



天泓文創

Icon Culture Global Co.Ltd

2023

FIRST QUARTERLY REPORT

第一季度業績報告

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

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 (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 GEM (分別為「聯交所」及「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，同時亦無法保證在 **GEM** 買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

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。

Contents

目錄

| | <i>Page</i> <i>頁次</i> |
|--|--------------------------|
| Corporate Information 公司資料 | 3 |
| Financial Highlights 財務摘要 | 6 |
| Management Discussion and Analysis 管理層討論及分析 | 7 |
| Corporate Governance and Other Information 企業管治及其他資料 | 10 |
| 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 | 17 |
| Unaudited Condensed Consolidated Statement of Changes in Equity 未經審核簡明綜合權益變動表 | 18 |
| Notes to the First Quarterly Unaudited Condensed Consolidated Results 第一季度未經審核簡明綜合業績附註 | 19 |

CORPORATE 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

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

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

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

北京浩天(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

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, 21/F, 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

Three months ended 31 March

截至3月31日止三個月

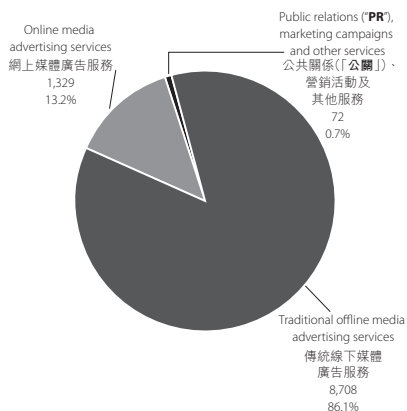
| | | 2023 2023年 RMB'000 人民幣千元 (Unaudited) (未經審核) | 2022 2022年 RMB'000 人民幣千元 (Unaudited) (未經審核) | Change 變動 % |
|------------------------------|-----------|--|--|-------------------|
| Revenue | 收益 | 10,109 | 28,565 | (64.6)% |
| Gross (loss)/profit | (毛虧損)/毛利 | (90) | 5,779 | <(100)% |
| (Loss)/Profit for the period | 期內(虧損)/溢利 | (3,340) | 1,271 | <(100)% |

Revenue for three months ended

31 March 2023 (RMB'000)

截至2023年3月31日

止三個月收益(人民幣千元)

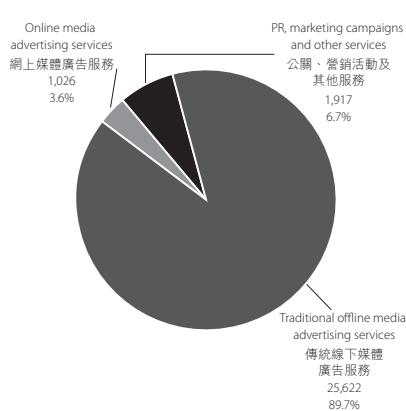


Revenue for three months ended

31 March 2022 (RMB'000)

截至2022年3月31日

止三個月收益(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 solutions service provider based in Guangzhou, the PRC, providing advertising and marketing solutions to our customers. Services we provide include: (i) traditional offline media, including Out-of-home (“OOH”) and indoor advertising platforms; (ii) online media; and (iii) public relations, marketing campaigns and other services. Our integrated multimedia advertising and marketing solutions services focus on developing advertising strategies, identifying and sourcing the most appropriate advertising resources and methods, and providing integrated marketing services to maximize the awareness of our clients’ brands, as well as to promote sales performance for our clients’ products.

For the three months ended 31 March 2023 (the “Period”), the Group recorded revenue of approximately RMB10.1 million, representing a decrease of 64.6% as compared to the same period in 2022. During the Period, the Group recorded a net loss of approximately RMB3.3 million as compared to a net profit of approximately RMB1.3 million for the corresponding period in 2022. The net loss was mainly attributable to the following:

- (i) the Group was facing challenges posed by the post-novel coronavirus disease 2019 (“COVID-19”) environment and macroeconomic slowdown. Despite the world has stepped into the “post-COVID-19 Era”, most of the brand customers remained cautiously optimistic and hence reduced their advertising and marketing budget and spending during the Period, resulting in a decrease in revenue and gross margin for the Period as compared to the corresponding period last year; and

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，向我們的客戶提供廣告及營銷解決方案，包括(i)傳統線下媒體，包括戶外(「戶外」)及室內廣告平台；(ii)互聯網媒體；及(iii)公關、營銷活動及其他服務。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及方式、提供整合營銷服務，以達到我們服務的客戶品牌的宣傳效果最大化；同時實現客戶產品銷量的推動效果。

截至2023年3月31日止三個月(「本期間」)，本集團錄得收益約人民幣10.1百萬元，較2022年同期下降64.6%。於本期間，本集團錄得淨虧損約人民幣3.3百萬元，而2022年同期則為純利約人民幣1.3百萬元。淨虧損的主要原因如下：

- (i) 本集團面臨2019新型冠狀病毒病(「新冠肺炎」)疫情影響及宏觀經濟環境的挑戰。雖然踏入「後新冠」時期，但大多數品牌客戶仍在本期間保持著謹慎觀望的態度，因此減少了在廣告營銷預算及花費，致使本期間的收入及毛利率均呈現同比下降；及

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

(ii) taking into account the operating conditions of customers and changes in the industry market, the Group continued to prudently make provision for expected credit loss allowance on trade receivables.

FINANCIAL REVIEW

Revenue

During the Period, the Group recorded a turnover of approximately RMB10.1 million, representing a decrease of approximately RMB18.5 million or 64.6% (for the three months ended 31 March 2022: approximately RMB28.6 million) as compared to the corresponding period in 2022. The decrease is mainly due to the reduction of advertising and marketing budget and spending of brand customers during the Period.

Gross Profit and Gross Profit Margin

During the Period, the Group recorded a gross loss of approximately RMB0.09 million, as compared to a gross profit of approximately RMB5.8 million for the corresponding period in 2022. The gross loss margin was approximately 0.9% for the Period (for the three months ended 31 March 2022: gross profit margin of 20.2%). The decrease was mainly due to the decrease in revenue, which was partially offset by the saving from labor costs resulted from the improved operational efficiency.

Administrative Expenses

Administrative expenses for the Period amounted to approximately RMB3.9 million (for the three months ended 31 March 2022: RMB3.1 million). The increase in administrative expenses for the Period was mainly due to the increased credit loss provisions for trade receivables with slow collection from approximately RMB0.2 million for same period last year to approximately RMB1.3 million for the Period.

(ii) 結合行業市場變化和客戶自身經營等情況，本集團繼續按照謹慎性原則對貿易應收款計提預期信貸虧損撥備。

財務回顧

收益

於本期間，本集團錄得營業額約人民幣10.1百萬元，較2022年同期減少約人民幣18.5百萬元或64.6%（截至2022年3月31日止三個月：約人民幣28.6百萬元）。減少乃主要由於本期間廣告及市場推廣預算以及品牌客戶開支減少所致。

毛利及毛利率

於本期間，本集團錄得毛虧損約人民幣0.09百萬元，而2022年同期則為毛利約人民幣5.8百萬元。本期間毛虧損率約為0.9%（截至2022年3月31日止三個月：毛利率20.2%）。減少乃主要由於收益的減少，惟部分被運營效率提升而節省的勞動成本所抵銷。

行政開支

本期間行政開支約為人民幣3.9百萬元（截至2022年3月31日止三個月：人民幣3.1百萬元）。本期間行政開支增加乃主要由於收款緩慢的貿易應收款項信貸虧損撥備由去年同期約人民幣0.2百萬元增加至本期間約人民幣1.3百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Income Tax

Income tax benefit amounted to approximately RMB1.1 million for the Period (for the three months ended 31 March 2022: income tax expense of approximately RMB0.6 million). The income tax benefit was mainly a result of the deferred tax asset recognised during the Period arising from the credit loss allowance.

Net (Loss)/Profit

Net loss amounted to approximately RMB3.3 million for the Period (for the three months ended 31 March 2022: net profit of approximately RMB1.3 million). The decrease was mainly due to the decrease in the Group's revenue and gross profit which was partially offset by the savings from labor costs with improved operational efficiency.

DIVIDEND

The board of Directors (the "Board") has resolved not to declare the payment of any dividend for the Period (for the three months ended 31 March 2022: Nil).

FUTURE PROSPECT

The year 2023 is still expected to be a challenging year for the Group, but the Group is well-prepared to formulate a clear business strategy, adjust the team structure, further cut costs and to achieve product differentiation through innovation, improve efficiency and reduce costs, to ensure that the Group has sufficient cash flow to support the sustainable development of the business and strive to provide quality marketing services to customers for a synthesis of "brands awareness, marketing effectiveness and sales volume achievement".

所得稅

本期間所得稅收益約為人民幣1.1百萬元(截至2022年3月31日止三個月：所得稅開支約人民幣0.6百萬元)。所得稅收益乃主要由於本期間確認因信貸虧損撥備產生的遞延稅項資產所致。

(淨虧損)/純利

本期間淨虧損約為人民幣3.3百萬元(截至2022年3月31日止三個月：純利約人民幣1.3百萬元)。減少乃主要由於本集團的收益及毛利減少，惟部分被運營效率提升而節省的勞動成本所抵銷。

股息

董事會(「董事會」)議決不宣派本期間的任何股息(截至2022年3月31日止三個月：無)。

未來前景

2023年，本集團預計仍將是充滿挑戰的一年，但本集團已經做好了充分地準備，制定清晰的經營策略，調整團隊架構，進一步開源節流，以達成產品差異化、提高效率、降低成本等措施，確保本集團擁有充足的現金流支持業務的持續性發展，致力為客戶提供品效銷合一的優質營銷服務。

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 as set out in the section headed "Part 2 — Principles of good corporate governance, code provisions and recommended best practices" 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's corporate governance practices have been complied with and it will continue to comply with 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.

The Company periodically issues notices to its Directors reminding them of the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results. Having been made a specific enquiry by the Company, all Directors confirmed that they had complied with the required standard of dealings and code of conduct 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(「**企業管治守則**」)「第二部分 — 良好企業管治的原則、守則條文及建議最佳常規」一節所載原則及守則條文。於本期間，本公司的企業管治常規已遵守且其將繼續遵守企業管治守則。

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。

本公司定期向董事發出通知，提醒彼等於刊發財務業績公佈前之禁制期內買賣本公司上市證券之一般禁制規定。本公司作出特定查詢後，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。

COMPETING INTEREST

During the Period, none of the Directors, the controlling shareholders and substantial shareholders (as defined in the GEM Listing Rules) of the Company nor 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 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 31 March 2023 and no share option was granted, exercised, cancelled or lapsed during the Period.

利益衝突

於本期間，本公司董事、控股股東及主要股東（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、出售或贖回本公司的上市證券

於本期間，本公司或其任何附屬公司概無購買、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。

購股權計劃

本公司已於2019年12月11日有條件採納購股權計劃（「**購股權計劃**」），自2020年1月14日起為期十年內有效。購股權計劃條款遵從GEM上市規則第23章的條文。

於2023年3月31日，概無未行使購股權，而於本期間，概無購股權授出、行使、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 31 March 2023, 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 the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

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2023年3月31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條須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條所述的董事進行交易的規定準則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) | 股權概約百分比(%) (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) | 7.50% |
| 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) | 7.50% |
| 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 31 March 2023.

Save as disclosed above, as at 31 March 2023, none of the Directors or the chief executives 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2023年3月31日已發行股份總數180,000,000股。

除上文所披露者外，於2023年3月31日，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至5.67條須知會本公司及聯交所的權益及淡倉。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2023, the following entities (not being Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares, 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:

主要股東於股份、相關股份及債權證中的權益

於2023年3月31日，以下實體（並非董事或本公司最高行政人員）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) | 股權概約百分比(%) (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) | 7.50% |
| Master Connection | 實益擁有人 | 13,500,000 股股份 (L) | 7.50% |

Notes:

附註：

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 31 March 2023.

1. 字母「L」指於股份的好倉。
2. 計算乃基於2023年3月31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, as at 31 March 2023, no other entities or person other than the Directors and chief executives of the Company whose interests are set out in the paragraph headed “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares and Debentures” above, had any interests or short positions in the shares or underlying shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

AUDIT COMMITTEE AND REVIEW OF FIRST 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.

除上文所披露者外，於2023年3月31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、相關股份及債權證中的權益及淡倉」一段）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。

審核委員會及審閱第一季度業績

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。本公司已成立審核委員會，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 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.

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於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，業績按照適用會計準則、GEM上市規則及法律規定編製，並已作出足夠披露。

By order of the Board

Icon Culture Global Company Limited

Chow Eric Tse To

Chairman and Executive Director

承董事會命

天泓文創國際集團有限公司

主席兼執行董事

周子濤

Hong Kong, 12 May 2023

香港，2023年5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 2022, as follows:

董事會欣然呈報本集團於本期間的未經審核簡明綜合財務業績，連同2022年同期比較未經審核數字如下：

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 31 March 截至3月31日止三個月 | |
|---|-----------------------|--|--|
| | | 2023 2023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) |
| | | Notes 附註 | |
| Revenue | 收益 | 2 | 10,109 |
| Cost of sales | 銷售成本 | | (10,199) |
| Gross (loss)/profit | (毛虧損)/毛利 | | (90) |
| Other revenue | 其他收益 | | 47 |
| Selling expenses | 銷售開支 | | (201) |
| Administrative expenses | 行政開支 | | (3,937) |
| (Loss)/profit from operations | 經營(虧損)/溢利 | | (4,181) |
| Finance costs | 財務成本 | | (243) |
| (Loss)/profit before taxation | 除稅前(虧損)/溢利 | 3 | (4,424) |
| Income tax | 所得稅 | 4 | 1,084 |
| (Loss)/profit and total comprehensive (loss)/income for the period | 期內(虧損)/溢利及全面(虧損)/收益總額 | | (3,340) |
| (Loss)/earnings per share | 每股(虧損)/盈利 | 6 | RMB 人民幣元 |
| Basic | 基本 | | (0.02) |
| Diluted | 攤薄 | | (0.02) |

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 |
| Balance at 1 January 2023 (Audited) | 2023年1月1日結餘 (經審核) | 1,596 | 91,866 | (11,907) | 8,407 | (35) | (17,476) | 72,451 |
| Changes in equity: Loss for the period and total comprehensive expenses | 權益變動： 期內虧損及全面開支總額 | - | - | - | - | (10) | (3,340) | (3,350) |
| Balance at 31 March 2023 (Unaudited) | 2023年3月31日結餘 (未經審核) | 1,596 | 91,866 | (11,907) | 8,407 | (45) | (20,816) | 69,101 |
| 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 for the period and total comprehensive income | 權益變動： 期內溢利及全面收益總額 | - | - | - | - | - | 1,271 | 1,271 |
| Balance at 31 March 2022 (Unaudited) | 2022年3月31日結餘 (未經審核) | 1,596 | 91,866 | (11,907) | 8,407 | 11 | 23,555 | 113,528 |

NOTES TO THE FIRST QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS
第一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 May 2023.

This quarterly financial report has been prepared in accordance with the same accounting policies adopted in the 2022 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2023 annual financial statements.

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.

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**」)(統稱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2023年5月12日獲授權刊發。

除預期將於2023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2022年年度財務報表所採納的相同會計政策編製。

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。

NOTES TO THE FIRST QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS 第一季度未經審核簡明綜合業績附註

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 2022 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 2022 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.

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2022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2022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 FIRST QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS
第一季度未經審核簡明綜合業績附註

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.

Disaggregation of revenue

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

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，包括戶外及室內廣告平台、網上媒體及公關營銷活動。

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 31 March | |
|---|---------------------------|--|-------------|
| | | 截至3月31日止三個月 | |
| | | 2023 | 2022 |
| | | 2023年 | 2022年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (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 | 8,708 | 25,622 |
| Online media advertising services | 網上媒體廣告服務 | | |
| — acting as a principal | — 作為主要責任人 | 1,229 | 921 |
| — acting as an agent | — 作為代理 | 100 | 105 |
| 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 | 72 | 1,917 |
| | | 10,109 | 28,565 |

NOTES TO THE FIRST QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS
第一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 | |
|--|----------------|---------------------------|-------------|
| | | 31 March | |
| | | 截至3月31日止三個月 | |
| | | 2023 | 2022 |
| | | 2023年 | 2022年 |
| | | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Media costs | 媒體成本 | 8,490 | 19,976 |
| Costs for PR, marketing campaigns and other services | 公關、營銷活動及其他服務成本 | 224 | 2,784 |
| Depreciation | 折舊 | | |
| — Property, plant and equipment | — 物業、廠房及設備 | 216 | 95 |
| — Right-of-use assets | — 使用權資產 | 1,198 | 710 |
| Professional services fee | 專業服務費 | 840 | 1,545 |

NOTES TO THE FIRST QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS
第一季度未經審核簡明綜合業績附註

4. INCOME TAX

No provision for Hong Kong profits tax has been made for the Period as the Group did not generate any assessable profits in Hong Kong during the Period (three months ended 31 March 2022: Nil).

The Group's subsidiaries operating in the PRC are subject to income tax at the rate of 25% (2022: 25%) on their taxable income according to the PRC corporate income tax laws. In accordance with the relevant tax rules and regulations in the PRC, certain subsidiaries of the Group in the PRC enjoy income tax exemptions or reductions.

5. DIVIDEND

The Board has resolved not to declare the payment of any dividend for the Period (three months ended 31 March 2022: Nil).

4. 所得稅

本集團於本期間並無在香港賺取任何應課稅溢利，故概無於本期間內作香港利得稅撥備(截至2022年3月31日止三個月：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% (2022年：25%)繳納所得稅。根據中國相關稅務規則及法規，本集團於中國的若干附屬公司享有所得稅豁免或減收。

5. 股息

董事會議決不宣派本期間的任何股息(截至2022年3月31日止三個月：無)。

NOTES TO THE FIRST QUARTERLY UNAUDITED CONDENSED CONSOLIDATED RESULTS
第一季度未經審核簡明綜合業績附註

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 31 March | |
|---|--------------------------------------|--|-------------|
| | | 截至3月31日止三個月 | |
| | | 2023 | 2022 |
| | | 2023年 | 2022年 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (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) | (3,340) | 1,271 |
| 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 |
| Basic (loss)/earnings per share for profit attributable to the owners of the Company during the Period (expressed in RMB per share) | 本期間本公司擁有人應佔溢利的每股基本(虧損)/盈利(以每股人民幣元列示) | (0.02) | 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.

於本期間，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)/盈利相等於每股基本(虧損)/盈利。



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