	所得稅	4	1,222	(2,749)	(1,149)	(14,270)
(Loss)/profit for the period	期內(虧損)/溢利		(4,011)	11,570	1,399	42,811
(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		(0.02)	0.06	0.01	0.24
Diluted	攤薄		(0.02)	0.06	0.01	0.24

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	
		2021 2021 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)	2021 2021 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)
(Loss)/profit for the period	期內(虧損)/溢利	(4,011)	11,570	1,399	42,811
Other comprehensive income for the period	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	—	—	—	651
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額	(4,011)	11,570	1,399	43,462

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	Retained earnings/ (accumulated losses)	Total
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	其他儲備 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	保留盈利/ (累計虧損) RMB'000 人民幣千元	總計 RMB'000 人民幣千元
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
Balance at 1 January 2020 (Audited)	2020年1月1日結餘 (經審核)	-*	48,731	(11,907)	3,537	(194)	(40,448)	(281)
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	-	-	-	-	651	42,811	43,462
Issue of ordinary shares	發行普通股	1,596	43,135	-	-	-	-	44,731
Balance at 30 September 2020 (Unaudited)	2020年9月30日結餘 (未經審核)	1,596	91,866	(11,907)	3,537	457	2,363	87,912

* 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 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 12 November 2021.

This quarterly financial report has been prepared in accordance with the same accounting policies adopted in the 2020 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2021 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2021年11月12日獲授權刊發。

除預期將於2021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2020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 2020 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 2020 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選定之附註解釋。附註闡述了自2020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2020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毋須評估直接由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將有關租金寬減入賬。

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 2021, 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 2021.

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 OOH and indoor advertising platforms, online media and 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2021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2021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，涵蓋戶外及室內廣告平台、網上媒體以及公關營銷活動。

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	
		2021 2021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)	2021 2021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)
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內的來自客戶合約的收益				
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	7,892	61,008	100,674	162,318
Online media advertising services	網上媒體廣告服務				
— acting as a principal	— 作為主要責任人	1,836	333	25,703	4,887
— acting as an agent	— 作為代理	307	154	448	597
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	2,119	161	2,442	370
		12,154	61,656	129,267	168,172

* 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. (LOSS)/PROFIT BEFORE TAXATION

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

3. 除稅前(虧損)/溢利

除稅前(虧損)/溢利乃經扣除下列各項後達致：

		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	
		2021	2020	2021	2020
		2021 年	2020 年	2021 年	2020 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)
Media costs	媒體成本	7,920	45,653	105,138	94,588
Costs for PR, marketing campaigns and other services	公關、營銷活動及其他服務成本	1,592	159	1,854	281
Depreciation	折舊				
— Property, plant and equipment	— 物業、廠房及設備	121	229	580	656
— Right-of-use assets	— 使用權資產	66	1,425	1,137	4,277

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 2020: nil).

The Group's subsidiaries operating in the PRC are subject to income tax at the rate of 25% (2020: 25%) on their taxable income according to the PRC corporate income tax laws.

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2020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%（2020年：25%）繳納所得稅。

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

5. DIVIDEND

The Board has resolved not to declare the payment of any dividend for the Period (nine months ended 30 September 2020: nil).

5. 股息

董事會議決不宣派本期間的任何股息（截至2020年9月30日止九個月：無）。

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.

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		Nine months ended 30 September 截至9月30日止九個月	
		2021 2021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)	2021 2021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)
(Loss)/profit attributable to the owners of the Company (RMB'000)	本公司擁有人應佔（虧損）／溢利（人民幣千元）	(4,011)	11,570	1,399	42,811
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	180,000,000	180,000,000	180,000,000	177,864,964
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）	(0.02)	0.06	0.01	0.24

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。