

# Quantum Thinking Limited 量子思維有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 8050

2021/22 Interim Report  
中期報告

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

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.

### 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主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的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主板買賣之證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。

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*This report, for which the directors (the “Directors”) of Quantum Thinking Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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本報告的資料乃遵照聯交所 GEM 證券上市規則(「GEM 上市規則」)而刊載，旨在提供有關量子思維有限公司(「本公司」)的資料。本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

The board (the “**Board**”) of Directors hereby presents the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the six months ended 30 September 2021 (the “**Reporting Period**”) together with the comparative figures for the corresponding period in 2020 (the “**Corresponding Period**” or “**2020**”) as follows:

董事會(「**董事會**」)謹此呈列本公司及其附屬公司(統稱「**本集團**」)截至二零二一年九月三十日止六個月(「**報告期間**」)的未經審核綜合業績，連同二零二零年同期(「**同期**」或「**二零二零年**」)的比較數字如下：

## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

### 簡明綜合損益及其他全面收益表

For the three and six months ended 30 September 2021

截至二零二一年九月三十日止三個月及六個月

			Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		Note 附註	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>	4	<b>10,503</b>	10,180	<b>20,286</b>	20,422
Cost of sales and services	銷售及服務成本		(9,659)	(9,236)	(18,557)	(18,582)
<b>Gross profit</b>	<b>毛利</b>		<b>844</b>	944	<b>1,729</b>	1,840
Other income	其他收入	5	<b>403</b>	1,294	<b>1,249</b>	2,129
Gain on disposal of subsidiaries	出售附屬公司收益		-	34,016	-	34,016
Administrative expenses	行政開支		(7,107)	(6,934)	(14,797)	(13,479)
Finance costs	財務費用	6	(522)	(73)	(559)	(155)
<b>(Loss)/profit before income tax</b>	<b>除所得稅前(虧損)/溢利</b>		<b>(6,382)</b>	29,247	<b>(12,378)</b>	24,351
Income tax expense	所得稅開支	7	-	-	-	-
<b>(Loss)/profit for the period</b>	<b>期內(虧損)/溢利</b>	8	<b>(6,382)</b>	29,247	<b>(12,378)</b>	24,351
<b>Other comprehensive income/ (expense)</b>	<b>其他全面收益/(開支)</b>					
<i>Items that will not be reclassified subsequently to profit or loss</i>	<i>其後不會重新分類至損益的項目</i>					
Exchange differences arising on translation of financial statements from functional currency to presentation currency	財務報表由功能貨幣換算為呈列貨幣所產生的匯兌差額		171	(172)	241	(242)
<b>Other comprehensive income/ (expense) for the period, net of tax</b>	<b>期內其他全面收益/(開支)(扣除稅項)</b>		<b>171</b>	(172)	<b>241</b>	(242)

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

## 簡明綜合損益及其他全面收益表(續)

For the three and six months ended 30 September 2021

截至二零二一年九月三十日止三個月及六個月

		Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Total comprehensive (expense)/income for the period, net of tax</b>	期內全面(開支)/收益總額(扣除稅項)	<b>(6,211)</b>	29,075	<b>(12,137)</b>	24,109
<b>(Loss)/profit for the period attributable to:</b>	以下人士應佔期內(虧損)/溢利:				
Owners of the Company	本公司擁有人	<b>(5,429)</b>	29,768	<b>(10,535)</b>	25,572
Non-controlling interests	非控股權益	<b>(953)</b>	(521)	<b>(1,843)</b>	(1,221)
		<b>(6,382)</b>	29,247	<b>(12,378)</b>	24,351
<b>Total comprehensive (expense)/income for the period attributable to:</b>	以下人士應佔期內全面(開支)/收益總額:				
Owners of the Company	本公司擁有人	<b>(5,234)</b>	30,087	<b>(10,220)</b>	25,890
Non-controlling interests	非控股權益	<b>(977)</b>	(1,012)	<b>(1,917)</b>	(1,781)
		<b>(6,211)</b>	29,075	<b>(12,137)</b>	24,109
<b>(Loss)/earnings per share attributable to the owners of the Company:</b>	本公司擁有人應佔每股(虧損)/盈利:				
– Basic (loss)/earnings per share: (HK cents)	– 每股基本(虧損)/盈利:(港仙)	9 <b>(0.40)</b>	2.19	9 <b>(0.78)</b>	1.89
– Diluted (loss)/earnings per share: (HK cents)	– 每股攤薄(虧損)/盈利:(港仙)	9 <b>(0.40)</b>	2.19	9 <b>(0.78)</b>	1.89

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 September 2021

於二零二一年九月三十日

			30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
		Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Plant and equipment	廠房及設備		2,535	3,524
Right-of-use assets	使用權資產		2,578	1,940
Intangible assets	無形資產		21	28
Goodwill	商譽		512	-
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>5,646</b>	5,492
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收款項	11	23,746	8,830
Contract assets	合約資產		229	225
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	12	27,787	28,623
Cash and cash equivalents	現金及現金等價物		9,971	18,847
<b>Total current assets</b>	<b>流動資產總值</b>		<b>61,733</b>	56,525
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	13	51,428	34,349
Lease liabilities	租賃負債		1,906	1,654
Contract liabilities	合約負債		702	690
Income tax payable	應付所得稅		23	23
			<b>54,059</b>	36,716
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>7,674</b>	19,809
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>13,320</b>	25,301

# Condensed Consolidated Statement of Financial Position (Continued)

## 簡明綜合財務狀況表(續)

As at 30 September 2021

於二零二一年九月三十日

		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
	Note 附註		
<b>Non-current liabilities</b>	非流動負債		
Lease liabilities	租賃負債	<b>781</b>	409
<b>Net assets</b>	資產淨值	<b>12,539</b>	24,892
<b>Equity</b>	權益		
<b>Equity attributable to the Owners of the Company</b>	本公司擁有人應佔權益		
Share capital	股本	14	135,625
Reserves	儲備	<b>(117,432)</b>	(107,212)
<b>Equity attributable to owners of the Company</b>	本公司擁有人應佔權益	<b>18,193</b>	28,413
<b>Non-controlling interests</b>	非控股權益	<b>(5,654)</b>	(3,521)
<b>Total equity</b>	權益總額	<b>12,539</b>	24,892

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 September 2021

截至二零二一年九月三十日止六個月

		Share capital	Share premium	Translation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	兌換儲備	累計虧損	總計	非控股權益	權益總額
		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
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
As at 1 April 2020	於二零二零年四月一日	135,625	99,935	(5,446)	(218,220)	11,892	(21,333)	(9,441)
<b>Comprehensive income/(expense)</b>	<b>全面收益/(開支)</b>							
Profit/(loss) for the period	期內溢利/(虧損)	-	-	-	25,572	25,572	(1,221)	24,351
<b>Other comprehensive income/(expense)</b>	<b>其他全面收益/(開支)</b>							
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	318	-	318	(560)	(242)
<b>Total comprehensive income/(expense)</b>	<b>全面收益/(開支)總額</b>	-	-	318	25,572	25,890	(1,781)	24,109
<b>Transaction with owners</b>	<b>與擁有人之交易</b>							
Disposal of subsidiaries	出售附屬公司	-	-	(1,366)	-	(1,366)	18,769	17,403
<b>Total transaction with owners</b>	<b>與擁有人之交易總額</b>	-	-	(1,366)	-	(1,366)	18,769	17,403
As at 30 September 2020	於二零二零年九月三十日	135,625	99,935	(6,496)	(192,648)	36,416	(4,345)	32,071
<b>As at 1 April 2021</b>	<b>於二零二一年四月一日</b>	<b>135,625</b>	<b>99,935</b>	<b>(5,630)</b>	<b>(201,517)</b>	<b>28,413</b>	<b>(3,521)</b>	<b>24,892</b>
<b>Comprehensive income/(expense)</b>	<b>全面收益/(開支)</b>							
Loss for the period	期內虧損	-	-	-	(10,535)	(10,535)	(1,843)	(12,378)
<b>Other comprehensive income/(expense)</b>	<b>其他全面收益/(開支)</b>							
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	315	-	315	(74)	241
<b>Total comprehensive income/(expense)</b>	<b>全面收益/(開支)總額</b>	-	-	315	(10,535)	(10,220)	(1,917)	(12,137)
<b>Transaction with owners</b>	<b>與擁有人之交易</b>							
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	(216)	(216)
<b>Total transaction with owners</b>	<b>與擁有人之交易總額</b>	-	-	-	-	-	(216)	(216)
As at 30 September 2021	於二零二一年九月三十日	135,625	99,935	(5,315)	(212,052)	18,193	(5,654)	12,539

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 September 2021

截至二零二一年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
	Note 附註		
<b>Net cash used in operating activities</b>	經營活動動用之現金淨額	<b>(9,520)</b>	(9,171)
<b>Cash flows from investing activities</b>	來自投資活動之現金流量		
Purchase of plant and equipment	購買廠房及設備	<b>(18)</b>	(203)
Proceeds from sale of plant and equipment	出售廠房及設備的所得款項	-	221
Acquisition of subsidiary	收購附屬公司	<b>5</b>	-
Net cash outflow on disposal of subsidiaries	出售附屬公司的現金流出淨額	-	(257)
Cash paid for acquisition of financial assets at fair value through profit or loss	就購入按公平值計入損益之金融資產已付之現金	<b>(54,090)</b>	(14,722)
Proceeds from disposal of financial assets at fair value through profit or loss	處置按公平值計入損益之金融資產的所得款項	<b>55,412</b>	21,695
Interest received from bank	已收銀行利息	<b>4</b>	144
Investment income from financial assets at fair value through profit or loss	來自按公平值計入損益之金融資產之投資收入	<b>471</b>	393
Net cash generated from investing activities	投資活動所得之現金淨額	<b>1,784</b>	7,271



# Condensed Consolidated Statement of Cash Flows (Continued)

## 簡明綜合現金流量表(續)

For the six months ended 30 September 2021

截至二零二一年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
	Note 附註		
<b>Cash flows from financing activities</b>	來自融資活動之現金流量		
Repayment of lease liabilities	租賃負債的還款	(1,300)	(1,890)
Net cash used in financing activities	融資活動動用之現金淨額	(1,300)	(1,890)
<b>Net decrease in cash and cash equivalents</b>	現金及現金等價物減少淨額	(9,036)	(3,790)
<b>Cash and cash equivalents at the beginning of the period</b>	於期初之現金及現金等價物	18,847	28,030
Cash and bank balances included in assets held for sale at the beginning of the period	於期初之計入持作出售資產的現金及銀行結餘	-	230
Effect on foreign exchange rate changes, on cash held	匯率變動對所持現金之影響	160	747
<b>Cash and cash equivalents at the end of the period</b>	於期終之現金及現金等價物	9,971	25,217
<b>Analysis of balances of cash and cash equivalents</b>	現金及現金等價物結餘分析		
Cash and cash equivalents with an original maturity of three months or less:	原到期日為三個月或以下的現金及現金等價物：		
Cash at banks and in hand	銀行結存及持有現金	9,971	14,217
Short-term time deposits in banks	銀行短期定期存款	-	11,000
		<b>9,971</b>	<b>25,217</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2021

截至二零二一年九月三十日止六個月

### 1. GENERAL INFORMATION

Quantum Thinking Limited (the “**Company**”) was incorporated in the Cayman Islands on 8 May 2000 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company’s registered office is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company’s principal place of business is situated at Room 1403, 14/F, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong.

The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the provision of system development services and other value-added technical consultation services and trading of hardware products.

In the opinion of the directors of the Company (the “**Directors**”), the parent and ultimate holding company of the Company is Happy On Holdings Limited (“**Happy On**”), which was incorporated in the British Virgin Islands.

### 1. 一般資料

量子思維有限公司(「**本公司**」)於二零零零年五月八日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司主要營業地點位於香港灣仔告士打道151號資本中心14樓1403室。

本公司股份於香港聯合交易所有限公司(「**聯交所**」)GEM上市。本公司連同其附屬公司(統稱「**本集團**」)主要從事提供系統開發服務及其他增值技術顧問服務以及買賣硬件產品。

本公司董事(「**董事**」)認為，本公司之母公司及最終控股公司為Happy On Holdings Limited(「**Happy On**」)，其於英屬處女群島註冊成立。

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2021 (the “**Condensed Financial Report**”) have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

The Condensed Financial Report should be read in conjunction with the annual financial statements of the Company for the year ended 31 March 2021 (the “**2021 Annual Financial Statements**”). The principal accounting policies used in the Condensed Financial Report are consistent with those adopted in the 2021 Annual Financial Statements, except for the adoption of the new or amended HKFRSs which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 April 2021. Details of these changes in accounting policies are set out in note 3.

The preparation of the Condensed Financial Report in conformity with HKAS 34 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.

The Condensed Financial Report has been prepared under the historical cost convention, except for financial instruments classified as financial assets designated at fair value through profit or loss which are stated at fair values. The Condensed Financial Report is presented in Hong Kong dollars (“**HK\$**”) which is also the functional currency of the Company and all values are rounded to the nearest thousands (“**HK\$’000**”) unless otherwise stated.

The unaudited condensed consolidated financial statements have not been audited by the Company’s auditor, but have been reviewed by the audit committee of the Company (the “**Audit Committee**”).

## 2. 編製基準

本集團截至二零二一年九月三十日止六個月之未經審核簡明綜合財務報表(「**簡明財務報告**」)乃根據香港會計師公會(「**香港會計師公會**」)頒佈之香港會計準則(「**香港會計準則**」)第34號「中期財務報告」以及聯交所GEM證券上市規則(「**GEM上市規則**」)之適用披露規定編製。

簡明財務報告應與本公司截至二零二一年三月三十一日止年度之年度財務報表(「**二零二一年年度財務報表**」)一併閱覽。簡明財務報告與二零二一年年度財務報表所採用之主要會計政策貫徹一致，惟採納與本集團於二零二一年四月一日開始年度期間之財務報表相關及就此生效之新訂或經修訂香港財務報告準則除外。有關此等會計政策變動之詳情載於附註3。

按照香港會計準則第34號編製簡明財務報告時要求管理層作出影響政策應用以及本年迄今為止所呈報資產及負債、收入及開支金額之判斷、估算及假設。實際結果可能有別於此等估算。

除分類為指定按公平值計入損益之金融資產之金融工具以公平值列賬外，簡明財務報告已按歷史成本慣例編製。簡明財務報告以本公司功能貨幣港元(「**港元**」)呈列，除另有註明外，所有價值均調整至最接近千位(「**千港元**」)。

未經審核簡明綜合財務報表尚未經本公司核數師審核，惟已由本公司審核委員會(「**審核委員會**」)審閱。

### 3. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued the following amendments to HKFRS that are first effective for the current accounting period of the Group.

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform — Phase 2
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Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
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None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in the interim financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 3. 會計政策變動

香港會計師公會已頒佈下列於本集團當前會計期間首次生效的香港財務報告準則修訂本。

香港財務報告準則 第9號、香港會計 準則第39號、 香港財務報告準則 第7號、香港財務 報告準則第4號及 香港財務報告準則 第16號(修訂本)	利率基準改革 — 第二階段
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香港財務報告準則 第16號(修訂本)	於二零二一年 六月三十日後 新冠肺炎疫情 相關之租金 寬減
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該等發展均未對本集團於當前或過往期間的業績及財務狀況的編製方式或於中期財務報告中的呈列方式產生重大影響。本集團尚未應用於當前會計期間尚未生效的任何新訂準則或詮釋。

#### 4. REVENUE AND SEGMENT INFORMATION

All significant transactions amongst the companies comprising the Group have been eliminated on consolidation. Revenue recognised by segments during the period is as follows:

#### 4. 收益及分部資料

本集團旗下各公司間所有重大交易已於綜合賬目時對銷。於期內按分部確認之收益如下：

		Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Revenue:</b>	<b>收益：</b>				
Hardware	硬件	4,857	4,937	9,660	9,332
<b>Service:</b>	<b>服務：</b>				
— System development	— 系統開發	4,507	4,685	9,015	10,194
— Consultancy	— 諮詢	1,139	558	1,611	896
		5,646	5,243	10,626	11,090
		10,503	10,180	20,286	20,422
Disaggregation of revenue from contracts with customers by timing of recognition	按確認來自客戶合約收益的時間分拆：				
Timing of revenue recognition	確認收益的時間				
At a point in time	於某一時間點	4,857	4,937	9,660	9,332
Over time	隨時	5,646	5,243	10,626	11,090
Total revenue from contracts with customers	來自客戶合約收益總額	10,503	10,180	20,286	20,422

#### 4. REVENUE AND SEGMENT INFORMATION (Continued)

Management has determined the operating segments based on the reports reviewed by the executive Directors that are used to make operating decisions. The executive Directors are considered as the chief operating decision maker ("CODM").

The CODM review the Group's financial information from hardware and services perspectives. The reportable segments are classified in a manner consistent with the information reviewed by the CODM.

The CODM assess the performance of the operating segments based on a measure of reportable segment (loss)/profit. This measurement basis excludes unallocated other income and unallocated expenses.

The following is an analysis of the Group's revenue and results by reportable and operating segments.

#### 4. 收益及分部資料(續)

管理層已根據執行董事所審閱用以作出經營決策之報告確定經營分部。執行董事被視為主要經營決策者(「主要經營決策者」)。

主要經營決策者從硬件及服務方面審閱本集團之財務資料。可申報分部按與主要經營決策者審閱資料一致之方式分類。

主要經營決策者按照可申報分部(虧損)/溢利之計量評估經營分部表現。此計量基準不包括未分配其他收入及未分配開支。

以下為按可呈報分部及經營分部劃分的本集團收益及業績分析。

		Six months ended 30 September 2021 截至二零二一年九月三十日止六個月		
		Hardware 硬件 HK\$'000 千港元 (unaudited) (未經審核)	Services 服務 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)
Segment revenue	分部收益	9,660	10,626	20,286
Segment loss	分部虧損	(1,205)	(8,503)	(9,708)
Unallocated corporate income	未分配公司收入			529
Unallocated corporate expenses	未分配企業開支			(2,677)
Unallocated finance costs	未分配財務費用			(522)
Loss before taxation	除稅前虧損			(12,378)

#### 4. REVENUE AND SEGMENT INFORMATION (Continued)

#### 4. 收益及分部資料(續)

		Six months ended 30 September 2020 截至二零二零年九月三十日止六個月		
		Hardware 硬件 HK\$'000 千港元 (unaudited) (未經審核)	Services 服務 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)
Segment revenue	分部收益	9,332	11,090	20,422
Segment loss	分部虧損	(2,447)	(4,321)	(6,768)
Unallocated corporate income	未分配公司收入			1,675
Gain on disposal of subsidiaries	出售附屬公司收益			34,016
Unallocated corporate expenses	未分配企業開支			(4,550)
Unallocated finance costs	未分配財務費用			(22)
Profit before taxation	除稅前溢利			24,351

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/(loss) represents the profit/(loss) of each segment without allocation of central administration costs, Directors' emoluments and other income. This is the measure reported to the Directors with respect to the resource allocation and performance assessment.

經營分部所採用的會計政策與本集團的會計政策相同。分部溢利／(虧損)指在並無分配中央行政成本、董事薪酬及其他收入的情況下各分部所產生的溢利／(虧損)。此乃向董事呈報以進行資源分配及表現評估的計量方法。

#### 4. REVENUE AND SEGMENT INFORMATION (Continued)

Segment assets mainly exclude assets that are managed on a central basis. Segment liabilities mainly exclude liabilities that are managed on a central basis.

The following is an analysis of the Group's assets and liabilities by reportable and operating segments.

#### 4. 收益及分部資料(續)

分部資產主要撇除集中管理之資產。分部負債主要撇除集中管理之負債。

以下為按可呈報分部及經營分部劃分的本集團資產及負債的分析。

		<b>30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)</b>	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Hardware	硬件	<b>8,204</b>	6,441
Services	服務	<b>14,043</b>	5,883
Total segment assets	分部資產總額	<b>22,247</b>	12,324
Unallocated assets*	未分配資產*	<b>45,132</b>	49,693
Total assets per condensed consolidated statement of financial position	於簡明綜合財務狀況表所示總資產	<b>67,379</b>	62,017
Hardware	硬件	<b>6,290</b>	4,240
Services	服務	<b>12,054</b>	4,023
Total segment liabilities	分部負債總額	<b>18,344</b>	8,263
Unallocated liabilities*	未分配負債*	<b>36,496</b>	28,862
Total liabilities per condensed consolidated statement of financial position	於簡明綜合財務狀況表所示總負債	<b>54,840</b>	37,125



#### 4. REVENUE AND SEGMENT INFORMATION (Continued)

\* For the purposes of monitoring segment performance and allocating resources between segments:

- All assets are allocated to operating segment, other than intangible assets, unallocated deposits, prepayments and other receivables, financial assets at fair value through profit or loss, bank balances and cash and other corporate assets. Assets used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segments; and
- All liabilities are allocated to operating segments, other than unallocated other payables and accruals, income tax payable and other corporate liabilities. Liabilities for which reportable segments are jointly liable are allocated in proportion to segment liabilities.

#### 4. 收益及分部資料(續)

\* 就監察分部表現及分配分部間資源而言：

- 除無形資產、未分配按金、預付款項及其他應收款項、按公平值計入損益的金融資產、銀行結餘及現金以及其他企業資產外，所有資產均分配至經營分部。可呈報分部共同使用的資產以個別可呈報分部所賺取的收益作為分配的基礎；及
- 除未分配其他應付款項及應計費用、應付所得稅及其他企業負債外，所有負債均分配至經營分部。可呈報分部共同承擔的負債按比例分配予分部負債。

## 5. OTHER INCOME

## 5. 其他收入

		Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income from bank deposits	銀行存款的 利息收入	2	64	4	144
Investment income from financial assets	來自金融資產 的投資收入	231	174	471	393
Government grants (note)	政府補助(附註)	144	616	720	813
Others	其他	26	440	54	779
		<b>403</b>	1,294	<b>1,249</b>	2,129

Note: The amount represented government grants received from the PRC local government authorities in respect of subsidising the Group's scientific and technological and operating activities, which were immediately recognised as other income for the period as the Group fulfilled all the relevant granting criteria.

附註：該款項為就補貼本集團的科技及經營活動而自中國地方政府機關收取的政府補助，由於本集團符合所有相關授出標準，故該款項即時獲確認為期內其他收入。

## 6. FINANCE COSTS

## 6. 財務費用

		Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
Interest on late settlement of litigation claims	延遲結算訴訟費用 的利息	485	-	485	-
Interests on lease liabilities	租賃負債的利息	37	73	74	155
		<b>522</b>	73	<b>559</b>	155

## 7. INCOME TAX EXPENSE

No provision for Hong Kong profits tax and PRC enterprise income tax has been made for the six months and three months ended 30 September 2021 and 2020 as the Group had incurred losses for taxation purpose.

Deferred tax has not been provided for the Group because the Group had no material temporary differences at the reporting date (30 September 2020: Nil).

## 8. (LOSS)/PROFIT FOR THE PERIOD

(Loss)/profit for the period is arrived at after charging/(crediting):

## 7. 所得稅開支

由於本集團錄得稅項虧損，故截至二零二一年及二零二零年九月三十日止六個月及三個月並無就香港利得稅及中國企業所得稅計提撥備。

由於本集團在報告日期並無重大暫時差額，故並無就遞延稅項為本集團計提撥備(二零二零年九月三十日：無)。

## 8. 期內(虧損)/溢利

期內(虧損)/溢利已扣除/(計入)以下項目：

	Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
Cost of inventories sold 已出售存貨成本	4,598	4,545	9,102	8,704
Depreciation of plant and equipment 廠房及設備之折舊	534	1,102	1,068	1,654
Depreciation of right-of-use assets 使用權資產之折舊	605	848	1,211	1,682
Research and development costs 研發成本	2,027	996	3,621	2,401
Employee benefit expense 僱員福利開支	2,535	1,645	5,127	3,628
Short-term leases/operating lease charges in respect of rented premises 租用物業之短期租賃/經營租賃費用	16	-	39	25
Impairment loss on amount due from former fellow subsidiaries 應收前同系附屬公司款項的減值虧損	-	18,765	-	18,765

## 9. (LOSS)/EARNINGS PER SHARE

Basic loss per share for the three months and six months ended 30 September 2021 is calculated by dividing the loss attributable to owners of the Company for the period of HK\$5,429,000 and HK\$10,535,000 respectively (three months and six months ended 30 September 2020: profit of HK\$29,768,000 and HK\$25,572,000 respectively) by the weighted average number of 1,356,250,000 (three months and six months ended 30 September 2020: weighted average number of 1,356,250,000) ordinary shares in issue during the period.

No adjustment has been made to the basic earnings per share presented for the three and six months ended 30 September 2021 and 2020 as the Group had no potential dilutable ordinary shares in issue during the three and six months ended 30 September 2021 and 2020.

## 10. DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2021 (six months ended 30 September 2020: Nil)

## 9. 每股(虧損)/盈利

截至二零二一年九月三十日止三個月及六個月的每股基本虧損乃按期內本公司擁有人應佔虧損分別5,429,000港元及10,535,000港元(截至二零二零年九月三十日止三個月及六個月:分別為溢利29,768,000港元及25,572,000港元),除以期內已發行普通股加權平均數1,356,250,000股(截至二零二零年九月三十日止三個月及六個月:加權平均數1,356,250,000股)計算。

由於本集團截至二零二一年及二零二零年九月三十日止三個月及六個月概無潛在可攤薄的已發行普通股,故並無就截至二零二一年及二零二零年九月三十日止三個月及六個月呈列的每股基本盈利作出任何調整。

## 10. 股息

董事會不建議派付截至二零二一年九月三十日止六個月之中期股息(截至二零二零年九月三十日止六個月:無)。

## 11. TRADE AND OTHER RECEIVABLES

## 11. 貿易及其他應收款項

		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade receivables (Note a)	貿易應收款項(附註a)	18,374	5,493
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	5,372	3,337
		<b>23,746</b>	8,830

Note a: The credit period granted by the Group to its customers generally ranged from 0 to 120 days. As at 30 September 2021 and 31 March 2021, the ageing analysis of the Group's trade receivables (net of provision for impaired receivables) based on invoice date is as follows:

附註a: 本集團授予客戶之賬期一般介乎0至120日。於二零二一年九月三十日及二零二一年三月三十一日，本集團貿易應收款項(扣除已減值應收款項之撥備)按發票日期之賬齡分析如下：

		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Within 90 days	90日內	8,907	3,674
91 to 180 days	91日至180日	7,549	1,819
181-365 days	181至365日	1,158	-
Over 365 days	超過365日	760	-
		<b>18,374</b>	5,493

All amounts are short term and hence the carrying values of the Group's trade and other receivables are considered to be a reasonable approximation of fair values.

所有金額為短期，因此，本集團之貿易及其他應收款項之賬面值被視為公平值之合理約數。

## 12. FINANCIAL ASSETS DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS

## 12. 指定按公平值計入損益之金融資產

	30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Wealth management products 理財產品	<b>27,787</b>	28,623

As at 30 September 2021, the Group had short term investments linked wealth management products that were denominated in RMB23,050,000 (equivalent to HK\$27,787,000) (At 31 March 2021: RMB24,150,000 (equivalent to HK\$28,623,000)) with banks.

Interest rates of the wealth management products vary depending on the return rate of the relevant short term bonds, money market investment fund and time deposits.

Wealth management products are carried at fair value and their dealing price is derived from net asset values of the investment funds with reference to observable quoted price of underlying investment portfolio in active markets and inputs other than quoted market price for respective wealth management products (note 17.1).

於二零二一年九月三十日，本集團向銀行承購與短期投資相關之理財產品，金額為人民幣23,050,000元(相當於27,787,000港元)(於二零二一年三月三十一日：人民幣24,150,000元(相當於28,623,000港元))。

理財產品之利率視乎相關短期債券、貨幣市場投資基金及定期存款之回報率而變動。

理財產品按公平值列賬，而其交易價乃經參考於活躍市場的相關投資組合的可觀察報價及就相關理財產品的輸入數據(除市場報價外)後，按投資基金之資產淨值得出(附註17.1)。

### 13. TRADE AND OTHER PAYABLES

### 13. 貿易及其他應付款項

		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade payables (Note a)	貿易應付款項(附註a)	<b>16,544</b>	4,696
Other payables and accruals (Note b)	其他應付款項及應計 費用(附註b)	<b>34,884</b>	29,653
		<b>51,428</b>	34,349

Note a: The ageing analysis of the Group's trade payables based on invoice date is as follows:

附註a: 本集團貿易應付款項按發票日期之賬齡分析如下:

		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Within 30 days	30日內	<b>2,679</b>	3,544
31-60 days	31至60日	<b>2,656</b>	-
61-90 days	61至90日	<b>2,390</b>	-
Over 91 days	超過91日	<b>8,819</b>	1,152
		<b>16,544</b>	4,696

### 13. TRADE AND OTHER PAYABLES (Continued)

Note b: Included in the amount of other payables as at 30 September 2021, approximately HK\$25,556,000 (At 31 March 2021: approximately HK\$24,563,000) represented the amounts due to former subsidiaries Beijing Huaqin World Technology Company Limited (“Beijing Huaqin”) 北京華勤天地科技有限公司。The amount is unsecured, carrying People’s Bank of China interest rate of 4.75% per annum and repayable on demand.

The carrying values of the Group’s trade and other payables are considered to be a reasonable approximation of fair values.

### 14. SHARE CAPITAL

### 13. 貿易及其他應付款項 (續)

附註b: 於二零二一年九月三十日計入其他應付款項的金額約25,556,000港元(於二零二一年三月三十一日: 約24,563,000港元)指應付前附屬公司北京華勤天地科技有限公司(「北京華勤」)的款項。該金額為無抵押, 按中國人民銀行年利率4.75%計息且按需求還款。

本集團之貿易及其他應付款項之賬面值被視為公平值之合理約數。

### 14. 股本

		<b>Authorised Ordinary shares of HK\$0.10 each</b>	
		<b>每股面值0.10 港元之法定普通股</b>	
		Number of Shares	HK\$'000
		股份數目	千港元
		(in thousands)	(unaudited)
		(千股)	(未經審核)
As at 31 March 2021 and	於二零二一年		
30 September 2021	三月三十一日及		
	二零二一年		
	九月三十日	2,000,000	200,000



## 14. SHARE CAPITAL (Continued)

## 14. 股本(續)

		<b>Issued and fully paid Ordinary shares of HK\$0.10 each 每股面值0.10 港元之已發行 及繳足普通股</b>	
		Number of Shares	HK\$'000
		股份數目	千港元
		(in thousands)	(unaudited)
		(千股)	(未經審核)
As at 1 April 2020,	於二零二零年		
31 March 2021 and	四月一日、		
30 September 2021	二零二一年		
	三月三十一日及		
	二零二一年		
	九月三十日	1,356,250	135,625

## 15. COMMITMENTS

### Operating lease commitments

As at 30 September 2021, the lease commitments for short-term leases were as follows:

## 15. 承擔

### 經營租賃承擔

於二零二一年九月三十日，短期租賃的租約承擔如下：

		<b>30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)</b>	<b>31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (audited) (經審核)</b>
Office	辦公室		
— Within one year	— 一年內	<b>52</b>	13

As at 30 September 2021 and 31 March 2021, the Group leases a number of office which are qualified to be accounted for under short-term lease exemption under HKFRS 16 “Leases”.

於二零二一年九月三十日及二零二一年三月三十一日，本集團租賃若干辦公室，其根據香港財務報告準則第16號「租賃」符合資格按短期租賃豁免入賬。

## 16. ACQUISITION OF A SUBSIDIARY

On 18 June 2021, an indirect non-wholly owned subsidiary of the Company, Shenzhen CITIC Cyber Security Authentication Co., Ltd. (深圳市中信網安認證有限公司) (“**CITIC Cyber Security**”) entered into a share transfer agreement (as amended and restated by a supplemental agreement dated 22 June 2021) with, among others, an independent third party (the “**Vendor**”), pursuant to which CITIC Cyber Security agreed to acquire, and the Vendor agreed to sell, 70% of the equity interest in Zhongzhisuxun Technology Development Co., Ltd.\* (中智速訊科技發展有限公司) (“**Zhongzhisuxun Technology Development**”), at the consideration of RMB7,000.

No acquisition-related costs have been recognised as an expense during the Reporting Period within the administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

## 16. 收購附屬公司

於二零二一年六月十八日，本公司之間接非全資附屬公司深圳市中信網安認證有限公司（「**中信網安**」）與（其中包括）獨立第三方（「**賣方**」），訂立股權轉讓協議（經日期為二零二一年六月二十二日的補充協議修訂及重列），據此，中信網安同意收購而賣方同意出售中智速訊科技發展有限公司（「**中智速訊科技發展**」）之70%股權，代價為人民幣7,000元。

報告期間並無收購相關的成本於綜合損益及其他全面收益表中的行政開支內確認為開支。

## 16. ACQUISITION OF A SUBSIDIARY (Continued)

Assets acquired and liabilities recognised as at the date of acquisition are as follows:

		HK\$'000 千港元
Plant and equipment	廠房及設備	3
Deposits and other receivables	按金及其他應收款項	1,518
Cash and cash equivalents	現金及現金等價物	14
Other payables	其他應付款項	(2,255)
		(720)
Consideration transferred	所轉讓代價	8
Plus: non-controlling interests (30% in Zhongzhisuxun Technology Development)	加：非控股權益 (於中智速訊科技發展的 30%權益)	(216)
Less: net liabilities acquired	減：已收購負債淨額	720
Goodwill arising on acquisition	因收購而產生的商譽	512

The non-controlling interests in Zhongzhisuxun Technology Development recognised at the acquisition date was measured at their proportionate share of net liabilities acquired and amounted to approximately HK\$216,000.

## 16. 收購附屬公司(續)

於收購日期的已收購資產及已確認負債如下：

於收購日期所確認中智速訊科技發展的非控股權益乃按其收購負債淨額的比例計量，約為216,000港元。

### Net cash inflow on acquisition of Zhongzhisuxun Technology Development

收購中智速訊科技發展的現金  
流入淨額

		HK\$'000 千港元
Cash paid on acquisition	就收購事項支付之現金	(8)
Cash and cash equivalent balances acquired	所收購的現金及現金等價物 結餘	13
		5

## 17. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

### 17.1 Financial assets measured at fair value

The following table presents financial assets and liabilities measured at fair value in the condensed consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

## 17. 金融工具之公平值計量

### 17.1 按公平值計量之金融資產

下表根據公平值層級列示簡明綜合財務狀況表中按公平值計量之金融資產及負債。該層級按計量該等金融資產及負債公平值所用重大輸入數據之相對可靠程度，將金融資產及負債分為三個級別。公平值層級分為以下級別：

第一級：相同資產及負債於活躍市場之報價(未經調整)；

第二級：就資產或負債可直接(即價格)或間接(即由價格推算)可觀察之輸入數據(不包括第一級所包含報價)；及

第三級：並非基於可觀察之市場數據而得出之資產或負債輸入數據(無法觀察輸入數據)。

金融資產或負債所應整體歸入之公平值層級內之級別，乃基於對公平值計量屬重大而言之最低級別輸入數據劃分。

## 17. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

### 17.1 Financial assets measured at fair value (Continued)

The financial assets measured at fair value in the condensed consolidated statement of financial position are grouped into the fair value hierarchy as follows:

		Level 2 第二級	
		30 September 2021 二零二一年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
<b>Assets</b>	<b>資產</b>		
Financial assets at fair value through profit or loss:	按公平值計入損益之金融資產：		
Wealth management products	理財產品	<b>27,787</b>	28,623

Wealth management products are derived from net asset values of the investment funds with reference to observable quoted price of underlying investment portfolio in active markets.

The carrying amounts of the financial instruments carried at amortised cost are not materially different from their fair values as at 30 September 2021 and 31 March 2021.

## 17. 金融工具之公平值計量 (續)

### 17.1 按公平值計量之金融資產 (續)

簡明綜合財務狀況表中按公平值計量之金融資產歸類為如下公平值層級：

理財產品乃參考於活躍市場的相關投資組合的可觀察報價由投資基金之資產淨值得出。

於二零二一年九月三十日及二零二一年三月三十一日，按攤銷成本列賬之金融工具賬面值與其公平值並無重大差異。

## 18. MATERIAL RELATED PARTY TRANSACTION

The Group had no significant transactions with related parties during the reporting period (six months ended 30 September 2020: Nil).

The remuneration of key management personnel for the six months ended 30 September 2021 amounted to HK\$1,672,000, (six months ended 30 September 2020: HK\$824,000).

## 18. 重大關聯方交易

於報告期間，本集團並無與關聯方進行重大交易(截至二零二零年九月三十日止六個月：無)。

截至二零二一年九月三十日止六個月之主要管理人員酬金為1,672,000港元(截至二零二零年九月三十日止六個月：824,000港元)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### FINANCIAL REVIEW

For the Reporting Period, the Group recorded a revenue of approximately HK\$20,286,000, representing a slight decrease when compared with that of approximately HK\$20,422,000 for the Corresponding Period.

Loss before income tax of the Group for the Reporting Period was approximately HK\$12,378,000, compared with profit before income tax of approximately HK\$24,351,000 for the Corresponding Period. Loss attributable to owners of the Company for the Reporting Period was approximately HK\$10,535,000 compared with profit attributable to owners of the Company of approximately HK\$25,572,000 for the Corresponding Period. The Group's gearing ratio, expressed as a percentage of bank borrowings and long term debts over total equity, was nil.

### 財務回顧

於報告期間，本集團錄得收益約20,286,000港元，較同期約20,422,000港元輕微減少。

於報告期間，本集團之除所得稅前虧損約為12,378,000港元，而同期之除所得稅前溢利則約為24,351,000港元。於報告期間，本公司擁有人應佔虧損約10,535,000港元，而同期本公司擁有人應佔溢利則約為25,572,000港元。本集團之資產負債比率（即銀行借貸及長期債務佔總權益之百分比）為零。

## INDUSTRY OVERVIEW

During the second quarter of the Reporting Period ended 30 September 2021, the operating environment of the information system solution industry in the People's Republic of China (the “**PRC**” or “**China**”) remained difficult because of the sporadic cases of novel coronavirus pneumonia in many parts of the country and the United States of America (the “**United States**”) government's sanctions against and restrictions on certain Chinese technology companies. Specifically, the Chinese government's tighter regulation of the online/offline digital payment services also affected the industry which is related to such services. However, the pandemic has compelled more people and businesses to move their daily activities online and led to higher labour cost, thus adding impetus to the digitalization of China's economy and the adoption of artificial intelligence there.

The emergence of internet finance, the pandemic outbreak that has triggered off the growing trend towards “remote office”, and the government's goal of attaining carbon neutrality in 2060 (which also advocates “paperless office” in order to reduce carbon dioxide emissions) have together generated immense business opportunities for China's electronic signature industry. Electronic signature is poised to gain popularity with government departments, conglomerates and small and medium-sized enterprises. iiMedia Research, a data mining and analysis organization for new economy industries, estimated that the size of the country's electronic signature market will grow by 41.2% to RMB15.28 billion in 2021 from RMB10.82 billion in 2020. It also projected that the frequency of electronic signature of contracts will grow by 25.0% to 69.63 billion in 2021 (Source: “2020–2021年中國電子簽名行業發展現狀及用戶調研分析報告” compiled by iiMedia Research and dated 26 February 2021).

## 行業概覽

截至二零二一年九月三十日止的報告期間第二季度，由於國內多個地區仍有零星新型冠狀病毒肺炎個案發生，加上美利堅合眾國（「美國」）政府對中華人民共和國（「中國」）若干科技公司實施制裁及限制，令中國信息系統解決方案行業的營商環境仍然困難。特別是，中國政府更嚴格地規管線上／線下數字支付服務，也影響了與該服務相關的行業。然而，疫情已促使更多人及企業在線上處理日常事務，並且導致了勞工成本上升，從而推動了中國經濟的數字化和令人工智能更趨普及。

互聯網金融的興起、因疫情爆發而更趨普及的「遠程辦公」，以及政府定下二零六零年實現碳中和的目標（該政策亦提倡「無紙化辦公」以減少二氧化碳排放）等因素，為中國的電子簽署行業帶來巨大商機。電子簽署有望在政府部門、大型企業集團及中小型企業變得普及。根據一家新興經濟行業數據挖掘及分析機構艾媒諮詢的估計，國內電子簽署市場規模將按41.2%的增長率，由二零二零年的人民幣108.2億元增至二零二一年的人人民幣152.8億元。該機構也預測國內電子合同簽署次數將於二零二一年增加25.0%至69.63億次（資料來源：由艾媒諮詢編製，發佈日期為二零二一年二月二十六日的「2020年至2021年中國電子簽名行業發展現狀及用戶調研分析報告」）。



Meanwhile, the pandemic has caused the labour cost to rise. As a result, many businesses are seeking to replace manual workers with artificial intelligence in simple and routine jobs. Voice control for performing such tasks is a case in point. This means business opportunities for the industry of artificial intelligence (AI) services and solutions.

As to the demand of the end-users of the online/offline payment systems in the PRC in the second quarter of 2021, the value of the payments processed by non-bank payment institutions through public information technology networks increased by 24.37% year on year to RMB87.32 trillion while the number of such payments grew by 28.17% year on year to about 260.83 billion, according to the People's Bank of China.

## BUSINESS REVIEW

To mitigate the impact of the difficult business environment, the Group had been stepping up its business diversification by actively seeking opportunities in the promising sectors of China's information system solution industry amid the country's booming digital economy. For instance, it had formed a joint venture company to tap into China's market for digital solutions for cyber security, and had acquired a software and information technology developer which enables state-owned infrastructure construction enterprises to raise the level of digitalization and thus enhance efficiency at infrastructure construction works. The Group is now also exploring the domestic market for AI services and solutions that can replace manual workers in simple and routine jobs. This can relieve the pressure of the rising labour cost.

同時，疫情已導致勞工成本上升。因此，許多企業正在嘗試用人工智能取代人手進行簡單和基本的常規工作，其中，用語音控制執行此類工作就是一個好例子。這可為人工智能服務及解決方案行業帶來商機。

就線上／線下支付系統終端用戶的需求而言，根據中國人民銀行的資料，於二零二一年第二季度，國內非銀行支付機構於公共信息技術網絡處理的支付交易額按年增長24.37%至人民幣87.32萬億元；而相關支付宗數則按年增長28.17%至約2,608.3億筆。

## 業務回顧

為減輕艱難經營環境對生意的影響，本集團已持續著力於將業務多元化，於中國蓬勃的數字經濟中積極在信息技術系統解決方案行業一些前景樂觀的領域尋找商機，例如，成立合資公司進軍中國網絡安全數字化解決方案市場，以及收購了一家軟件及信息技術開發商，協助從事基礎設施建設的中央企業提升數字化水平，從而提升基礎設施建築工程的效率。本集團現時亦正在探索國內的人工智能服務及解決方案市場，人工智能可取代人手進行簡單常規工作，從而舒緩勞工成本上漲的壓力。

In June 2021, the Group's 70%-held Shenzhen CITIC Cyber Security Authentication Co., Ltd. (深圳市中信網安認證有限公司) ("**CITIC Cyber Security**") signed an agreement to acquire a 70% equity stake in Zhongzhisuxun Technology Development Co., Ltd.\* (中智速訊科技發展有限公司) ("**Zhongzhisuxun Technology Development**"), which is a software and information technology developer. Zhongzhisuxun Technology Development principally engages in the development of digital culture innovative software, internet and information security software and basic artificial intelligence software, software outsourcing service, information technology consultation service and computer system service, engineering technical services, acting as a general contractor of the projects on the construction of buildings and municipal infrastructure, and undertaking intelligent construction. CITIC Cyber Security already completed the acquisition of Zhongzhisuxun Technology Development in the first quarter of the Reporting Period ended 30 June 2021.

With the acquisition of Zhongzhisuxun Technology Development, the Group and CITIC Cyber Security aim to provide the state-owned infrastructure construction enterprises with products that enable the digitalization and informatization of their operation with the support of the new type of infrastructure for information technology and telecommunications. The products enable such state-owned enterprises to raise the level of digitalization and thus enhance efficiency at infrastructure construction works (For further details, please refer to the Company's announcement dated 22 June 2021 published on the website of Hong Kong Exchanges and Clearing Limited.)

於二零二一年六月，本集團持有70%股權的深圳市中信網安認證有限公司(「**中信網安**」)簽訂協議，收購軟件及信息技術開發商中智速訊科技發展有限公司(「**中智速訊科技發展**」)70%的股權。中智速訊科技發展主要從事數字文化創意軟件、網絡與信息安全軟件及人工智能基礎軟件的開發、軟件外包服務、信息技術諮詢服務及計算機系統服務、工程技術服務、房屋建築和市政基礎設施項目工程總承包，以及建築智能化工程施工。中信網安已於截至二零二一年六月三十日止的報告期間第一季度收購了中智速訊科技發展。

本集團及中信網安收購中智速訊科技發展，旨在向從事基礎設施建設的中央企業提供由新型基建支撐運作的數字化產品，讓其實現運營的信息化和數字化。有關產品可讓該等中央企業提升數字化水平，從而提升基礎設施建築工程的效率(有關詳情載於本公司刊登於香港交易及結算有限公司網站日期為二零二一年六月二十二日的公告)。

CITIC Cyber Security had earlier entered into an agreement dated 30 September 2020 to form a joint venture company with China's three major telecommunications carriers, namely China Mobile Communications Group Co., Ltd., China United Network Communications Group Company Limited and China Telecommunications Corporation, and Beijing Chinese Shield Anicert Technology Development Co., Ltd., which is a wholly-owned subsidiary of Beijing Zhongdun Security Technology Development Co., a state-owned public security technology company (For further details, please refer to the Company's announcement dated 10 February 2021 and circular dated 26 May 2021 published on the website of Hong Kong Exchanges and Clearing Limited). The joint venture company will be positioned as a digital technology company which provides financial institutions, government departments and enterprises with digital solutions for cyber security. It will leverage the three telecommunications carriers' service capabilities and customer bases as well as the advantages of subscriber identification module (SIM) such as convenience and strong capabilities for computing and data storage to enable the public to log in and authorize transactions with convenience and cyber security. The joint venture company will initially introduce its services into transportation, mobile public services and transactions at banks.

中信網安早前簽署訂立日期為二零二零年九月三十日的協議，與中國移動通信集團有限公司、中國聯合網絡通信集團有限公司及中國電信集團有限公司此中國三大電信營運商，以及北京中盾安信科技發展有限公司(為國有公眾安全技術公司北京中盾安全技術開發公司的全資附屬公司)成立合資公司(有關詳情載於本公司刊登於香港交易及結算所有限公司網站日期為二零二一年二月十日的公告及日期為二零二一年五月二十六日的通函)。該合資公司將定位為數字科技公司，向金融機構、政府部門及企業在網絡安全範疇提供數字化解決方案，將憑藉三家電信營運商的服務能力及客戶基礎，並且善用用戶身份識別模組(SIM)的便捷使用特點及高強的計算及儲存能力，為公眾提供更便捷和安全的登入及交易授權服務。該合資公司將首先在交通出行、移動政務及銀行交易等領域引入相關服務。

For CITIC Cyber Security, these breakthroughs in business development are built on its past achievements as it had already undertaken projects to apply eCitizen (or “e公民” in Chinese, which is its proprietary product for electronic identity authentication that enables users of services to safely log in, sign digitally and have their personal data protected in online transactions) to some banks’ financial services and electronic signature and to conduct information verification for other companies.

During the Reporting Period, CITIC Cyber Security continued to conduct information verification for a securities brokerage, a certificate authority and a mainland China-based full-service investment banking enterprise through websites, application programming interface (API) or terminals. It was also fulfilling a contract to build a unified digital authentication system, carry out application integration and operate and maintain such system for an information technology subsidiary of a China-based transportation infrastructure design and construction firm.

CITIC Cyber Security had earlier signed an agreement with the Shenzhen branch of a PRC-based bank to jointly promote each other’s respective services, namely CITIC Cyber Security’s internet electronic identity authentication and the bank’s financial services in June 2019. Under this agreement, eCitizen would be applied to the bank’s financial services. In June 2019, CITIC Cyber Security also reached an agreement with a Shenzhen-based certificate authority to cooperate in combining eCitizen SIM card and digital certificates and in applying the two combined technologies to such fields as electronic signature. In January 2020, CITIC Cyber Security signed a contract to develop and implement on behalf of another PRC-based bank a platform for signing, managing and auditing contracts electronically.

就中信網安而言，這些業務發展突破建基於其過往的成就，例如曾經承接多個項目，將e公民(其自行開發的電子身份核驗產品，可讓服務對象安全登入、以數碼方式簽署，以及在進行線上交易時能保護其個人資料)應用於若干銀行的金融服務及電子簽署，以及為其他公司進行信息驗證。

於報告期間，中信網安繼續透過網站、應用程式編程接口(API)或終端機為一家證券經紀公司、一家數字憑證認證機構及一家位於中國大陸的全方位服務投資銀行企業進行信息驗證；並且履行合約，為中國一家交通運輸基礎設施設計及建造公司旗下的信息技術附屬公司建設統一數字認證系統、執行應用集成，以及運作和維修該系統。

中信網安早前已於二零一九年六月與中國一家銀行旗下的深圳分行簽訂協議，聯合推廣彼此的服務，即中信網安的互聯網電子身份核驗及該銀行的金融服務。根據該協議，e公民將應用於該銀行的金融服務。於二零一九年六月，中信網安亦與深圳一家數字憑證認證機構達成合作協議，以將e公民SIM卡及數字憑證此兩種技術結合，並且應用於電子簽署等範疇。於二零二零年一月，中信網安簽署一份合約，為中國另一家銀行開發以電子方式簽署、管理及審核合約的平台，及令其運作。

Other businesses that the Group engaged in during the Reporting Period included subleasing co-working spaces of an office building in Shenzhen to mainly financial technology start-ups; the supply of electrical and electronic components, namely inductors and master control chips; the supply and installation of surveillance cameras as part of a security system; the research and development of various systems and devices, including a navigation and positioning system for unmanned vehicles and aircraft that can be operated in combination with cameras, Global Navigation Satellite System (GNSS) or maps; an intelligent cloud platform system for distant interaction; a cross-platform, high-performance player; a simplified version of an enterprise resource planning (ERP) system; and an information security system with multiple licences for small and medium-sized financial holding companies.

**1. Development and construction of unified payment system and platform, and the provision of repair and maintenance services for such system and platform**

The Company's wholly-owned subsidiary, Guangzhou YBDS IT Co., Ltd. (廣州韻博信息科技有限公司) ("Guangzhou YBDS"), won a tender in October 2019 for a contract to develop and maintain a unified payment system and platform of the Shenzhen-based subsidiary of a leading telecommunications company for years 2019 to 2021. The system and platform enable mobile wallet users to make mobile payment such as those of phone bills and to redeem consumption points and gift cards. It signed the contract in December 2019. Guangzhou YBDS intends to replicate the unified payment system and platform and then sell them to other units and/or subsidiaries of that leading telecommunications company in 31 provinces in the PRC.

本集團於報告期間從事的其他業務包括分租位於深圳一座辦公樓的共用工作空間，租戶主要為初創的金融科技企業；供應電感器及主控芯片等的電氣及電子零部件；為保安系統供應和安裝監控攝像機；研發多個系統和儀器，包括能與相機、全球衛星導航系統(GNSS)或地圖結合運作的無人車及無人機導航定位系統、遠程交互智能雲平台系統、跨平台高性能播放器、簡化版企業資源計劃(ERP)系統，以及供中小金融控股公司使用的跨牌照信息安全系統。

**1. 開發並構建統一支付系統及平台，並為該系統及平台提供維修及維護服務**

於二零一九年十月，本公司的全資附屬公司廣州韻博信息科技有限公司(「廣州韻博」)中標投得一份合約，於二零一九年至二零二一年為一家領先電信公司位於深圳的附屬公司開發及維護統一支付系統及平台。該系統及平台令手機錢包用戶可進行電話賬單等的移動支付以及兌換消費積分及禮品卡。該公司已於二零一九年十二月簽訂該合約。廣州韻博擬複製此統一支付系統及平台，並將其售予該領先電信公司位於中國31個省份的其他單位及／或附屬公司。

**2. Business of office rental which is bundled with information technology services and office administration services in Shenzhen**

CITIC Cyber Security subleased co-working spaces of an office building in Shenzhen to mainly financial technology start-ups. The office rental is bundled with its information technology services and some office administration services. During the Reporting Period, one more company rented the co-working spaces, bringing the total number of tenants to 37.

**3. Research and development of various systems and devices**

During the Reporting Period, the Group was fulfilling a contract to conduct research and development of various systems and devices on behalf of an information technology solution provider for the period from 15 October 2020 to 14 October 2021. Such systems and devices included a navigation and positioning system for unmanned vehicles and aircraft that can be operated in combination with cameras, Global Navigation Satellite System (GNSS) or maps; an intelligent cloud platform system for distant interaction; a cross-platform, high performance player; a simplified version of an enterprise resource planning (ERP) system; and an information security system with multiple licences for small and medium-sized financial holding companies.

**2. 於深圳從事辦公室租賃業務，輔以信息技術服務及辦公室行政服務**

中信網安已分租位於深圳一座辦公樓的共用工作空間，租戶主要為初創的金融科技企業。該辦公室租賃業務連帶中信網安所提供的信息技術服務及若干辦公室行政服務。於報告期間，再有一家公司租用共用工作空間，租戶總數增至三十七個。

**3. 研發各種系統及儀器**

於報告期間，本集團履行合約，於二零二零年十月十五日至二零二一年十月十四日期間為一家信息技術解決方案供應商研發各種系統及儀器，包括可與相機、全球衛星導航系統(GNSS)或地圖結合運作的無人車及無人機導航定位系統、遠程交互智能雲平台系統、跨平台高性能播放器、簡化版企業資源計劃(ERP)系統，以及供中小金融控股公司使用的跨牌照信息安全系統。

4. **Supply, installation and testing of surveillance cameras as part of a security system**

The Company's another wholly-owned subsidiary, Shenzhen YBDS IT Co., Ltd. (深圳市韻博信息科技有限公司) supplied, installed and tested surveillance cameras as part of a security system on behalf of a company that develops and trades in security alarms, security cameras and home surveillance equipment, and other electronic products during the Reporting Period.

5. **Development and implementation of a platform for electronically signing, managing and auditing contracts**

CITIC Cyber Security developed and implemented on behalf of a PRC-based bank a platform for signing, managing and auditing contracts electronically. The contract was nearly completed during the Reporting Period.

6. **Conducting information verification for other companies**

In the financial year ended 31 March 2021 (the "**Previous Period**"), CITIC Cyber Security had signed two separate contracts to conduct information verification for a securities brokerage and a certificate authority through websites, application programming interface (API) or terminals. Previously, it signed an agreement with a Shenzhen-based information technology system developer in June 2020 to conduct information verification on behalf of a mainland China-based full-service investment bank.

4. **為保安系統供應、安裝及測試監控攝像機**

於報告期間，本公司另一家全資附屬公司深圳市韻博信息科技有限公司為一家開發及買賣保安警報器、保安攝像機、家用監控設備及其他電子產品的公司所提供的保安系統供應、安裝，並測試監控攝像機。

5. **開發以電子方式簽署、管理及審核合約的平台，並令其運作**

中信網安為中國一家銀行開發以電子方式簽署、管理及審核合約的平台，並令其運作。於報告期間，有關工作的合約接近完成。

6. **為其他公司進行信息驗證**

於截至二零二一年三月三十一日止財政年度（「**過往期間**」），中信網安已分別簽訂了兩份合約，透過網頁、應用程式編程接口 (API) 或終端機為一家證券經紀公司及一家數字憑證認證機構進行信息驗證。在此之前，中信網安於二零二零年六月已與深圳一家信息技術系統開發商簽訂協議，為中國大陸一家全方位服務的投資銀行進行信息驗證。

## 7. Construction of a unified digital authentication system, application integration and operation and maintenance of the system

In July 2020, CITIC Cyber Security signed a contract to build a unified digital authentication system, carry out application integration and operate and maintain such system for an information technology subsidiary of a China-based transportation infrastructure design and construction firm. CITIC Cyber Security provided both services and hardware for its client during the Reporting Period.

## PROSPECT

To get through the complicated and volatile business environment of its mainstay business of developing systems and solutions for online/offline digital payment, the Group has been actively capitalizing on China's booming digital economy. For instance, it has already been diversifying into internet electronic identity authentication and electronic signature, and is also exploring the opportunities in the market for AI services and solutions. Such moves can, on the one hand, broaden the income stream to help the Group tide itself over the difficult business environment and, on the other hand, add impetus to the Group's business development for the long term.

In the Previous Period and the first quarterly reporting period ended 30 June 2021, CITIC Cyber Security successively entered into an agreement to form a digital technology joint venture company that would provide financial institutions, government departments and enterprises with digital solutions for cyber security and acquired a 70% equity stake in a software and information technology developer to assist state-owned infrastructure construction enterprises to carry out digital transformation. The Group then negotiated with a business partner about a contract to provide artificial intelligence (AI) services and solutions for a company.

## 7. 構建統一數字認證系統、執行應用集成，及運作和維修該系統

於二零二零年七月，中信網安簽署一份合約，為中國一家交通運輸基礎設施設計及建造公司旗下的信息技術附屬公司建設統一數字認證系統、執行應用集成，以及運作和維修該系統。於報告期間，中信網安向該客戶提供服務及硬件。

## 前景

本集團為能渡過其線上／線下數字支付系統及解決方案開發此一主營業務的複雜多變的經營環境，正在積極於中國蓬勃的數字經濟中把握機遇，例如，已致力將業務多元化，擴展至互聯網電子身份認證及電子簽署，並且在人工智能服務及解決方案市場尋找機遇，這既可以擴闊收入來源，幫助本集團渡過艱難的經營環境，同時也可以為其業務的長遠發展增添動力。

於過往期間及截至二零二一年六月三十日止的第一季度報告期間，中信網安先後訂立協議，成立一家數字科技合資公司，向金融機構、政府部門及企業在網絡安全範疇提供數字化解決方案，並收購了一家軟件及信息技術開發商的70%股權，旨在協助從事基礎設施建設的中央企業進行數字化轉型。隨後，本集團與一個業務合作夥伴就一份合同磋商，擬向一間公司提供人工智能服務及解決方案。



Looking ahead, the Group will keep on fostering the digital technology business and other businesses that it has already diversified into while continuing to develop its mainstay business. This will enable it to strengthen the foundation for its business development and fully grasp the opportunities presented by the upgrading and transformation of China's industries.

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Company raised net proceeds of approximately HK\$100 million through a subscription (the "**Subscription**") on 5 August 2013 by issuing 450,000,000 ordinary shares of the Company at a subscription price of HK\$0.225 per ordinary share of the Company to Happy On Holdings Limited ("**Happy On**"). Immediately after the completion of the Subscription, Happy On held 987,888,771 shares of the Company, representing approximately 72.83% of the total issued share capital of the Company.

As stipulated in the circular of the Company dated 11 July 2013, such proceeds were to be applied in (i) paying and contributing to the registered capital, increased registered capital and further investment in Guangzhou YBDS and Beijing YBDS IT Co., Ltd.\* (北京韻博港信息科技有限公司) ("**Beijing YBDS**"), the two indirect wholly-owned subsidiaries of the Company, especially for Beijing YBDS in order to meet the minimum capital threshold requirement when submitting bids for the proposed projects offered by relevant telecommunications service providers in the PRC; and (ii) general working capital of the Company.

展望未來，本集團將繼續培育其數字科技業務及其他多元化業務，同時繼續發展其主營業務，這將有助本集團鞏固其業務發展的基礎，並充分把握中國產業升級及轉型所帶來的機遇。

## 流動資金、財務資源及資本結構

本公司於二零一三年八月五日已透過一項認購事項(「**認購事項**」)籌集所得款項淨額約100,000,000港元，方式為按每股本公司普通股0.225港元的認購價向Happy On Holdings Limited(「**Happy On**」)發行450,000,000股本公司普通股。緊隨認購事項完成後，Happy On持有987,888,771股本公司股份，相當於本公司已發行股本總額約72.83%。

按本公司日期為二零一三年七月十一日之通函所規定，該等所得款項乃撥作下列用途：(i)對本公司兩間間接全資附屬公司廣州韻博及北京韻博港信息科技有限公司(「**北京韻博**」)(尤其是北京韻博)的註冊資本進行注資、增資及作進一步投資，以就中國相關電信服務供應商所推出的建議項目遞交標書時，可符合最低資本限額之規定；及(ii)本公司的一般營運資金。

During the year ended 31 March 2015, the Company applied approximately HK\$19,785,000 of the proceeds to pay up the outstanding remaining increased registered capital of Guangzhou YBDS. As the Company acquired China Mobile Payment Technology Group Company Limited on 23 December 2014, a holding company that owns a subsidiary with the aforesaid threshold requirement for bids submission, Beijing YBDS was no longer needed and had been deregistered on 17 June 2016. As stated in the announcement dated 23 December 2014, the part of proceeds of approximately HK\$45.5 million originally earmarked for Beijing YBDS' registered capital and the capital increase, together with the remaining balance of the proceeds were then added to the Company's capital for new potential projects and general working capital purposes.

For details, please refer to the announcements of the Company dated 3 June 2013, 5 August 2013, 20 August 2014 and 23 December 2014, and the circulars dated 11 July 2013 and 10 November 2014.

## SIGNIFICANT INVESTMENTS

As at 30 September 2021, the Group held financial assets at fair value through profit or loss of RMB23,050,000 (equivalent to approximately HK\$27,787,000) (31 March 2021: RMB24,150,000 (equivalent to approximately HK\$28,623,000)).

It recorded a total income of approximately HK\$471,000 during the Reporting Period, mainly attributable to the dividend income received from the investment portfolio.

截至二零一五年三月三十一日止年度，本公司已將所得款項中約19,785,000港元用於繳足廣州韻博增加註冊資本的尚未償還餘額部分。由於本公司於二零一四年十二月二十三日已收購中國支付科技集團有限公司（擁有上述遞交標書限額規定附屬公司之控股公司），北京韻博已不再為必要並於二零一六年六月十七日註銷登記。誠如日期為二零一四年十二月二十三日的公告所述，所得款項的一部分約45,500,000港元原先指定用作繳付北京韻博的註冊資本及資本增加，其後連同所得款項的餘額已加入至本公司的資本，用於新潛在項目及一般營運資金。

有關詳情，請參閱本公司日期為二零一三年六月三日、二零一三年八月五日、二零一四年八月二十日及二零一四年十二月二十三日的公告，以及日期為二零一三年七月十一日及二零一四年十一月十日的通函。

## 重大投資

於二零二一年九月三十日，本集團持有按公平值計入損益之金融資產人民幣23,050,000元（相當於約27,787,000港元）（二零二一年三月三十一日：人民幣24,150,000元（相當於約28,623,000港元））。

於報告期間錄得總收入約471,000港元，主要來自投資組合的股息收入。

The financial assets are the investment funds which invests in various types of bonds issued by the interbank and exchange markets, as well as capital lending, reverse repurchase, time deposits, brokerage beneficiary certificates, trust plans, asset management plans and etc. that meet the requirements of the regulatory authority.

## **EXPOSURE TO EXCHANGE RATE FLUCTUATIONS**

Most of the transactions of the Group are denominated in Hong Kong Dollar (“HKD”) and Renminbi (“RMB”). The Group adopts a conservative treasury policy with most of the bank deposits being kept in HKD, or in the local currencies of the operating subsidiaries to minimize the exposure to foreign exchange risks. As at 30 September 2021, the Group had no foreign exchange contracts, interests or currency swaps or other financial derivatives for hedging purposes.

## **CONTINGENT LIABILITIES**

As at 30 September 2021, the Group had no material contingent liabilities.

## **CHARGES ON THE GROUP’S ASSETS**

As at 30 September 2021, the Group had no charges on the Group’s assets.

## **SEGMENT INFORMATION**

The analysis of the principal activities of the operations of the Group is set out in Note 4 to the Condensed Financial Report.

金融資產為投資基金，投資於銀行間及交易所市場發行的各類債券，以及資金拆借、逆回購、定期存款、券商受益憑證、信託計劃、資產管理計劃等符合監管機構要求的金融資產。

## **匯率波動之風險承擔**

本集團大部分交易是以港元（「港元」）及人民幣（「人民幣」）列值。本集團採納穩健的庫務政策，大部分銀行存款以港元存放，或以經營附屬公司的當地貨幣存放，以盡量減低外匯風險。於二零二一年九月三十日，本集團並無外匯合約、利息或貨幣掉期或其他金融衍生工具，以作對沖用途。

## **或然負債**

於二零二一年九月三十日，本集團並無重大或然負債。

## **抵押本集團資產**

於二零二一年九月三十日，本集團並無抵押其資產。

## **分部資料**

本集團營運之主要活動分析載於簡明財務報告附註4。

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2021, the Group had 33 employees (2020: 23 employees). The total remuneration paid to employees, including the Directors, for the Reporting Period was approximately HK\$4,389,000 (2020: HK\$2,793,000). The remuneration is determined by reference to the market terms and the performance, qualification and experience of each individual employee. The annual year-end double pay is paid based on each individual employee's performance as a recognition of and reward for their contributions. Other benefits accruing to the employees include contributions made to statutory mandatory provident fund scheme and a group medical scheme. We also subsidise our employees for pursuing further studies in related fields.

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

As at 30 September 2021, (i) Mr. Wang Xiaoqi is interested in 382,000 ordinary shares of the Company, representing approximately 0.028% of the total number of issued ordinary shares of the Company; (ii) Mr. Ho Yeung is interested in 18,083,500 ordinary shares of the Company, representing approximately 1.333% of the total number of issued ordinary shares of the Company; (iii) Mr. Cai Dan is interested in 682,000 ordinary shares of the Company, representing approximately 0.05% of the total number of issued ordinary shares of the Company. Save as disclosed above, none of the other Directors or their respective associates and the chief executive of the Company had any interests or short positions in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

## 僱員及薪酬政策

於二零二一年九月三十日，本集團聘用33名僱員（二零二零年：23名僱員）。於報告期間，已付僱員薪酬總額（包括董事薪酬）約為4,389,000港元（二零二零年：2,793,000港元）。薪酬乃根據市場待遇，以及個別僱員之表現、資格及經驗而定。年度年終雙薪乃以個別僱員表現為基準支付予僱員，以確認及獎勵彼等之貢獻。其他僱員福利包括給予法定強制性公積金計劃之供款，以及團體醫療計劃。僱員在相關範疇深造，我們亦會提供資助。

## 董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益及淡倉

於二零二一年九月三十日，(i) 王曉琦先生於本公司382,000股普通股擁有權益，佔本公司已發行普通股總數約0.028%；(ii) 何洋先生於本公司18,083,500股普通股擁有權益，佔本公司已發行普通股總數約1.333%；(iii) 蔡丹先生於本公司682,000股普通股擁有權益，佔本公司已發行普通股總數約0.05%。除上文所披露者外，概無其他本公司董事或彼等各自之聯繫人士及主要行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中擁有本公司根據證券及期貨條例第352條須存置之登記冊所記錄，或根據GEM上市規則第5.46條所指董事進行交易之最低標準須另行知會本公司及聯交所之任何權益或淡倉。

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

As at 30 September 2021, so far as the Directors are aware of and having made due enquires, the following persons (not being a Director or chief executive of the Company) had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group:

## 主要股東及其他人士於本公司股份及相關股份之權益及淡倉

於二零二一年九月三十日，據董事作出周詳查詢後所知悉，下列人士（並非本公司董事或主要行政人員）於本公司股份或相關股份中擁有本公司根據證券及期貨條例第336條須存置之登記冊所記錄之權益或淡倉及／或直接或間接擁有附帶權利可在任何情況下於本集團任何其他成員公司之股東大會上投票之已發行股本5%或以上權益：

Name of shareholder	Capacity	Number of issued ordinary shares held	Approximate percentage of issued share capital as at 30 September 2021
股東名稱／姓名	身份	所持已發行普通股數目 (Note 2) (附註2)	於二零二一年九月三十日佔已發行股本概約百分比 (Note 3) (附註3)
Happy On (Note 1) (附註1)	Beneficial owner 實益擁有人	987,888,771 (L)	72.83%
Mr. Chan Foo Wing ("Mr. Chan") (Note 1) 陳富榮先生(「陳先生」) (附註1)	Interest in a controlled corporation 受控法團權益	987,888,771 (L)	72.83%

Notes:

- As Mr. Chan is the ultimate beneficial owner and the sole director of Happy On, by virtue of the SFO, Mr. Chan is deemed to be interested in the 987,888,771 shares held by Happy On.

附註：

- 由於陳先生為Happy On之最終實益擁有人及唯一董事，根據證券及期貨條例，陳先生被視作於Happy On所持有之987,888,771股股份中擁有權益。

2. “L” means long positions in the shares.
3. Based on 1,356,250,000 shares of the Company in issue as at 30 September 2021.

Save as disclosed above, as at 30 September 2021, so far as the Directors are aware of and having made due enquiries, there were no other persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

## DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the Reporting Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## OPTIONS TO SUBSCRIBE FOR SHARES IN THE COMPANY

A share option scheme (the “**Share Option Scheme**”) was adopted on 1 August 2011 by the shareholders of the Company under which the Directors may, at their discretion, grant options to themselves and any employees of the Group entitling them to subscribe for shares representing up to a maximum of 10 per cent of the shares of the Company in issue as at the date of approval of the Share Option Scheme. The purpose of the Share Option Scheme is to enable the Company to grant options to participants as incentives and rewards for their contributions to the Company or its subsidiaries.

2. 「L」指股份之好倉。
3. 根據本公司於二零二一年九月三十日已發行1,356,250,000股股份計算。

除上文披露者外，於二零二一年九月三十日，據董事作出周詳查詢後知悉，概無其他人士（除本公司董事或主要行政人員外）於本公司股份或相關股份中擁有本公司根據證券及期貨條例第336條須存置之登記冊所記錄之權益或淡倉及／或直接或間接擁有附帶權利可在任何情況下於本集團任何其他成員公司之股東大會上投票之已發行股本5%或以上權益。

## 董事購買股份或債券之權利

除上文披露者外，於報告期間任何時間概無授出任何權利予任何董事、彼等各自之配偶或未成年子女，致使彼等可透過購買本公司股份或債券而獲取利益，彼等亦無行使任何該等權利；而本公司或其任何附屬公司亦無參與任何安排，致使董事於任何其他法人團體獲得該等權利。

## 認購本公司股份之購股權

根據本公司股東於二零一一年八月一日採納之購股權計劃（「**購股權計劃**」），董事可酌情授出購股權予彼等及本集團任何僱員，賦予彼等權利認購最多佔本公司於購股權計劃批准日期已發行股份10%之股份。購股權計劃旨在可讓本公司向參與人士授出購股權，作為彼等向本公司或其附屬公司作出貢獻之獎勵或回報。

No options were granted under the Share Option Scheme since its adoption by the Company or outstanding, lapsed, cancelled or exercised at any time during the Reporting Period.

The Share Option Scheme remained in force for a period of 10 years commencing on 1 August 2011, being the date on which it was adopted and has expired on 31 July 2021.

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

Neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the Reporting Period.

## **DIRECTORS' INTEREST IN COMPETING BUSINESS**

As at the date of this report, none of the Directors or the substantial shareholders of the Company or their respective associates (as defined in the GEM Listing Rules) had any interest in a business which competed with or might compete with any business of the Group and had or might have any other conflicts of interest with the Group.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries, all Directors have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the Reporting Period.

自本公司採納購股權計劃以來，概無購股權根據有關計劃授出，或於報告期間任何時間尚未行使、失效、註銷或行使。

購股權計劃自二零一一年八月一日（即採納日期）起計有效期為10年，並已於二零二一年七月三十一日屆滿。

## **購買、贖回或出售本公司之上市證券**

於報告期間，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

## **董事於競爭業務之權益**

於本報告日期，本公司董事或主要股東或彼等各自之聯繫人（定義見GEM上市規則）概無在與本集團任何業務構成競爭或可能構成競爭之業務中擁有任何權益，亦無與本集團產生或可能產生任何其他利益衝突。

## **有關董事進行證券交易之操守守則**

本公司已採納有關董事進行證券交易之操守守則，其條款不較GEM上市規則第5.48至5.67條所載規定交易準則寬鬆。經作出特定查詢後，於報告期間，全體董事一直遵守本公司採納之規定交易準則及董事進行證券交易之操守守則。

## CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provision(s) (the “**Code Provision(s)**”) set out in the Corporate Governance Code and Corporate Governance Report (the “**Code**”) as set out in Appendix 15 to the GEM Listing Rules. The Company has complied with the Code Provisions set out in the Code throughout the Reporting Period except for the deviations from Code Provisions A.1.8 and A.2.1 of the Code as explained as follows:

### Code Provision A.1.8

Code Provision A.1.8 stipulates that the Company should arrange appropriate insurance cover in respect of legal actions against its directors.

During the Reporting Period, the Board considered that under the current situations of the close management and the business scale of the Group, the possibility of actual litigation against the Directors is very low. The Company will consider reviewing various insurance cover proposals and will make such an arrangement as appropriate.

### Code Provision A.2.1

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separated.

The executive Directors, namely, Mr. Wang Xiaoqi, Mr. Ho Yeung, Mr. Cai Dan and Ms. Ho Ching are focused on evaluating new potential business and investment opportunities and formulating and implementing business strategies to enhance the revenue and growth potential of the Company. Hence, a new chairman and chief executive officer will not be appointed until suitable candidates have been identified for such purpose.

## 企業管治常規

本公司已採納GEM上市規則附錄十五所載之企業管治守則及企業管治報告(「守則」)之守則條文(「守則條文」)。本公司於報告期間一直遵守守則所載之守則條文，惟如下文解釋偏離守則之守則條文A.1.8及A.2.1除外：

### 守則條文A.1.8

守則條文A.1.8規定，本公司應就其董事可能會面對之法律訴訟作適當投保安排。

於報告期間，董事會認為，鑒於本集團密切管理及業務規模之現況，針對董事的實際訴訟可能性極低。本公司將考慮審閱多個投保建議並於適當時候作出該等安排。

### 守則條文A.2.1

守則條文A.2.1規定，主席及行政總裁之職務應予區分。

執行董事王曉琦先生、何洋先生、蔡丹先生及何征女士專注評估新潛在業務及投資機會，並制定及履行業務策略，以加強本公司之收益及增長潛力。因此，直至就該等目的而言物色適合人選前，均不會委任新主席及行政總裁。



## RISK MANAGEMENT AND INTERNAL CONTROL

The Board has conducted a review of its risk management and internal control systems under Code Provision C.2 of the Code.

The Board has engaged an independent consultants, Roma Risk Advisory Limited (“**Roma**”) to execute the internal audit and risk management functions. The Board reviews risk management and internal control systems on an annual basis and when necessary.

A review of the effectiveness of the risk management and internal control systems has been conducted and the Company considers them effective and adequate during the Reporting Period.

During the Reporting Period, the Company has followed up on those recommendations made by Roma as part of its comprehensive review on the internal controls of the Group. As such, the Group’s internal supervision and risk prevention measures continue to improve.

## AUDIT COMMITTEE

The Audit Committee was established in May 2000, and the Company had adopted a revised specific terms of reference on 10 January 2020 in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. Currently, the Audit Committee comprises Mr. Tse Yee Hin, Tony, Mr. Lau Chor Ki and Mr. Wong Kin Kee, all of whom are independent non-executive Directors. Mr. Tse Yee Hin, Tony is the current chairman of the Audit Committee. The primary duties of the Audit Committee are to review the Group’s audit findings, accounting policies and standards, changes of accounting rules (if any), compliance to the GEM Listing Rules, internal and audit control, and cash flow forecast.

## 風險管理及內部監控

董事會已根據守則之守則條文C.2，對其風險管理及內部監控制度作出審閱。

董事會已委聘獨立顧問羅馬風險諮詢有限公司(「羅馬」)執行內部審計及風險管理職能。董事會每年及於有需要時審視風險管理及內部監控制度。

本公司已對風險管理及內部監控制度之效能作出審閱，且本公司認為於報告期間其屬有效及充份。

於報告期間，本公司已跟進羅馬對本集團內部監控狀況進行全面審查得出之建議。因此，本集團之內部監察及風險預防措施得以持續改善。

## 審核委員會

審核委員會於二零零零年五月成立，本公司已根據GEM上市規則第5.28至5.33條之規定於二零零零年一月十日採納經修訂具體職權範圍。現時，審核委員會由謝宇軒先生、柳楚奇先生及黃建基先生組成，全部為獨立非執行董事。謝宇軒先生為審核委員會現任主席。審核委員會之主要職責為檢討本集團之審核結果、會計政策及準則、會計規則之變動(如有)、GEM上市規則之遵守情況、內部及審核監控以及現金流量預測。

The unaudited consolidated results of the Group for the Reporting Period have been reviewed by the Audit Committee.

By Order of the Board  
**Quantum Thinking Limited**  
**Wang Xiaoqi**  
*Director*

Hong Kong, 12 November 2021

*As at the date of this report, the executive Directors are Mr. Wang Xiaoqi, Mr. Ho Yeung, Mr. Cai Dan and Ms. Ho Ching; and the independent non-executive Directors are Mr. Lau Chor Ki, Mr. Tse Yee Hin, Tony and Mr. Wong Kin Kee.*

\* *For identification purpose only*

審核委員會已審閱本集團於報告期間之未經審核綜合業績。

承董事會命  
**量子思維有限公司**  
**董事**  
**王曉琦**

香港，二零二一年十一月十二日

於本報告日期，執行董事為王曉琦先生、何洋先生、蔡丹先生及何征女士；而獨立非執行董事為柳楚奇先生、謝宇軒先生及黃建基先生。

**Quantum Thinking Limited**  
**量子思維有限公司**