

Prime Intelligence Solutions Group Limited 匯安智能科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：8379

2018

Interim Report 中期報告

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香港聯合交易所有限公司(「聯交所」) GEM 的特色

GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。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上市公司普遍為中小型公司，在GEM買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時亦無法保證在GEM買賣的證券會有高流通量的市場。

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本報告載有根據聯交所GEM證券上市規則(「GEM上市規則」)規定而提供有關匯安智能科技集團有限公司(「本公司」)的資料，本公司的董事(「董事」)願就本報告共同及個別承擔全部責任。董事作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在所有重大方面均屬準確完整，並無誤導或欺詐成分；且本報告並無遺漏任何其他事宜，致使其所載任何陳述或本報告產生誤導。

Corporate Information

公司資料

REGISTERED OFFICE

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KY1-1108
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HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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EXECUTIVE DIRECTORS

Mr. Yuen Kwok Wai, Tony (*Chairman and Chief Executive Officer*)
Ms. Yuen Mei Ling, Pauline
Ms. Sun Ngai Chu, Danielle

NON-EXECUTIVE DIRECTOR

Mr. Yam Chiu Fan, Joseph

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hui Man Ho, Ivan
Mr. Chung Billy
Mr. Mui Pak Kuen

AUTHORISED REPRESENTATIVES

Mr. Yuen Kwok Wai, Tony
Mr. Chou Chiu Ho

COMPANY SECRETARY

Mr. Chou Chiu Ho (HKICPA, ACCA)

COMPLIANCE OFFICER

Ms. Yuen Mei Ling, Pauline

AUDIT COMMITTEE

Mr. Chung Billy (*Chairman*)
Mr. Hui Man Ho, Ivan
Mr. Mui Pak Kuen

NOMINATION COMMITTEE

Mr. Hui Man Ho, Ivan (*Chairman*)
Mr. Chung Billy
Mr. Mui Pak Kuen

註冊辦事處

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香港總辦事處及主要營業地點

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執行董事

阮國偉先生 (*主席兼行政總裁*)
阮美玲女士
孫毅珠女士

非執行董事

任超凡先生

獨立非執行董事

許文浩先生
鍾定縉先生
梅栢權先生

授權代表

阮國偉先生
周昭何先生

公司秘書

周昭何先生 (HKICPA, ACCA)

合規主任

阮美玲女士

審核委員會

鍾定縉先生 (*主席*)
許文浩先生
梅栢權先生

提名委員會

許文浩先生 (*主席*)
鍾定縉先生
梅栢權先生

Corporate Information

公司資料

REMUNERATION COMMITTEE

Mr. Mui Pak Kuen (*Chairman*)
Mr. Chung Billy
Mr. Hui Man Ho, Ivan
Ms. Yuen Mei Ling, Pauline

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As to Hong Kong law
Hastings & Co.

COMPLIANCE ADVISER

Ample Capital Limited

AUDITOR

World Link CPA Limited
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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Estera Trust (Cayman) Ltd.
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Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22, Hopewell Centre
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PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

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STOCK CODE

8379

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阮美玲女士

法律顧問

有關香港法律
希仕廷律師行

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股份代號

8379

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

The Board of Directors (the “**Board**”) of Prime Intelligence Solutions Group Limited (the “**Company**”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three and six months ended 30 September 2018 together with the unaudited and audited comparative figures for the corresponding periods in 2017 as follows:

匯安智能科技集團有限公司(「本公司」)的董事會(「董事會」)欣然提呈以下本公司及其附屬公司(統稱「本集團」)截至2018年9月30日止三個月及六個月的未經審核簡明綜合業績，連同2017年同期的未經審核及經審核比較數字：

		Note 附註	Three months ended 30 September 截至9月30日止三個月		Six months ended 30 September 截至9月30日止六個月	
			2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益	4	14,019	17,858	25,457	35,358
Cost of sales	銷售成本		(7,625)	(7,036)	(12,685)	(13,565)
Gross profit	毛利		6,394	10,822	12,772	21,793
Other income	其他收入	5	243	111	304	216
Selling and distribution costs	銷售及分銷成本		(1,380)	(1,514)	(2,750)	(2,680)
Administrative expenses	行政開支		(5,421)	(6,187)	(10,057)	(11,514)
Profit/(Loss) from operation	來自經營之溢利/(虧損)		(164)	3,232	269	7,815
Finance costs	財務成本		(4)	(36)	(20)	(56)
Profit/(Loss) before tax	除稅前溢利/(虧損)		(168)	3,196	249	7,759
Income tax expense	所得稅開支	6	(41)	(1,077)	(299)	(1,942)
Profit/(Loss) for the period	期內溢利/(虧損)	7	(209)	2,119	(50)	5,817
Other comprehensive income for the period, net of tax:	期內其他全面收益，扣除稅項：					
Item that may be reclassified to profit or loss:	可能重新分類至損益之項目：					
Exchange differences on translating foreign operations	換算海外業務時之匯兌差額		-	40	(287)	233
Total comprehensive income for the period attributable to the owners of the Company	本公司擁有人應佔期內收益總額		(209)	2,159	(337)	6,050
(Loss)/earnings per share (cents)	每股(虧損)/盈利(仙)					
- Basic	- 基本	9	(0.03)	0.35	(0.01)	0.97
- Diluted	- 攤薄	9	(0.03)	0.35	(0.01)	0.97

Unaudited Condensed Consolidated Statement of Financial Position

未經審核簡明綜合財務狀況表

		Note	30 September 2018 2018年9月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2018 2018年3月31日 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	1,842	1,036
Intangible assets	無形資產		143	168
			1,985	1,204
Current assets	流動資產			
Inventories	存貨		18,787	18,919
Trade receivables	貿易應收款項	11	8,246	12,354
Other receivables, prepayments and deposits	其他應收款項、預付款項 及按金		4,746	2,444
Bank and cash balances	銀行及現金結餘		77,576	76,837
			109,355	110,554
Current liabilities	流動負債			
Trade payables	貿易應付款項	12	2,298	2,377
Other payables, deposits received and accrued expenses	其他應付款項、已收按金及 應計費用		5,051	5,663
Contract liabilities	合約負債		3,520	3,595
Bank borrowings	銀行借款		1,250	–
Current tax liabilities	即期稅項負債		733	1,174
			12,852	12,809
Net current assets	流動資產淨值		96,503	97,745
Total assets less current liabilities	總資產減流動負債		98,488	98,949
Non-current liabilities	非流動負債			
Contract liabilities	合約負債		10	134
NET ASSETS	資產淨值		98,478	98,815
Capital and reserves	資本及儲備			
Share capital	股本	13	8,000	8,000
Reserves	儲備		90,478	90,815
TOTAL EQUITY	總權益		98,478	98,815

Unaudited Condensed Consolidated Statement of Changes in Equity

未經審核簡明綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Merger reserve	Legal reserve	Foreign currency translation reserve	Retained profits	Total reserve	Total equity
		股本	股份溢價	合併儲備	法定儲備	外幣換算儲備	保留溢利	總儲備	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 April 2017 (audited)	於2017年4月1日的餘額(經審核)	-*	-	17,079	12	(688)	17,826	34,229	34,229
Total comprehensive income for the period (unaudited)	期內全面收益總額(未經審核)	-	-	-	-	233	5,817	6,050	6,050
Balance at 30 September 2017 (unaudited)	於2017年9月30日的餘額(未經審核)	-	-	17,079	12	(455)	23,643	40,279	40,279
Balance at 1 April 2018 (audited)	於2018年4月1日的餘額(經審核)	8,000	51,682	17,079	12	2	22,040	90,815	98,815
Total comprehensive income for the period (unaudited)	期內全面收益總額(未經審核)	-	-	-	-	(287)	(50)	(337)	(337)
Balance at 30 September 2018 (unaudited)	於2018年9月30日的餘額(未經審核)	8,000	51,682	17,079	12	(285)	21,990	90,478	98,478

* Represents amount less than HK\$1,000

* 指金額少於1,000港元

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

Six months ended 30 September
截至9月30日止六個月

		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Net cash generated from operating activities	經營活動所得現金淨額	791	5,300
Purchases of property, plant and equipment	購買物業、廠房及設備	(1,288)	(594)
Other investing cash flows (net)	其他投資現金流量(淨額)	24	214
Net cash used in investing activities	投資活動所用現金淨額	(1,264)	(380)
Net cash from/(used in) financing activities	融資活動所得/(所用)現金淨額	1,250	(1,493)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	777	3,427
Effect of foreign exchange rate changes	匯率變動的影響	(37)	25
Cash and cash equivalents at beginning of the period	期初的現金及現金等價物	76,836	12,218
Cash and cash equivalents at end of the period	期末的現金及現金等價物	77,576	15,670
Analysis of cash and cash equivalents consist of Bank and cash balances	由銀行及現金結餘組成的現金及 現金等價物的分析	77,576	15,670

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempt company with limited liability under the Companies Law (as revised) of the Cayman Islands on 16 October 2015. The address of its registered office is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands. During the reporting period, the address of its principal place of business is located at Unit A, 6/F TLP132, Nos. 132-134 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong. The Company's shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 14 February 2018 (the "Listing").

The Company is an investment holding company. The principal activities of its subsidiaries are sales of biometrics identification devices and other devices and accessories and provision of auxiliary and other services.

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of the Group for the three and six months ended 30 September 2018 are unaudited but have been reviewed by the audit committee of the Company (the "Audit Committee"). The unaudited condensed consolidated financial statements were approved for issue by the Directors on 9 November 2018. The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Information" issued by Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

The unaudited condensed consolidated results have been prepared under the historical cost convention. The unaudited condensed consolidated results of the Group for the three and six months ended 30 September 2018 do not include all the information and disclosures required in the annual financial statements of the Group and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2018 (the "2018 Consolidated Financial Statements"). Except as described in paragraph headed "Change in accounting policies" below, the accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated results are consistent with those used in the 2018 Consolidated Financial Statements.

The unaudited condensed consolidated financial statements of the Group are presented in Hong Kong dollars, which is the functional currency of the Company.

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant to its operation and effective for its accounting period beginning on 1 April 2018. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKAS") and Interpretations.

1. 一般資料

本公司於2015年10月16日根據開曼群島公司法(經修訂)在開曼群島註冊成立及註冊為獲豁免有限公司。其註冊辦事處地址為P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands。於報告期內,其主要營業地點的地址位於香港新界葵涌大連排道132-134號TLP132六樓A室。本公司股份已自2018年2月14日起於香港聯合交易所有限公司(「聯交所」)GEM上市(「上市」)。

本公司為一間投資控股公司。其附屬公司的主要業務為銷售生物特徵識別裝置及其他裝置及配件,以及提供配套及其他服務。

2. 財務報表的呈報及編製基準

本集團截至2018年9月30日止三個月及六個月的未經審核簡明綜合財務報表為未經審核,但已由本公司審核委員會(「審核委員會」)審閱。董事於2018年11月9日批准刊發未經審核簡明綜合財務報表。未經審核簡明綜合財務報表已遵照香港會計師公會(「香港會計師公會」)頒佈的香港會計準則第34號「中期財務資料」及聯交所GEM證券上市規則之適用披露規定條文編製。

未經審核簡明綜合業績已按歷史成本法編製。本集團截至2018年9月30日止三個月及六個月的未經審核簡明綜合業績並不包括本集團年度財務報表所有所需資料及披露,並應與本集團截至2018年3月31日止年度綜合財務報表(「2018年綜合財務報表」)一併閱讀。除「會計政策的變更」一段所載外,編製未經審核簡明綜合業績所用會計政策及計算方法與2018年綜合財務報表所用者貫徹一致。

本集團的未經審核簡明綜合財務報表以港元呈列,港元為本公司之功能貨幣。

於本期間,本集團已採納由香港會計師公會頒佈且與其業務有關及於2018年4月1日起開始的會計期間生效的所有新訂及經修訂香港財務報告準則(「香港財務報告準則」),包括香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS (continued)

The Group has initially adopted HKFRS 9 “Financial Instrument” and HKFRS 15 “Revenue from Contracts with Customers” from 1 April 2018. A number of other new standards are effective from 1 April 2018, but they do not have a material effect on the Group’s consolidated financial statements.

Change in Accounting Policies

HKFRS 9 Financial Instruments

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The adoption of HKFRS 9 from 1 April 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements. As permitted by the transitional provisions of HKFRS 9, the Group has elected not to restate comparative figures. Any adjustments to the carrying amounts of financial assets and liabilities at the date of transition were recognised in the opening retained earnings of the current period.

The adoption of HKFRS 9 resulted in the following changes to the Group’s accounting policies.

(a) Classification

From 1 April 2018, the Group classified its financial assets to be measured at amortised costs.

The classification depends on the Group’s business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies financial assets when and only when its business model for managing those assets changes.

2. 財務報表的呈報及編製基準 (續)

本集團已自2018年4月1日起初步採納香港財務報告準則第9號「金融工具」及香港財務報告準則第15號「來自客戶合約收益」。諸多其他新訂準則自2018年4月1日起生效，惟並無對本集團的綜合財務報表產生重大影響。

會計政策的變更

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號取代香港會計準則第39號的關於金融資產與金融負債的確認、分類及計量、金融工具的終止確認、金融資產減值及對沖會計處理的條文。

自2018年4月1日起採用香港財務報告準則第9號導致會計政策變動及於財務報表確認的金額出現調整。誠如香港財務報告準則第9號的過渡性條文所允許，本集團已選擇並不呈列比較數字。於過渡日期對金融資產及負債賬面值的任何調整均於本期的期初保留盈利中確認。

採用香港財務報告準則第9號導致本集團會計政策出現以下變動。

(a) 分類

自2018年4月1日起，本集團將金融資產分類為按攤銷成本計量。

分類取決於本集團管理金融資產及現金流量合約條款之業務模式。

就按公平值計量的資產而言，收益及虧損將於損益或其他全面收益中記錄。就並非持作買賣之權益工具投資而言，其將取決於本集團是否作出不可撤銷選擇，於初步確認時將以公平值計入其他全面收益計量之股本投資入賬。

當且僅當其管理金融資產的業務模式發生變化時，本集團會對該等資產進行重新分類。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS (continued)

Change in Accounting Policies (continued)

HKFRS 9 Financial Instruments (continued)

(b) Measurement

At initial recognition, the Group measures financial assets at its fair value plus, in the case of financial assets not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial assets. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income or administrative and other operating expenses in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at fair value through other comprehensive income are not reported separately from other changes in fair value.

(c) Impairment

From 1 April 2018, the Group assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade and other receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Set out below is the impact of the adoption of HKFRS 9 on the Group.

2. 財務報表的呈報及編製基準 (續)

會計政策的變更 (續)

香港財務報告準則第9號「金融工具」(續)

(b) 計量

於初次確認時，本集團按公平值另加（就並非以公平值計入損益的金融資產而言）收購金融資產直接相關的交易成本計量金融資產。以公平值計量計入損益的金融資產的交易成本於損益支銷。

在確定其現金流量是否僅支付本金及利息時，會整體考慮具有嵌入式衍生工具的金融資產。

本集團其後按公平值計量所有股本投資。倘本集團管理層選擇於其他全面收益呈列股本投資之公平值收益及虧損，則於取消確認投資後不會將公平值收益及虧損重新分類至損益。來自有關投資之股息會於本集團之收款權利獲確立時繼續於損益中確認為其他收入。

以公平值計入損益的金融資產之公平值變動計入損益表中的其他收入或行政及其他經營費用（如適用）。按以公平值計入其他全面收益計量之股本投資之減值虧損（及減值虧損撥回）不會與公平值其他變動分開呈報。

(c) 減值

自2018年4月1日起，本集團按前瞻性基準評估與按攤銷成本列賬的金融資產相關的預期信貸虧損。適用的減值方法取決於信貸風險有否顯著增加。

就貿易及其他應收款項而言，本集團應用香港財務報告準則第9號允許之簡易方法，當中要求自初步確認應收款項起確認預期可使用年期虧損。

下文載列採用香港財務報告準則第9號對本集團的影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS (continued)

Change in Accounting Policies (continued)

HKFRS 9 Financial Instruments (continued)

With respect to the financial assets classified as “loans and receivables” (which were measured at amortised cost) and these financial assets will continue with their respective classification and measurements upon the adoption of HKFRS 9, and the carrying amounts of these financial assets as at 1 January 2018 have not been impacted by the initial application of HKFRS 9.

The measurement categories for all financial liabilities of the Group remain the same and the carrying amounts for all financial liabilities of the Group as at 1 April 2018 have not been significantly impacted by the initial application of HKFRS 9.

The following summaries the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 of the Group’s financial assets as at 1 April 2018.

Financial assets	Classification under HKAS 39 根據香港會計準則第39號的分類	Classification under HKFRS 9 根據香港財務報告準則第9號的分類	Carrying amount under HKAS 39 根據香港會計準則第39號計的賬面值 HK\$'000 千港元	Carrying amount under HKFRS 9 根據香港財務報告準則第9號計的賬面值 HK\$'000 千港元
金融資產				
Trade and other receivables 貿易及其他應收款項	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	14,798	14,798

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaced HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

The Group has adopted HKFRS 15 using the cumulative effect method with the effect of initially applying this standard recognised at the date of initial application. Accordingly, the comparative information has not been restated, i.e. it is presented, as previously reported, under HKAS 18, HKAS 11 and related interpretations.

2. 財務報表的呈報及編製基準 (續)

會計政策的變更(續)

香港財務報告準則第9號「金融工具」(續)

就分類為「貸款及應收款項」的金融資產(按攤銷成本計量)而言，該等金融資產將於採納香港財務報告準則第9號時繼續按其各自的分類及計量，且該等金融資產於2018年1月1日的賬面值並未受首次應用香港財務報告準則第9號所影響。

本集團所有金融負債的計量類別保持不變，而本集團於2018年4月1日的所有金融負債賬面值並未受首次應用香港財務報告準則第9號所嚴重影響。

以下概述於2018年4月1日本集團的金融資產根據香港會計準則第39號的原計量類別及根據香港財務報告準則第9號的新計量類別。

香港財務報告準則第15號「來自客戶合約收益」

香港財務報告準則第15號確立全面框架，以釐定所確認收益之金額及時間。該準則取代香港會計準則第18號收益、香港會計準則第11號建造合約及相關詮釋。

於採納香港財務報告準則第15號時，本集團使用累計影響法，於首次應用日期確認首次應用該準則之影響。因此，並無重列比較資料，即一如以往根據香港會計準則第18號、香港會計準則第11號及相關詮釋呈報者呈列。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS (continued)

Change in Accounting Policies (continued)

HKFRS 15 Revenue from Contracts with Customers (continued)

Under HKFRS 15, the Group recognises the revenue from provision of auxiliary and other services when the performance obligation is satisfied over time and measures the progress towards complete satisfaction in accordance with the output method while the customer obtains control of the promised good or service in the contract.

The adoption of HKFRS 15 has no material effect on the adjustments to the opening balance of the retained profits at 1 April 2018 in the unaudited condensed consolidated statement of changes in equity and the amounts recognised in the unaudited condensed consolidated statement of profit or loss and other comprehensive income.

New and revised HKFRSs in issue but not yet effective

A number of new standards and amendments to standards are issued but not yet effective for annual periods beginning on 1 April 2018 and earlier application is permitted. The Group has not early adopted any new or amended standards that has been issued but is not yet effective.

The Group has the following updates to the information provided in the 2018 Consolidated Financial Statements about the possible impacts of the new standards issued but not yet effective which may have a significant impact on the Group's consolidated financial statements.

HKFRS 16 Leases

HKFRS 16 replaces HKAS 17 Leases and related interpretations. The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). HKFRS 16 carries forward the accounting requirements for lessors in HKAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or financing leases.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

2. 財務報表的呈報及編製基準 (續)

會計政策的變更 (續)

香港財務報告準則第15號「來自客戶合約收益」(續)

根據香港財務報告準則第15號，來自提供配套及其他服務的收益隨履約義務達成的時間確認，並根據輸出法於客戶取得合約中的承諾貨品或服務的控制權時計量達致完全滿意的進度。

採納香港財務報告準則第15號不會對未經審核簡明綜合權益變動表中於2018年4月1日的期初保留溢利結餘之調整，以及於未經審核簡明綜合損益及其他全面收益表確認的金額造成重大影響。

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

眾多新訂及準則修訂本予以頒佈，但自2018年4月1日開始的年度期間尚未生效，可提前應用。本集團尚未提早採納已頒佈但尚未生效的任何新訂或經修訂準則。

本集團對2018年綜合財務報表中提供有關可能對本集團綜合財務報表產生重大影響的已頒佈但尚未生效的新訂準則的潛在影響資料有以下更新。

香港財務報告準則第16號「租賃」

香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋。新準則為承租人引入單一會計模型。對於承租人，經營與融資租賃的區分將取消，而承租人將就所有租賃確認使用權資產及租賃負債（可就短期租賃及低價值資產的租賃選擇豁免）。香港財務報告準則第16號沿用香港會計準則第17號中出租人的會計要求而大致保持不變。因此，出租人會繼續將租賃分類為經營或融資租賃。

香港財務報告準則第16號於2019年1月1日或以後開始的年度期間生效。本集團擬應用簡化過渡方法及將不會於首次採納前年度重列比較款項。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS (continued)

New and revised HKFRSs in issue but not yet effective (continued)

HKFRS 16 Leases (continued)

As discussed in the 2018 Consolidated Financial Statements, the standard will affect primarily the accounting for the Group's operating leases. The Group's office property leases are currently classified as operating leases and the lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Under HKFRS 16 the Group may need to recognise and measure a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset will be recognised in profit or loss. The Group's assets and liabilities will increase and the timing of expense recognition will also be impacted as a result.

As disclosed in note 17 to the unaudited condensed consolidated financial statements, the Group's future minimum lease payments under non-cancellable operating leases for its office properties amounted to approximately HK\$6.3 million as at 30 September 2018. These leases are expected to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The amounts will be adjusted for the effects of discounting and the transition reliefs available to the Group.

3. SEGMENT INFORMATION

The Group has two reportable segments as follows:

- Sales of biometrics identification devices, security products and other accessories.
- Provision of auxiliary and other services includes (i) maintenance, installation and solution services; and (ii) software licensing.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

2. 財務報表的呈報及編製基準 (續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號「租賃」(續)

誠如2018年綜合財務報表所論述，該準則將主要影響本集團經營租賃的會計處理。本集團的辦公室物業租賃目前分類為經營租賃，而租賃付款(扣除從出租人收到的任何寬減後)在租賃期內按直線法確認為開支。根據香港財務報告準則第16號，本集團可能須按未來最低租賃付款額現值確認和計量一項負債，並就該等租賃確認相應使用權資產。租賃負債的利息開支及使用權資產的折舊將會在損益內確認。本集團的資產及負債將會增加，而開支確認的時間亦將會因此而受到影響。

誠如未經審核簡明綜合財務報表附註17所披露，於2018年9月30日，本集團於其辦公室物業的不可撤銷經營租賃的未來最低租賃付款達約6.3百萬港元。一旦採納香港財務報告準則第16號，預期該等租賃將確認為租賃負債及相應的使用權資產。金額將就貼現的影響及本集團可用的過渡減免進行調整。

3. 分部資料

本集團的兩個可呈報分部如下：

- 銷售生物特徵識別裝置、保安產品及其他配件。
- 提供配套及其他服務，包括(i)維護、安裝及解決方案服務；及(ii)軟件許可。

本集團的可呈報分部乃為提供不同產品及服務的策略性業務單位。由於各業務要求不同技術及營銷策略，故各呈報分部乃個別管理。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

4. REVENUE

Revenue represents the invoiced values of goods sold and services rendered, after allowances for returns and discounts during the reporting periods.

4. 收益

收益指所售貨品及提供服務的發票值，其於報告期內經扣除退貨及折扣後的發票值。

	Three months ended 30 September 截至9月30日止三個月		Six months ended 30 September 截至9月30日止六個月	
	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Sales of biometrics identification devices, security products and other accessories				
銷售生物特徵識別裝置、保安產品及其他配件				
Provision of auxiliary and other services				
提供配套及其他服務				
	10,170	12,113	17,515	23,477
	3,849	5,745	7,942	11,881
	14,019	17,858	25,457	35,358

The following table provides information about receivables and contract liabilities from contracts with customers:

下表提供有關來自客戶合約的應收款項及合約負債的資料：

		30 September 2018 2018年9月30日 HK\$'000 千港元 (unaudited) (未經審核)	1 April 2018 2018年4月1日 HK\$'000 千港元 (audited) (經審核)
Receivables, which are included in "Trade receivables"	應收款項，計入「貿易應收款項」	840	1,292
Contract liabilities	合約負債	(3,530)	(3,729)

The contract liabilities primarily relate to the advance consideration received from customers for auxiliary and other services includes (i) maintenance, installation and solution services; and (ii) software licensing, for which revenue is recognised over time. The amount of HK\$2.2 million recognised in contract liabilities at the beginning of the period has been recognised as revenue for the six months ended 30 September 2018.

合約負債主要與就配套及其他服務收取客戶的墊款代價有關，包括(i)維護、安裝及解決方案服務；(ii)軟件許可，其收益隨時間確認。期初合約負債確認的2.2百萬港元金額已確認為截至2018年9月30日止六個月的收益。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

5. OTHER INCOME

		Three months ended 30 September 截至9月30日止三個月		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income	利息收入	250	1	280	2
Gain/(loss) on disposals of property, plant and equipment	出售物業、廠房及設備 收益/(虧損)	(8)	110	20	210
Others	其他	1	-	4	4
		243	111	304	216

5. 其他收入

		Three months ended 30 September 截至9月30日止三個月		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income	利息收入	250	1	280	2
Gain/(loss) on disposals of property, plant and equipment	出售物業、廠房及設備 收益/(虧損)	(8)	110	20	210
Others	其他	1	-	4	4
		243	111	304	216

6. INCOME TAX EXPENSE

		Three months ended 30 September 截至9月30日止三個月		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Provision for the period:	期內撥備：				
Hong Kong Profits Tax	香港利得稅	41	1,042	299	1,851
Macao Complementary Tax	澳門所得補充稅	-	35	-	91
		41	1,077	299	1,942

6. 所得稅開支

		Three months ended 30 September 截至9月30日止三個月		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Provision for the period:	期內撥備：				
Hong Kong Profits Tax	香港利得稅	41	1,042	299	1,851
Macao Complementary Tax	澳門所得補充稅	-	35	-	91
		41	1,077	299	1,942

Hong Kong Profits Tax is provided at 16.5% (three and six months ended 30 September 2017: 16.5%) based on the estimated assessable profits arising in or derived from Hong Kong.

For the Group's subsidiary established and operated in the PRC is subject to PRC Enterprise Income Tax at the rate of 25.0% (three and six months ended 30 September 2017: 25.0%). No PRC Enterprise Income Tax has been provided for the three and six months ended 30 September 2018 (three and six months ended 30 September 2017: Nil) as the Group's PRC subsidiary either did not generate any assessable profits or has sufficient tax losses brought forward to offset against its assessable profits generated during the reporting periods.

香港利得稅已就於香港產生的估計應課稅溢利按稅率16.5% (截至2017年9月30日止三個月及六個月：16.5%)計提撥備。

本集團在中國成立及經營的附屬公司須按稅率25.0% (截至2017年9月30日止三個月及六個月：25.0%)繳納中國企業所得稅。截至2018年9月30日止三個月及六個月內概無計提中國企業所得稅 (截至2017年9月30日止三個月及六個月：無)，乃因為本集團的中國附屬公司於報告期內並無產生任何應課稅溢利或結轉稅項虧損足以抵銷其應課稅溢利。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

6. INCOME TAX EXPENSE (continued)

For the Group's subsidiary established and operated in Macau is subject to Macao Complementary Tax. For the three and six months ended 30 September 2017 and 2018, Macao Complementary Tax has been provided at the rate of 12% on the estimated taxable income of the Group's Macao subsidiary.

6. 所得稅開支(續)

本集團在澳門成立及經營的附屬公司須繳納澳門所得補充稅，截至2017年及2018年9月30日止三個月及六個月，澳門所得補充稅已就本集團澳門附屬公司的估計應課稅收入按稅率12%計提。

7. (LOSS)/PROFIT FOR THE PERIOD

7. 期內(虧損)/溢利

		Three months ended 30 September 截至9月30日止三個月		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	335	189	505	291
Staff costs (including Directors' emoluments)	員工成本(包括董事酬金)				
— Salaries, bonus and allowances and other benefits in kind	— 薪金、花紅、津貼及其他實物利益	3,644	2,469	7,134	6,514
— Commission	— 佣金	158	625	385	848
— Retirement benefits scheme contributions	— 退休福利計劃供款	250	184	494	411
		4,052	3,278	8,013	7,773
Cost of inventories sold	已售存貨成本	5,693	5,234	9,507	10,364
Foreign exchange losses, net	匯兌虧損淨額	114	87	142	98
Gain/(loss) on disposals of property, plant and equipment	出售物業、廠房及設備 收益/(虧損)	(8)	110	20	210
Listing expenses	上市開支	—	2,064	—	3,800
Auditor's remuneration	核數師酬金	145	125	274	250

8. DIVIDEND

No dividend was declared or paid during the six months ended 30 September 2018 (2017: Nil).

8. 股息

本公司並無於截至2018年9月30日止六個月宣派或支付股息(2017年：無)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

9. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of the basic (loss)/earnings per share is based on the following:

	就計算每股基本(虧損)/盈利的(虧損)/盈利
(Loss)/earnings for the purpose of calculating basic (loss)/earnings per share	
Number of shares	股份數目
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share (note)	就計算每股基本(虧損)/盈利的普通股加權平均數

Note: The weighted average number of ordinary shares in issue during the three and six months ended 30 September 2017 was calculated based on the assumption that 600,000,000 ordinary shares, being the number of shares in issue immediately after the completion of share capitalisation on 18 January 2018, deemed to have been issued. Details of the share capitalisation issue are set out in note 29(b) to the 2018 Consolidated Financial Statements.

(b) Diluted (loss)/earnings per share

No diluted (loss)/earnings per share to be presented as the Company did not have any dilutive potential ordinary shares outstanding during the three and six months ended 30 September 2018 and 2017.

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2018, the Group acquired property, plant and equipment of approximately HK\$1,288,000 (six months ended 30 September 2017: HK\$594,000).

9. 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃基於以下數據計算：

Three months ended 30 September 截至9月30日止三個月		Six months ended 30 September 截至9月30日止六個月	
2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
(209)	2,119	(50)	5,817
800,000,000	600,000,000	800,000,000	600,000,000

附註：截至2017年9月30日止三個月及六個月內發行的普通股加權平均數，以假設600,000,000股普通股(緊接2018年1月18日股份資本化完成後發行的股份數目)被視為已發行計算。有關股份資本化發行的詳情已載列於2018年綜合財務表的附註29(b)。

(b) 每股攤薄(虧損)/盈利

並無可呈列的每股攤薄(虧損)/盈利，乃因本公司於截至2018年及2017年9月30日止三個月及六個月並無任何流通在外的潛在可攤薄普通股。

10. 物業、廠房及設備

截至2018年9月30日止六個月，本集團收購物業、廠房及設備約1,288,000港元(截至2017年9月30日止六個月：594,000港元)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

11. TRADE RECEIVABLES

		As at 30 September 2018 於2018年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 March 2018 於2018年 3月31日 HK\$'000 千港元 (audited) (經審核)
From third parties	來自第三方	8,213	12,342
From related parties	來自關聯方	33	12
		8,246	12,354

Analysis of trade receivables due from related parties:

		As at 30 September 2018 於2018年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 March 2018 於2018年 3月31日 HK\$'000 千港元 (audited) (經審核)
Long Yield Company Limited	隆逸有限公司	33	12

Long Yield, a company incorporated in Hong Kong, in which Mr. Yuen Wing Hong, father of Mr. Yuen Kwok Wai, Tony (“**Mr. Tony Yuen**”) and Ms. Yuen Mei Ling, Pauline (“**Ms. Pauline Yuen**”) and Mr. Li Tat, David, spouse of Ms. Pauline Yuen, are directors.

The Group’s trading terms with customers are mainly on credit. The credit period granted to the customers generally range from 30 to 90 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

11. 貿易應收款項

		As at 30 September 2018 於2018年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 March 2018 於2018年 3月31日 HK\$'000 千港元 (audited) (經審核)
From third parties	來自第三方	8,213	12,342
From related parties	來自關聯方	33	12
		8,246	12,354

應收關聯方的貿易應收款項分析：

		As at 30 September 2018 於2018年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 March 2018 於2018年 3月31日 HK\$'000 千港元 (audited) (經審核)
Long Yield Company Limited	隆逸有限公司	33	12

隆逸為一間在香港註冊成立的公司，其中阮國偉先生（「**阮國偉先生**」）及阮美玲女士（「**阮美玲女士**」）的父親阮永康先生及阮美玲女士的配偶李達先生為董事。

本集團與客戶的貿易條款主要為除賬。向客戶授出的信貸期一般介乎30至90日。本集團務求其未償還應收款項進行嚴格控制。逾期結餘由董事定期審閱。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

11. TRADE RECEIVABLES (continued)

An ageing analysis of the Group's trade receivables, based on the invoice date is as follows:

		As at 30 September 2018 於2018年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 March 2018 於2018年 3月31日 HK\$'000 千港元 (audited) (經審核)
0 to 90 days	0至90天	5,699	9,518
91 to 180 days	91至180天	1,192	2,021
181 to 365 days	181至365天	1,152	667
Over 365 days	365天以上	203	148
		8,246	12,354

12. TRADE PAYABLES

An ageing analysis of the Group's trade payables, based on the invoice date is as follows:

		As at 30 September 2018 於2018年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 March 2018 於2018年 3月31日 HK\$'000 千港元 (audited) (經審核)
0 to 30 days	0至30天	886	2,226
31 to 60 days	31至60天	1,378	104
Over 60 days	60天以上	34	47
		2,298	2,377

11. 貿易應收款項(續)

按發票日期計算的本集團貿易應收款項的賬齡分析如下：

12. 貿易應付款項

按發票日期計算的本集團貿易應付款項的賬齡分析如下：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

13. SHARE CAPITAL

13. 股本

		Number of ordinary shares	
		普通股數目	
		Per share	HK\$'000
		每股	千港元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
As at 31 March 2018 (audited), 1 April 2018	於2018年3月31日(經審核)、		
and 30 September 2018 (unaudited)	2018年4月1日及2018年9月30日		
	(未經審核)	5,000,000,000	50,000
Issued and fully paid:	已發行及繳足：		
As at 31 March 2018 (audited), 1 April 2018	於2018年3月31日(經審核)、		
and 30 September 2018 (unaudited)	2018年4月1日及2018年9月30日		
	(未經審核)	800,000,000	8,000

14. SHARE OPTION SCHEMES

On 18 January 2018, written resolution of the shareholders of the Company was passed to conditionally approve and adopt a share option scheme (“**Share Option Scheme**”) to recognise and motivate the contributions that eligible participants have made or may make to the Group.

The Share Option Scheme adopted by the Company on 18 January 2018 will remain in force for a period of ten years from its effective date to 17 January 2028. Particulars of the Share Option Scheme of the Company are set out in Appendix IV to the Company’s prospectus dated 30 January 2018.

No share option has been granted by the Company under the Share Option Scheme since its effective date and up to the end of the reporting period.

15. CONTINGENT LIABILITIES

At 30 September 2018, the Group did not have any contingent liabilities.

14. 購股權計劃

於2018年1月18日，本公司股東書面決議案獲通過以有條件批准及採納購股權計劃(「**購股權計劃**」)，旨在表揚及激勵合資格參與者對本集團已作出或可能作出的貢獻。

本公司於2018年1月18日採納的購股權計劃將自其生效日期至2028年1月17日止的十年期間維持有效。本公司購股權計劃的詳情載於本公司日期為2018年1月30日的招股章程附錄四。

自生效日期起至報告期末，本公司概無根據購股權計劃授出任何購股權。

15. 或然負債

於2018年9月30日，本集團並無任何或然負債。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

16. RELATED PARTY TRANSACTIONS

Other than those balances of related parties disclosed elsewhere in the condensed financial statements, the Group had the following material transactions with its related parties during the period.

(a) Transactions with related parties

		Note	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Sales of goods to related companies:	向關連公司銷售產品：					
— Long Yield	— 隆逸	(i)	41	23	57	43
— SoHo Business Center Limited (“SoHo”)	— SoHo Business Center Limited (“SoHo”)	(i),(ii)	—	—	—	—
			41	23	57	43
Services rendered to related companies:	向關連公司提供服務：					
— Long Yield	— 隆逸	(i)	25	22	48	43
— SoHo	— SoHo	(i),(ii)	30	30	50	60
			55	52	98	103
Rental expenses paid to a related company:	已付一間關連公司的租金開支：					
— Global Technology Corporation Limited (“Global Technology”)	— 犇雷集團有限公司 (“犇雷”)	(i),(ii)	162	225	366	450

Notes:

- (i) The pricing of the related party transactions are mutually agreed by the Group and related companies.
- (ii) Mr. Tony Yuen and Ms. Pauline Yuen are able to exercise significant influence over SoHo and Global Technology.

16. 關聯方交易

除簡明財務報表其他章節披露的關聯方結餘外，本集團於期內與其關聯方有下列重大交易。

(a) 與關聯方的交易

		Note	Three months ended 30 September 截至9月30日止三個月 2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 30 September 截至9月30日止六個月 2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Sales of goods to related companies:	向關連公司銷售產品：					
— Long Yield	— 隆逸	(i)	41	23	57	43
— SoHo Business Center Limited (“SoHo”)	— SoHo Business Center Limited (“SoHo”)	(i),(ii)	—	—	—	—
			41	23	57	43
Services rendered to related companies:	向關連公司提供服務：					
— Long Yield	— 隆逸	(i)	25	22	48	43
— SoHo	— SoHo	(i),(ii)	30	30	50	60
			55	52	98	103
Rental expenses paid to a related company:	已付一間關連公司的租金開支：					
— Global Technology Corporation Limited (“Global Technology”)	— 犇雷集團有限公司 (“犇雷”)	(i),(ii)	162	225	366	450

附註：

- (i) 關聯方交易之定價由本集團及關連公司共同協定。
- (ii) 阮國偉先生及阮美玲女士可對SoHo及犇雷行使重大影響力。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

16. RELATED PARTY TRANSACTIONS (continued)

Key management compensation

Key management mainly represents the Company's Directors. Remuneration for key management personnel of the Group is as follows:

		Three months ended 30 September 截至9月30日止三個月		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Salaries, bonus and allowances and other benefits in kind	薪金、花紅及津貼以及其他實物福利	1,279	630	1,855	1,083
Retirement benefits scheme contributions	退休福利計劃供款	17	15	31	30
		1,296	645	1,886	1,113

16. 關聯方交易(續)

主要管理層薪酬

主要管理層主要指本公司董事。本集團主要管理層人員的薪酬如下：

		Three months ended 30 September 截至9月30日止三個月		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (unaudited) (未經審核)
Salaries, bonus and allowances and other benefits in kind	薪金、花紅及津貼以及其他實物福利	1,279	630	1,855	1,083
Retirement benefits scheme contributions	退休福利計劃供款	17	15	31	30
		1,296	645	1,886	1,113

17. LEASE COMMITMENTS

The total future minimum lease payments under non-cancellable operating leases are payable as follows:

		As at 30 September 2018 於2018年 9月30日 HK\$'000 千港元	As at 31 March 2018 於2018年 3月31日 HK\$'000 千港元
Within one year	一年內	2,191	985
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	4,070	2,518
		6,261	3,503

During the year, operating lease payments represent rentals payable by the Group for certain of its offices and staff quarters. Leases are negotiated for an average term of 2 to 3 years and rentals are fixed over the lease terms and do not include contingent rentals.

17. 租賃承擔

根據不可註銷經營租賃應付的未來最低租賃款項總額如下：

		As at 30 September 2018 於2018年 9月30日 HK\$'000 千港元	As at 31 March 2018 於2018年 3月31日 HK\$'000 千港元
Within one year	一年內	2,191	985
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	4,070	2,518
		6,261	3,503

於本年度，經營租賃款項指本集團就其若干辦公室及員工宿舍應付的租金。租賃的平均租期為2至3年，租期內的租金為固定且不包括或然租金。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Overview

The Group is a provider of biometrics identification solutions in Hong Kong, Macau and the PRC. The Group derives revenue from the following business activities: (i) sales of products which include biometrics identification devices, and other devices and accessories; and (ii) provision of auxiliary and other services. The Group's biometrics identification devices have one or more of the following functions: (i) face identification; (ii) fingerprint identification; (iii) finger vein identification; (iv) hand geometry identification; and (v) iris identification. The revenue of the Group for the six months ended 30 September 2018 was approximately HK\$25.5 million, representing a decrease of approximately 28.0% from approximately HK\$35.4 million for the six months ended 30 September 2017. The decrease in revenue was mainly because the decrease in sales of biometrics identification devices and other accessories, in particular, the handheld devices as compared with the corresponding period in 2017.

Revenue represents the invoiced values of goods sold and services rendered, after allowances for returns and discounts during the reporting periods.

業務回顧 概覽

本集團為香港、澳門及中國的生物特徵識別解決方案供應商。本集團透過以下業務活動產生收益：(i) 產品銷售，包括生物特徵識別裝置以及其他裝置及配件；及(ii) 提供配套及其他服務。本集團的生物特徵識別裝置有一個或以上的以下功能：(i) 人臉識別；(ii) 指紋識別；(iii) 指靜脈識別；(iv) 掌形識別；及(v) 虹膜識別。截至2018年9月30日止六個月，本集團的收益約為25.5百萬港元，較截至2017年9月30日止六個月約35.4百萬港元減少約28.0%。收益減少主要由於生物特徵識別裝置及其他配件(尤其是手提裝置)的銷售較2017年同期減少。

收益指扣除報告期內退貨及折扣後所售貨品及提供服務的發票值。

For the six months ended 30 September 截至9月30日止六個月

	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	
Sales of biometrics identification devices, security products and other accessories	銷售生物特徵識別裝置、保安產品及其他配件	17,515	23,477
Provision of auxiliary and other services	提供配套及其他服務	7,942	11,881
	25,457	35,358	

Outlook

The ordinary shares of HK\$0.01 each (the "Shares") of the Company have been successfully listed on GEM on 14 February 2018. The Board considers that such public listing status will allow the Company to gain access to the capital market for corporate finance exercise, assist the Company in the future business development, enhance the Group's corporate profile and recognition and strengthen the Group's competitiveness.

展望

本公司每股0.01港元的普通股(「股份」)已於2018年2月14日在GEM成功上市。董事會認為，公眾上市地位將讓本公司利用資本市場進行企業融資，有助本公司的未來業務發展、提升本集團的企業形象及認受性以及加強本集團的競爭力。

Management Discussion and Analysis

管理層討論及分析

Looking forward, the Group plans to generate further growth in existing business by strengthening its marketing capabilities and expanding its product portfolio through enhancing software development, with a view to further enlarging its market share in Hong Kong and Macau and becoming one of the active biometrics identification solutions providers in the PRC. As such, the Group plans to utilise the net proceeds from the Listing by way of share offer pursuant to the Prospectus on (i) launching of affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in Southern China; (ii) enhancing the quality of after-sale services and strengthening of the operation support as part of the expansion plan of the business in Southern China; (iii) improving its information technology system; and (iv) setting up a new and separate software development center in the PRC to further enhance and develop the Group's software.

FINANCIAL REVIEW

Cost of Sales and Gross Profit

The majority of the Group's cost of sales was costs of inventories sold. The Group's costs of inventories sold decreased by approximately 8.3% to approximately HK\$9.5 million for the six months ended 30 September 2018 as compared to the same period last year. The gross profit margin dropped from approximately 61.6% for the six months ended 30 September 2017 to approximately 50.2% for the six months ended 30 September 2018. The gross profit also dropped from approximately HK\$21.8 million for the six months ended 30 September 2017 to approximately HK\$12.8 million for the six months ended 30 September 2018. The decrease of gross profit margin and gross profit was mainly due to the decrease of gross profit of handheld devices.

Expenses

Staff costs for the six months ended 30 September 2018 was approximately HK\$8.0 million (2017: approximately HK\$7.8 million), representing an increase of approximately HK\$0.2 million as compared with that of last year, which was mainly due to the increase in average bonus and allowances during the period.

Administrative expenses for the six months ended 30 September 2018 was approximately HK\$10.1 million (2017: approximately HK\$11.5 million), representing a decrease of approximately HK\$1.4 million as compared with the last corresponding period, which was mainly due to the decrease in listing expenses.

Loss for the Period

The Group incurred a net loss of approximately HK\$0.1 million for the six months ended 30 September 2018, as compared with a net profit of approximately HK\$5.8 million for the six months ended 30 September 2017. The decrease of net profit was mainly due to the decrease of over 25% in revenue generated from the sales of biometrics identification devices and other accessories, in particular, the handheld devices as compared with the corresponding period in 2017.

The Board does not recommend the payment of dividends for the six months ended 30 September 2018.

展望將來，本集團計劃透過加強其營銷能力及軟件開發擴大其產品組合，進一步發展其現有業務，旨在進一步擴大於香港及澳門的市場佔有率及成為活躍的中國生物特徵識別解決方案供應商之一。因此，本集團計劃根據招股章程動用以股份發售方式上市所得款項淨額，以(i)推出本地製造可負擔指紋識別裝置，作為拓展華南地區業務的一部分；(ii)提高售後服務的質量及加強營運支援，作為拓展華南地區業務的一部分；(iii)改進其資訊科技系統；及(iv)於中國設立一個新的獨立軟件開發中心以進一步提升及開發本集團的軟件。

財務回顧

銷售成本及毛利

本集團大部份銷售成本為已售存貨成本。截至2018年9月30日止六個月，本集團的已售存貨成本較去年同期減少約8.3%至約9.5百萬港元。毛利率由截至2017年9月30日止六個月約61.6%減少至截至2018年9月30日止六個月約50.2%。毛利亦由截至2017年9月30日止六個月約21.8百萬港元減至截至2018年9月30日止六個月約12.8百萬港元。毛利率及毛利的減少主要由於手提裝置的毛利降低。

開支

截至2018年9月30日止六個月，員工成本約為8.0百萬港元(2017年：約7.8百萬港元)，相當於較去年增加約0.2百萬港元，主要由於期內平均花紅及津貼增加。

截至2018年9月30日止六個月，行政開支約為10.1百萬港元(2017年：約11.5百萬港元)，較去年同期減少約1.4百萬港元，主要由於上市所產生的開支減少。

期內虧損

截至2018年9月30日止六個月，本集團產生淨虧損約0.1百萬港元，而截至2017年9月30日止六個月則產生純利約5.8百萬港元。純利減少主要由於生物特徵識別裝置及其他配件(尤其是手提裝置)的銷售所得收益較2017年同期減少逾25%。

董事會不建議就截至2018年9月30日止六個月派付股息。

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Liquidity, Financial Resources and Capital Structure

Historically, the Group has funded the liquidity and capital requirements primarily through operating cash flows and bank borrowings. The Directors believe that with the new capital from the listing of Shares on GEM, the Group is in a healthy financial position to expand its core business and to achieve its business objectives. As at 30 September 2018, the Group had bank borrowings of approximately HK\$1.3 million (31 March 2018: Nil). The Group requires cash primarily for working capital needs. As at 30 September 2018, the Group had approximately HK\$77.6 million in bank and cash balances (31 March 2018: approximately HK\$76.8 million).

Capital Expenditure

The Group purchased property, plant and equipment and capitalised software costs amounting to approximately HK\$1.3 million and nil respectively for the six months ended 30 September 2018 (six months ended 30 September 2017: approximately HK\$0.6 million and nil respectively).

Capital Commitments

The Group did not have any significant capital commitments as at 30 September 2018 (as at 31 March 2018: Nil).

Gearing Ratio

The Group's gearing ratio increased from 0% as at 31 March 2018 to approximately 1.3% as at 30 September 2018, mainly due to the Group's import/export loans were fully repaid as at 31 March 2018.

Note: Gearing ratio is calculated as the total debt divided by total equity. Total debt includes bank borrowings and finance lease obligations.

Foreign Currency Risk

The Company does not have significant exposure on foreign currency risk.

The functional currency of the Group's entities are principally denominated in HK\$, Renminbi ("RMB") and Macau Pataca ("MOP"). The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currencies of respective Group entities such as United States dollars ("US\$"), RMB and EURO. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities.

The Group did not engage in any derivatives agreement and did not commit to any financial instruments to hedge its foreign exchange exposure during the six months ended 30 September 2018.

流動資金、財務資源及資本結構

過往，本集團主要以經營現金流量及銀行借款撥付其流動資金及資本需求。董事相信，由於股份於GEM上市而獲得新資金，故本集團的財政狀況穩健，足以擴充其核心業務及達至其業務目標。於2018年9月30日，本集團的銀行借款約為1.3百萬港元(2018年3月31日：零)。本集團的現金主要用於撥付營運資金需求。於2018年9月30日，本集團的銀行及現金結餘約為77.6百萬港元(2018年3月31日：約76.8百萬港元)。

資本開支

截至2018年9月30日止六個月，本集團購買物業、廠房及設備以及資本化軟件成本分別為約1.3百萬港元及零(截至2017年9月30日止六個月：分別約0.6百萬港元及零)。

資本承擔

於2018年9月30日，本集團並無任何重大資本承擔(於2018年3月31日：無)。

資產負債比率

本集團的資產負債比率由2018年3月31日的0%增至2018年9月30日的約1.3%，主要是由於本集團的進出口貸款已於2018年3月31日獲悉數償還。

附註： 資產負債比率乃按總負債除以總權益計算。總負債包括銀行借款及融資租賃承擔。

外幣風險

本公司並無面臨重大外幣風險。

本集團實體的功能貨幣主要為港元、人民幣(「人民幣」)及澳門幣(「澳門幣」)。由於本集團的部分業務交易、資產及負債乃以本集團實體各自的功能貨幣以外的貨幣(如美元(「美元」)、人民幣及歐元)計值，故本集團須面對若干外幣風險。本集團目前並無就外幣交易、資產及負債制訂任何外幣對沖政策。

截至2018年9月30日止六個月，本集團並無涉及任何衍生工具協議，亦無使用任何金融工具對沖其匯兌風險。

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Significant Investments held, Material Acquisitions and Disposals of Subsidiaries, and Future Plans for Material Investments or Capital Assets

There were neither significant investments held as at 30 September 2018 nor material acquisitions and disposals of subsidiaries during the six months ended 30 September 2018. There is no plan for material investments or capital assets as at the date of this report.

Charges over Assets of the Group

As at 30 September 2018, there is no charges over assets of the Group (as at 31 March 2018: Nil).

Interim Dividend

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2018 (six months ended 30 September 2017: nil).

Employees and Remuneration Policies

As at 30 September 2018, the Group had a total of 64 employees. The Group's staff costs for the six months ended 30 September 2018 amounted to approximately HK\$8.0 million (six months ended 30 September 2017: approximately HK\$7.8 million). The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. The Group recognises the importance of a good relationship with its employees. The remuneration payable to its employees includes salaries and allowances. Other benefits and incentives include training and share option.

In Hong Kong, the Group's employees have participated in the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). In the PRC, the Group's employees have participated in the basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, maternity insurance prescribed by the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), and housing fund prescribed by the Regulations on the Administration of Housing Fund (《住房公積金管理條例》). All PRC-based employees have the right to participate in the social insurance and housing provident fund schemes.

Share Option Schemes

The share option scheme of the Company (the “**Scheme**”) was adopted pursuant to a resolution passed by the Company's shareholders on 18 January 2018 for the primary purpose is to attract, retain and motivate talented participants, to strive for future developments and expansion of the Group. Eligible participants of the Scheme include any employees, any executives Directors, non-executive Directors (including independent non-executive Directors), advisors, consultants of the Company or any of its subsidiaries.

所持有之重大投資、重大收購及出售附屬公司及重大投資或資本資產之未來計劃

於2018年9月30日並無持有重大投資，截至2018年9月30日止六個月亦無重大收購及出售附屬公司。於本報告日期，並無重大投資或資本資產之計劃。

本集團的資產抵押

於2018年9月30日，本集團概無任何資產抵押（於2018年3月31日：無）。

中期股息

董事會不建議就截至2018年9月30日止六個月派付中期股息（截至2017年9月30日止六個月：零）。

僱員及薪酬政策

於2018年9月30日，本集團共有64名僱員。截至2018年9月30日止六個月，本集團的員工成本約為8.0百萬港元（截至2017年9月30日止六個月：約7.8百萬港元）。本集團的薪酬政策與現行市場慣例一致，並按個別僱員的表現、資格及經驗釐定。本集團深明與其僱員保持良好關係的重要性。應付僱員薪酬包括薪金及津貼。其他福利及獎勵包括培訓及購股權。

在香港，本集團僱員已參與香港法例第485章《強制性公積金計劃條例》規定的強制性公積金計劃。在中國，本集團僱員已參與《中華人民共和國社會保險法》規定的基本退休保險、基本醫療保險、失業保險、工傷保險及生育保險以及《住房公積金管理條例》規定的住房公積金。所有駐中國僱員均有權參與社會保險及住房公積金計劃。

購股權計劃

本公司購股權計劃（「**該計劃**」）乃根據本公司股東於2018年1月18日通過的決議案採納，主要目的為吸引、保留及激勵有才能的參與者為本集團的未來發展及擴展作出貢獻。該計劃的合資格參與者包括本公司或其附屬公司的任何僱員、任何執行董事、非執行董事（包括獨立非執行董事）、顧問及諮詢人。

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The Scheme will remain valid and effective for a period of 10 years commencing on the date on which the Scheme is adopted, after which period no further share options will be granted but the provisions of the Scheme shall in all other respects remain in full force and effect and share options which are granted during the life of the Scheme may continue to be exercisable in accordance with their terms of issue. The principal terms of which were summarised in the paragraph headed “**Share Option Scheme**” in Appendix IV to the Prospectus. No share options have been granted, exercised, expired, cancelled or lapsed under the Scheme since its adoption.

該計劃將於該計劃獲採納之日起計10年內維持有效。其後不得再授出購股權，惟該計劃的條文在所有其他方面將仍全面有效，而於該計劃有效期內已授出的購股權根據其發行條款仍可繼續行使。該計劃的主要條款概要載於招股章程附錄四「**購股權計劃**」一段。自採納以來，概無根據該計劃授出、行使、屆滿、註銷或失效購股權。

Use of proceeds and actual progress of the Group’s business objectives

The net proceeds from the Listing (after deducting the underwriting fees and other related expenses paid by the Company in connection with the share offer) which amounted to approximately HK\$44.5 million will be used for the intended purposes as set out in the section headed “Statement of Business Objectives and Strategies” of the Prospectus. Set out below is the actual usage of net proceeds up to the date of this interim report:

所得款項用途及本集團業務目標的實際進度

上市所得款項淨額(經扣除本公司就股份發售支付的包銷費及其他相關開支)達約44.5百萬港元將作招股章程「業務目標及策略聲明」一節載述的擬定用途。截至本中期報告日期為止的所得款項淨額實際用途如下：

		Net proceeds 所得款項淨額 HK\$ million 百萬港元	Utilised 已動用 HK\$ million 百萬港元	Unutilised 未動用 HK\$ million 百萬港元
Expanding the business in Southern China 拓展華南地區業務				
— launch of affordable locally manufactured fingerprint identification devices	— 推出可負擔本地製造的指紋識別裝置	15.8	—	15.8
— enhancement of the quality of after-sales services and strengthening of the operation support	— 提高售後服務的質量及加強營運支援	5.1	(0.5)	4.6
Improving the information technology system	改進資訊科技系統	5.0	(0.6)	4.4
Setting up a new and separate software development center in the PRC to further enhance and develop the Group’s software	於中國成立新的獨立軟件開發中心以進一步提升及發展本集團的軟件	15.2	—	15.2
Working capital	營運資金	3.4	(3.4)	—
		44.5	(4.5)	40.0

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As disclosed in the Prospectus, the Group's business objectives are to further its growth in existing business by strengthening marketing capabilities and expanding product portfolio through enhancing software development, in order to further enlarge its market share in Hong Kong and Macau and to become one of the active biometrics identification solutions providers in the PRC. The Directors intend to achieve the objectives by (i) launch affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in Southern China; (ii) enhance the quality of aftersales services and to strengthen the operation support as part of the expansion plan of the business in Southern China; (iii) improve the information technology system; (iv) set up a new and separate software development center in the PRC to further enhance and develop the Group's software; and (v) working capital of the Group.

The Group had planned to use approximately HK\$15.8 million of net proceeds to launch affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in Southern China. The Group has not yet launch affordable locally manufactured fingerprint identification devices. The Group is reviewing the needs and timeframe for launch of affordable locally manufactured fingerprint identification devices so as to capture the above-mentioned low-end market in the PRC.

The Group had planned to use approximately HK\$5.1 million of net proceeds to enhance the quality of aftersales services and to strengthen the operation support as part of the expansion plan of the business in Southern China. As at 30 September 2018, a total of approximately HK\$0.5 million was spent on enhancing the quality of aftersales services and to strengthen the operation support as part of the expansion plan of the business in Southern China. The Group has rented one customer service centers in Futian district of Shenzhen instead of Changning district of Shanghai, the Directors consider that the Group customers are mainly located in Hong Kong, Shenzhen and Macao, locating the customer service center in Shenzhen can help timely aftersales services. The service center will also benefit from the business opportunities with the recent development of the Guangdong-Hong Kong- Macao Greater Bay Area, enabling the company to provide sales-related services arises from the development. The Group also employed additional employees for this service center.

The Group had planned to use approximately HK\$5.0 million of net proceeds to improve the information technology system. As at 30 September 2018, a total of approximately HK\$0.6 million was spent on improving the information technology system. The Group has upgraded the existing ERP system, including the customer relation management function and purchased computer and servers to support the existing ERP system.

The Group had planned to use approximately HK\$15.2 million of net proceeds to set up a new and separate software development center in the PRC to further enhance and develop the Group's software. The Group is reviewing the needs and timeframe for setting up a new and separate software development center in the PRC to further enhance and develop the Group's software.

誠如招股章程所披露，本集團的業務目標乃透過加強營銷能力及加強軟件開發擴大產品組合，進一步發展現有業務，從而進一步擴大於香港及澳門的市場佔有率及成為活躍的中國生物特徵識別解決方案供應商之一。為實現相關目標，董事擬將(i)推出本地製造可負擔的指紋識別裝置，作為拓展華南地區業務的一部分；(ii)提高售後服務的質量及加強營運支援，作為拓展華南地區業務的一部分；(iii)改進資訊科技系統；(iv)於中國成立新的獨立軟件開發中心以進一步提升及發展本集團的軟件；及(v)作為本集團的營運資金。

本集團原本計劃動用所得款項淨額約15.8百萬港元以推出本地製造可負擔的指紋識別裝置，作為拓展華南地區業務的一部分。本集團尚未推出本地製造可負擔的指紋識別裝置。本集團正在審閱推出本地製造可負擔的指紋識別裝置的必要性及時間表以佔領中國的前述低端市場。

本集團原本計劃動用所得款項淨額約5.1百萬港元以提高售後服務的質量及加強營運支援，作為拓展華南地區業務的一部分。於2018年9月30日，合計約0.5百萬港元已用於提升銷售服務質量及加強營運支援，作為拓展華南地區業務的一部分。本集團已租用深圳福田區的客戶服務中心，而非上海長寧區，董事認為，本集團客戶主要位於香港、深圳及澳門，將客戶服務中心設在深圳可有助於及時提供售後服務。服務中心亦將受惠於粵港澳大灣區的近期發展所帶來的商機，使本公司能夠提供因發展所產生的銷售相關服務。本集團亦為本服務中心增聘員工。

本集團原本計劃動用所得款項淨額約5.0百萬港元以改進資訊科技系統。於2018年9月30日，合計約0.6百萬港元已用於改進資訊科技系統。本集團已升級現有ERP系統(包括客戶關係管理功能)並購置電腦及伺服器以支持現有ERP系統。

本集團原本計劃動用所得款項淨額約15.2百萬港元以於中國成立新的獨立軟件開發中心以進一步提升及發展本集團的軟件。本集團正在審閱於中國成立新的獨立軟件開發中心的必要性及時間表，以進一步提升及開發本集團的軟件。

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The Group had planned to use approximately HK\$3.4 million of net proceeds to working capital. As at 30 September 2018, a total of approximately HK\$3.4 million was spent on working capital.

CORPORATE GOVERNANCE PRACTICES

The Company endeavours to maintain high standard of corporate governance for the enhancement of shareholders' value and provide transparency, accountability and independence. Except for the deviation from code provision A.2.1, the Company had complied with the required code provisions set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules (the "CG Code") since the Listing and up to the date of this report.

CG Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Yuen Kwok Wai, Tony ("Mr. Tony Yuen") is the chairman and the chief executive officer of the Company. In the view that Mr. Tony Yuen is one of the founders of the Group and has been operating and managing the Group since June 1999, the Board believes that it is in the best interest of the Group to have Mr. Tony Yuen taking up both roles for effective management and business development. Therefore the Board considers that the deviation from the CG Code provision A.2.1 is appropriate in such circumstance.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings (the "Required Standard of Dealings") as the code for securities transactions by the Directors on the guidelines as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Further, the Company had made specific enquiry with all Directors and each of them has confirmed his/her compliance with the Required Standard of Dealings during the six months ended 30 September 2018 and up to the date of this report.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2018, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to Section 352 of the SFO to be entered in the register referred to therein, or which were required 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:

本集團原本計劃動用所得款項淨額約3.4百萬港元以作為本集團的營運資金。於2018年9月30日，合計約3.4百萬港元已用作營運資金。

企業管治常規

本公司致力維持高水準企業管治以提高股東價值，並提供透明度、問責性及獨立性。除偏離守則條文第A.2.1條外，本公司自上市起及至本報告日期已遵守GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）所載規定守則條文。

企業管治守則條文第A.2.1條規定，主席與行政總裁的角色應予區分且不應由同一人士擔任。阮國偉先生（「阮國偉先生」）為本公司主席兼行政總裁。鑒於阮國偉先生為本集團創辦人之一且自1999年6月起一直營運及管理本集團，董事會認為就有效管理及業務發展而言，由阮國偉先生同時出任兩個職位合乎本集團的最佳利益。因此，董事會認為在有關情況下偏離企業管治守則條文第A.2.1條實屬恰當。

遵守董事進行證券交易的規定準則

本公司已就GEM上市規則第5.48至第5.67條所載指引採納交易規定標準（「交易規定準則」），作為規管董事進行證券交易的守則。再者，本公司已向全體董事作出具體查詢，而彼等各自已確認，於截至2018年9月30日止六個月期間以及截至本報告日期已遵守交易規定準則。

董事及最高行政人員於本公司及任何關聯法團的股份、相關股份及債權證的權益及淡倉

於2018年9月30日，本公司董事及主要行政人員於本公司及其相聯法團（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或淡倉（包括彼等根據證券及期貨條例有關條文被認為或視作擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄在該條文所述登記冊內的權益或淡倉，或根據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：

Management Discussion and Analysis

管理層討論及分析

Long positions

Ordinary share of the Company

好倉

本公司普通股

Name	Capacity and nature of interest	Number of shares (note 1) 股份數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
名稱	身份及權益性質		
Mr. Yuen Kwok Wai, Tony (“ Mr. Tony Yuen ”) (note 2) 阮國偉先生(「阮國偉先生」)(附註2)	Interest of controlled corporation 受控制法團權益	366,000,000 (L)	45.75%
Ms. Yuen Mei Ling, Pauline (“ Ms. Pauline Yuen ”) (note 2) 阮美玲女士(「阮美玲女士」)(附註2)	Interest of controlled corporation 受控制法團權益	366,000,000 (L)	45.75%

Notes:

附註：

- The letter “L” denotes a long position in the shareholder's interest in the share capital of the Company.
- Delighting View Global Limited (“**Delighting View**”) directly holds 366,000,000 Shares. As Delighting View is beneficially owned as to 85% and 15% by Mr. Tony Yuen and Ms. Pauline Yuen respectively and Mr. Tony Yuen and Ms. Pauline Yuen are parties acting in concert, each of Mr. Tony Yuen and Ms. Pauline Yuen is deemed to be interested in all the Share held by Delighting View under the SFO.

- 英文字母「L」表示股東於本公司股本的好倉。
- Delighting View Global Limited(「**Delighting View**」)直接持有366,000,000股股份。由於Delighting View分別由阮國偉先生及阮美玲女士實益擁有85%及15%，且阮國偉先生及阮美玲女士為一致行動人士，故根據證券及期貨條例，阮國偉先生及阮美玲女士各自被視為於Delighting View所持有的所有股份中擁有權益。

Save as disclosed above, as at 30 September 2018, none of the Directors and chief executive of the Company or their associates (as defined in the GEM Listing Rules) had any interests or short positions in any 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 to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them has taken or deemed to be taken under the provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

除上文所披露者外，於2018年9月30日，概無本公司董事及主要行政人員或彼等之聯繫人(定義見GEM上市規則)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、相關股份或債券中，擁有任何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或淡倉(包括根據證券及期貨條例有關條文彼等各自被當作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須記錄於該條例所指登記冊內的權益或淡倉，或根據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或淡倉。

Management Discussion and Analysis

管理層討論及分析

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2018, so far as is known to the Directors, the following persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

Long positions

Ordinary shares of the Company

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於2018年9月30日，據董事所知，下列人士（並非董事或本公司最高行政人員）於股份或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分部條文須向本公司披露的權益或淡倉；或須記錄於本公司根據證券及期貨條例第336條所存置登記冊的權益或淡倉；或直接或間接擁有附帶權利於任何情況下均可在本公司的股東大會上投票的任何類別股本面值5%或以上權益：

好倉

本公司普通股

Name	Capacity and nature of interest	Number of shares (note 1) 股份數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
Delighting View (note 2) Delighting View (附註2)	Beneficial owner 實益擁有人	366,000,000 (L)	45.75%
Super Arena Limited ("Super Arena") (note 3) Super Arena Limited (「Super Arena」)(附註3)	Beneficial owner 實益擁有人	120,000,000 (L)	15.0%
Mr. Kor Sing Mung, Michael ("Mr. Kor") (note 3) Kor Sing Mung Michael 先生(「Kor 先生」)(附註3)	Interest of controlled corporation 受控制法團權益	120,000,000 (L)	15.0%

Notes:

附註：

- The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
- As Delighting View is beneficially owned as to 85% and 15% by Mr. Tony Yuen and Ms. Pauline Yuen respectively and Mr. Tony Yuen and Ms. Pauline Yuen are parties acting in concert, each of Mr. Tony Yuen and Ms. Pauline Yuen is deemed to be interested in all the Shares held by Delighting View under the SFO.
- Super Arena directly holds 120,000,000 Shares. As Super Arena is beneficially owned as to 70% by Mr. Kor, Mr. Kor is deemed to be interested in all the Shares held by Super Arena under the SFO.

- 英文字母「L」表示股東於本公司股本的好倉。
- 由於Delighting View分別由阮國偉先生及阮美玲女士實益擁有85%及15%，且阮國偉先生及阮美玲女士為一致行動人士，故根據證券及期貨條例，阮國偉先生及阮美玲女士各自被視為於Delighting View所持有的所有股份中擁有權益。
- Super Arena直接持有120,000,000股股份。由於Super Arena由Kor先生實益擁有70%，故根據證券及期貨條例，Kor先生被視為於Super Arena所持有的所有股份中擁有權益。

Management Discussion and Analysis

管理層討論及分析

Save as disclosed above, as at 30 September 2018, the Directors are not aware of any other person, other than Directors and the chief executive of the Company who had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or options in respect of such share capital.

PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2018.

Compliance Adviser's Interests

As at the date of this report, save and except for (i) the participation of Ample Capital Limited (the "Compliance Adviser") as the sponsor and Ample Orient Capital Limited as one of the underwriters and joint lead managers in relation to the Listing; and (ii) the compliance adviser's agreement entered into between the Company and the Compliance Adviser dated 25 January 2018, neither the Compliance Adviser, nor any of its directors, employees or close associates (as defined in the GEM Listing Rules) had any interests in the securities of the Company or any other companies of the Group (including options or rights to subscribe for such securities) which is required to be notified to the Company pursuant to rule 6A.32 of the GEM Listing Rules.

Competing Interests

The Directors confirm that as at 30 September 2018, none of the Directors, the controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group or any other conflicts of interest with the Group.

除上文所披露者外，於2018年9月30日，董事並不知悉任何其他人士（董事及本公司最高行政人員除外）於本公司股份或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分部條文須向本公司披露的權益或淡倉；或須記錄於本公司根據證券及期貨條例第336條所存置登記冊的權益或淡倉；或直接或間接擁有附帶權利於任何情況下均可在本公司股東大會上投票的任何類別股本面值5%或以上權益或有關該股本的購股權。

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截至2018年9月30日止六個月內，概無購買、出售或贖回任何本公司上市證券。

合規顧問權益

於本報告日期，除(i)豐盛融資有限公司（「合規顧問」，就上市作為保薦人）及豐盛東方資本有限公司（就上市作為包銷商及聯席牽頭經辦人之一）參與上市；及(ii)本公司與合規顧問訂立日期為2018年1月25日的合規顧問協議外，合規顧問或其任何董事、僱員或緊密聯繫人（定義見GEM上市規則）並無於本公司或本集團任何其他公司的證券擁有任何須根據GEM上市規則第6A.32條須知會本公司的權益（包括購股權或認購有關證券的權利）。

競爭權益

董事確認，於2018年9月30日，概無董事、本公司控股股東及彼等各自的聯繫人（定義見GEM上市規則）於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中擁有任何權益或與本集團有其他利益衝突。

Management Discussion and Analysis

管理層討論及分析

AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with rules 5.28 and 5.29 of the GEM Listing Rules and code provisions C.3.3 and C.3.7 of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control systems of the Group. The Audit Committee comprises three independent non-executive Directors, namely Mr. Chung Billy (chairman of the Audit Committee), Mr. Hui Man Ho, Ivan and Mr. Mui Pak Kuen.

The unaudited condensed consolidated financial statements of the Company for the three and six months ended 30 September 2018 has been reviewed by the Audit Committee. The Audit Committee is of the opinion that such financial information complies with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosure have been made.

By order of the Board
Prime Intelligence Solutions Group Limited
匯安智能科技集團有限公司
Mr. Yuen Kwok Wai, Tony
Chairman

Hong Kong, 9 November 2018

As at the date of this report, the executive Directors are Mr. Yuen Kwok Wai, Tony, Ms. Yuen Mei Ling, Pauline, and Ms. Sun Ngai Chu, Danielle; the non-executive Director is Mr. Yam Chiu Fan, Joseph; and the independent non-executive Directors are Mr. Hui Man Ho, Ivan, Mr. Chung Billy and Mr. Mui Pak Kuen.

審核委員會

本公司已遵循GEM上市規則第5.28及5.29條及企業管治守則條文第C.3.3及C.3.7條成立審核委員會，並以書面列明其職權範疇。審核委員會的主要職責為檢討及監察本集團的財務申報程序及內部監控系統。審核委員會由三名獨立非執行董事組成，即鍾定縉先生(審核委員會主席)、許文浩先生及梅栢權先生。

本公司截至2018年9月30日止三個月及六個月的未經審核簡明綜合財務報表已經審核委員會審閱。審核委員會認為，有關財務資料符合適用會計準則、GEM上市規則及法定要求，並已作出足夠披露。

承董事會命
匯安智能科技集團有限公司
主席
阮國偉先生

香港，2018年11月9日

於本報告日期，執行董事為阮國偉先生、阮美玲女士及孫毅珠女士；非執行董事為任超凡先生；及獨立非執行董事為許文浩先生、鍾定縉先生及梅栢權先生。

Prime Intelligence Solutions Group Limited
匯安智能科技集團有限公司