

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

2021

Third Quarterly Report
第三季度業績報告

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “**Directors**”) of Prime Intelligence Solutions Group 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 for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」) GEM 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。

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

本報告載有根據聯交所GEM證券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

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A, 6/F, TLP132
Nos. 132-134 Tai Lin Pai Road
Kwai Chung, New Territories
Hong Kong

EXECUTIVE DIRECTORS

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

NON-EXECUTIVE DIRECTOR

Mr. Yam Chiu Fan, Joseph

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hui Man Ho, Ivan (*Resigned on 15 December 2021*)
Mr. Chung Billy
Mr. Poon Wai Hung Richard
Ms. Wang Xiaoman (*Appointed on 15 December 2021*)

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 (*Resigned on 15 December 2021*)
Mr. Poon Wai Hung Richard
Ms. Wang Xiaoman (*Appointed on 15 December 2021*)

註冊辦事處

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

香港總辦事處及主要營業地點

香港
新界葵涌
大連排道 132-134 號
TLP132 六樓 A 室

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
梅栢權先生

非執行董事

任超凡先生

獨立非執行董事

許文浩先生 (*於 2021 年 12 月 15 日辭任*)
鍾定縉先生
潘偉雄先生
王曉曼女士 (*於 2021 年 12 月 15 日獲委任*)

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 (*於 2021 年 12 月 15 日辭任*)
潘偉雄先生
王曉曼女士 (*於 2021 年 12 月 15 日獲委任*)

Corporate Information

公司資料

NOMINATION COMMITTEE

Mr. Chung Billy (*Chairman*)
Mr. Hui Man Ho, Ivan (*Resigned on 15 December 2021*)
Mr. Poon Wai Hung Richard
Ms. Wang Xiaoman (*Appointed on 15 December 2021*)

REMUNERATION COMMITTEE

Mr. Chung Billy (*Chairman*)
Mr. Hui Man Ho, Ivan (*Resigned on 15 December 2021*)
Mr. Poon Wai Hung Richard
Ms. Yuen Mei Ling, Pauline
Ms. Wang Xiaoman (*Appointed on 15 December 2021*)

LEGAL ADVISER

As to Hong Kong law
Hastings & Co.

AUDITOR

McMillan Woods (Hong Kong) CPA Limited
24/F, Siu On Centre
188 Lockhart Road
Wan Chai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Ocorian Trust (Cayman) Ltd.
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
DBS Bank (Hong Kong) Limited

WEBSITE

www.primeintelligence.com.hk

STOCK CODE

8379

提名委員會

鍾定縉先生 (*主席*)
許文浩先生 (*於2021年12月15日辭任*)
潘偉雄先生
王曉曼女士 (*於2021年12月15日獲委任*)

薪酬委員會

鍾定縉先生 (*主席*)
許文浩先生 (*於2021年12月15日辭任*)
潘偉雄先生
阮美玲女士
王曉曼女士 (*於2021年12月15日獲委任*)

法律顧問

有關香港法律
希仕廷律師行

核數師

長青(香港)會計師事務所有限公司
香港灣仔
駱克道188號
兆安中心24樓

開曼群島主要股份過戶登記處

Ocorian Trust (Cayman) Ltd.
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

香港上海滙豐銀行有限公司
星展銀行(香港)有限公司

網址

www.primeintelligence.com.hk

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 (the “Board”) of Directors (the “Director(s)”) 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 nine months ended 31 December 2021 together with the unaudited and audited comparative figures for the corresponding periods in 2020 as follows:

匯安智能科技集團有限公司(「本公司」)的董事(「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2021年12月31日止三個月及九個月的未經審核簡明綜合業績，連同2020年同期未經審核及經審核比較數字：

		Notes 附註	Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
			2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益	3	11,399	9,963	37,253	32,816
Cost of sales and services rendered	銷售及提供服務成本		(6,382)	(4,581)	(21,550)	(17,432)
Gross profit	毛利		5,017	5,382	15,703	15,384
Other income	其他收入	4	13	8	51	1,349
Selling and distribution costs	銷售及分銷成本		(2,316)	(1,297)	(5,398)	(3,332)
Administrative expenses	行政開支		(7,464)	(4,592)	(19,889)	(15,279)
Reversal/(provision) of impairment losses on trade receivables	貿易應收款項減值虧損撥回/(撥備)		-	-	(96)	110
Loss from operation	來自經營之虧損		(4,750)	(499)	(9,629)	(1,768)
Finance costs	財務成本		(24)	(44)	(84)	(137)
Loss before tax	除稅前虧損		(4,774)	(543)	(9,713)	(1,905)
Income tax expense	所得稅開支	5	(22)	(60)	(362)	(337)
Loss for the period	期內虧損	6	(4,796)	(603)	(10,075)	(2,242)
Other comprehensive income for the period net of tax:	期內其他全面收益，扣除稅項：					
<i>Item that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目：</i>					
Exchange differences on translating foreign operations	換算海外業務時之匯兌差額		-	-	-	-
Total comprehensive income for the period attributable to the owners of the Company	本公司擁有人應佔期內全面收益總額		(4,796)	(603)	(10,075)	(2,242)
Loss per share (“Share(s)”) of the Company (cents)	本公司股份(「股份」)每股虧損(仙)					
— Basic and diluted	— 基本及攤薄	8	(0.60)	(0.08)	(1.26)	(0.28)

Unaudited Condensed Consolidated Statement of Changes in Equity

未經審核簡明綜合權益變動表

		Share capital	Share premium	Merger reserve	Legal reserve	Foreign currency translation reserve	Retained profits/ (accumulated losses)	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/ (累計虧損)	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 2020 (audited)	於2020年4月1日的餘額 (經審核)	8,000	51,682	17,079	12	(689)	12,683	80,767	88,767
Total comprehensive income for the period (unaudited)	期內全面收益總額 (未經審核)	-	-	-	-	-	(2,242)	(2,242)	(2,242)
Balance at 31 December 2020 (unaudited)	於2020年12月31日的餘額 (未經審核)	8,000	51,682	17,079	12	(689)	10,441	78,525	86,525
Balance at 1 April 2021 (audited)	於2021年4月1日的餘額 (經審核)	8,000	51,682	17,079	12	(151)	5,582	74,204	82,204
Total comprehensive income for the period (unaudited)	期內全面收益總額 (未經審核)	-	-	-	-	-	(10,075)	(10,075)	(10,075)
Balance at 31 December 2021 (unaudited)	於2021年12月31日的餘額 (未經審核)	8,000	51,682	17,079	12	(151)	(4,493)	64,129	72,129

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核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 Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands. Subsequent to the end of 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 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, security products and other 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 nine months ended 31 December 2021 have been prepared in accordance with accounting principles generally accepted in the Hong Kong Special Administrative Region (“**Hong Kong**”) of the People’s Republic of China (the “**PRC**” or “**China**”) and comply with Hong Kong Financial Reporting Standards (“**HKFRSs**”) 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 “**GEM Listing Rules**”).

These unaudited condensed consolidated results are presented in Hong Kong dollars (“**HK\$**”), which is the functional currency of the Company.

These condensed consolidated results have not been audited but have been reviewed by the audit committee of the Company.

The unaudited condensed consolidated results of the Group for the three and nine months ended 31 December 2021 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 2021 (the “**2021 Consolidated Financial Statements**”). The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated results are consistent with those used in the 2021 Consolidated Financial Statements, except for those new and revised HKFRSs and interpretation issued by the HKICPA that are adopted for the first time in the unaudited condensed consolidated financial statements for the three and nine months ended 31 December 2021.

Changes in accounting policy and disclosures

The adoption of these new and amended HKFRSs had no significant effects on the results and financial position of the Group for the current and prior periods.

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為獲豁免有限公司。其註冊辦事處地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands。於報告期末後,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。股份已自2018年2月14日起在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。本公司附屬公司的主要業務為銷售生物特徵識別裝置、保安產品及其他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2021年12月31日止三個月及九個月未經審核簡明綜合財務報表已遵照中華人民共和國(「中國」)香港特別行政區(「香港」)公認會計原則、香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)及聯交所GEM證券上市規則(「GEM上市規則」)之適用披露條文編製。

該等未經審核簡明綜合業績以港元(「港元」)呈列,港元為本公司之功能貨幣。

該等簡明綜合業績未經審核,但已由本公司審核委員會審閱。

本集團截至2021年12月31日止三個月及九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要求的所有資料及披露,並應與本集團截至2021年3月31日止年度綜合財務報表(「**2021綜合財務報表**»)一併閱讀。除於截至2021年12月31日止三個月及九個月的未經審核簡明綜合財務報表中首次應用由香港會計師公會頒佈的新訂及經修訂香港財務報告準則及詮釋外,編製未經審核簡明綜合業績所用的會計政策及計算方法與2021綜合財務報表所用者貫徹一致。

會計政策及披露的變更

採納該等新訂及經修訂的香港財務報告準則對本集團於本期間及過往期間的業績及財務狀況並無重大影響。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

3. REVENUE

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

3. 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 31 December 截至 12 月 31 日止三個月		Nine months ended 31 December 截至 12 月 31 日止九個月	
	2021 2021 年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020 年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021 年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020 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	6,915	6,036	24,667	21,799
Provision of auxiliary and other services	4,484	3,927	12,586	11,017
提供配套及其他服務				
	11,399	9,963	37,253	32,816

	Three months ended 31 December 截至 12 月 31 日止三個月		Nine months ended 31 December 截至 12 月 31 日止九個月	
	2021 2021 年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020 年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021 年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020 年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue from contracts with customers within the scope of HKFRS15				
香港財務報告準則第 15 號範圍內的客戶合約收益	8,026	6,744	27,858	23,869
Recognised at a point in time	3,373	3,219	9,395	8,947
於某一時間點確認				
Recognised over time				
隨時間確認				
	11,399	9,963	37,253	32,816

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

4. OTHER INCOME

		Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
		2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income	利息收入	-	6	1	137
Government subsidies	政府補助	-	-	-	1,149
Others	其他	13	2	50	63
		13	8	51	1,349

4. 其他收入

5. INCOME TAX EXPENSES

		Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
		2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020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	22	60	362	337
		22	60	362	337

5. 所得稅開支

The Group is not subject to taxation in the Cayman Islands and the British Virgin Islands.

Under the two-tiered Profits Tax Regime, one of the Company's Hong Kong subsidiaries is subject to Hong Kong Profits Tax at the rate of 8.25% for the three and nine months ended 31 December 2021 (three and nine months ended 31 December 2020: 8.25%) for the first HK\$2 million of its estimated assessable profits and at 16.5% for the three and nine months ended 31 December 2021 (three and nine months ended 31 December 2020: 16.5%) on its estimated assessable profits above HK\$2 million. Other Hong Kong subsidiaries not qualifying for the two-tiered Profit Tax Regime are subject to Hong Kong Profits Tax at the rate of 16.5% for the three and nine months ended 31 December 2021 (three and nine months ended 31 December 2020: 16.5%).

本集團毋須繳納開曼群島及英屬處女群島的稅項。

根據兩級利得稅制度，本公司其中一間香港附屬公司截至2021年12月31日止三個月及九個月須就估計應課稅溢利的首2百萬港元按8.25%（截至2020年12月31日止三個月及九個月：8.25%）稅率繳納香港利得稅，並截至2021年12月31日止三個月及九個月就超過2百萬港元的估計應課稅溢利按16.5%（截至2020年12月31日止三個月及九個月：16.5%）的稅率繳納香港利得稅。截至2021年12月31日止三個月及九個月，其他不符合兩級利得稅制度的香港附屬公司須按16.5%（截至2020年12月31日止三個月及九個月：16.5%）的稅率繳納香港利得稅。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

5. INCOME TAX EXPENSES (continued)

The Group's subsidiary established and operated in the PRC is subject to PRC Enterprise Income Tax at the rate of 25% for the three and nine months ended 31 December 2021 (three and nine months ended 31 December 2020: 25%). No PRC Enterprise Income Tax has been provided for the three and nine months ended 31 December 2021 (three and nine months ended 31 December 2020: Nil) as the Group's PRC subsidiary did not generate any assessable profits during the reporting periods.

The Group's subsidiary established and operated in the Macau Special Administrative Region ("Macau") of the PRC is subject to Macau Complementary Tax, under which taxable income of up to Macau Pataca ("MOP") 600,000 for the three and nine months ended 31 December 2021 (three and nine months ended 31 December 2020: MOP600,000) is exempted from taxation with taxable income beyond this amount to be taxed at the rate of 12% for the three and nine months ended 31 December 2021 (three and nine months ended 31 December 2020: 12%).

6. LOSS FOR THE PERIOD

5. 所得稅開支(續)

截至2021年12月31日止三個月及九個月，本集團在中國成立及經營的附屬公司須按稅率25%（截至2020年12月31日止三個月及九個月：25%）繳納中國企業所得稅。截至2021年12月31日止三個月及九個月內概無計提中國企業所得稅（截至2020年12月31日止三個月及九個月：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。

本集團在中國澳門特別行政區（「澳門」）成立及經營的附屬公司須繳納澳門所得補充稅，截至2021年12月31日止三個月及九個月，應課稅收入最高600,000澳門幣（「澳門幣」）（截至2020年12月31日止三個月及九個月：600,000澳門幣）豁免納稅，而截至2021年12月31日止三個月及九個月，超出該金額的應課稅收入按12%（截至2020年12月31日止三個月及九個月：12%）的稅率納稅。

6. 期內虧損

	Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)
Depreciation				
— Owned assets	123	157	318	450
— Right-of-use assets	207	158	764	1,218
Staff costs (including Directors' emoluments)				
— Salaries, bonus and allowances and other benefits in kind	7,827	5,190	20,170	16,253
— Commission	229	120	546	374
— Retirement benefits scheme contributions	347	213	1,012	624
	8,403	5,523	21,728	17,251
Cost of inventories sold	3,403	3,344	12,395	11,490
(Reversal)/provision of impairment losses on the trade receivables	—	—	96	(110)
Foreign exchange losses, net	69	212	160	235
Auditor's remuneration	125	215	428	500

7. DIVIDEND

No dividend was declared or paid during the three and nine months ended 31 December 2021 (three and nine months ended 31 December 2020: Nil).

7. 股息

本公司並無於截至2021年12月31日止三個月及九個月宣派或派付股息（截至2020年12月31日止三個月及九個月：無）。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

8. LOSS PER SHARE

(a) Basic loss per Share

The calculation of the basic loss per Share is based on the following:

		Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
		2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)
Loss for the purpose of calculating basic loss per Share	就計算每股基本虧損的虧損	(4,796)	(603)	(10,075)	(2,242)
Number of Shares	股份數目				
Weighted average number of ordinary Shares for the purpose of calculating basic loss per Share	就計算每股基本虧損的普通股加權平均數	800,000,000	800,000,000	800,000,000	800,000,000

(b) Diluted loss per Share

No diluted earnings per Share is presented as the Company did not have any dilutive potential ordinary Shares outstanding during the three and nine months ended 31 December 2021 and 2020.

9. SHARE OPTION SCHEMES

The share option scheme of the Company (the "Share Option Scheme") was adopted pursuant to a resolution passed by the then shareholders of the Company (the "Shareholders") on 18 January 2018 for the primary purpose to attract, retain and motivate talented participants, to strive for future developments and expansion of the Group. Eligible participants of the Share Option Scheme include any employees, executive Directors, non-executive Directors (including independent non-executive Directors), advisers, consultants of the Company or any of its subsidiaries.

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

8. 每股虧損

(a) 每股基本虧損

每股基本虧損乃基於以下數據計算：

		Three months ended 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
		2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)
Loss for the purpose of calculating basic loss per Share	就計算每股基本虧損的虧損	(4,796)	(603)	(10,075)	(2,242)
Number of Shares	股份數目				
Weighted average number of ordinary Shares for the purpose of calculating basic loss per Share	就計算每股基本虧損的普通股加權平均數	800,000,000	800,000,000	800,000,000	800,000,000

(b) 每股攤薄虧損

並無可呈列的每股攤薄盈利，乃因本公司於截至2021年及2020年12月31日止三個月及九個月並無任何流通在外的潛在可攤薄普通股。

9. 購股權計劃

本公司購股權計劃(「該購股權計劃」)乃根據當時本公司股東(「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努力。該購股權計劃的合資格參與者包括本公司或其任何附屬公司的任何僱員、執行董事、非執行董事(包括獨立非執行董事)、顧問及諮詢人。

該購股權計劃將於其獲採納之日起計10年期間維持有效，其後不得再授出購股權，但該購股權計劃的條文在所有其他方面將仍全面有效，而於該購股權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。該購股權計劃的主要條款概要載於本公司就上市而刊發的招股章程附錄四「購股權計劃」一段。自採納以來及直至本報告日期，概無購股權根據該購股權計劃授出、行使、屆滿、註銷或失效。

Management Discussion and Analysis

管理層討論及分析

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 biometrics identification devices, security products and other 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 nine months ended 31 December 2021 was approximately HK\$37.3 million, representing an increase by approximately 13.7% from approximately HK\$32.8 million for the nine months ended 31 December 2020. The increase in revenue was mainly attributable to the net effect of (i) increase in sales of biometrics identification devices, security products and other accessories by approximately HK\$2.9 million (or 13.2%) as compared with the corresponding period in 2020; and (ii) increase in revenue derived from provision of auxiliary and other services by approximately HK\$1.6 million (or 14.2%) as compared with the corresponding period in 2020.

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

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) 銷售生物特徵識別裝置、保安產品以及其他配件；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多個以下功能：(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2021年12月31日止九個月，本集團的收益約為37.3百萬港元，較截至2020年12月31日止九個月約32.8百萬港元增加約13.7%。收益增加主要由於(i) 生物特徵識別裝置、保安產品及其他配件銷售較2020年同期增加約2.9百萬港元(或13.2%)；及(ii) 來自提供配套及其他服務的收益較2020年同期增加約1.6百萬港元(或14.2%)的淨影響。

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 31 December 截至12月31日止三個月		Nine months ended 31 December 截至12月31日止九個月	
	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2021 2021年 HK\$'000 千港元 (unaudited) (未經審核)	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)
Sales of biometrics identification devices, security products and other accessories	6,915	6,036	24,667	21,799
Provision of auxiliary and other services	4,484	3,927	12,586	11,017
	11,399	9,963	37,253	32,816

Management Discussion and Analysis

管理層討論及分析

COST OF SALES AND GROSS PROFIT

The majority of the Group's cost of sales and services rendered was costs of inventories sold. The Group's costs of inventories sold increased by approximately 7.8% to approximately HK\$12.4 million for the nine months ended 31 December 2021 (nine months ended 31 December 2020: approximately 11.5 million). The gross profit margin dropped from approximately 46.9% for the nine months ended 31 December 2020 to approximately 42.2% for the nine months ended 31 December 2021. The gross profit also raised from approximately HK\$15.4 million for the nine months ended 31 December 2020 to approximately HK\$15.7 million for the nine months ended 31 December 2021. The increase in gross profit was mainly due to (i) the increase in sales of biometrics identification devices, security products and other accessories; and (ii) the increase in revenue derived from the provision of auxiliary and other services.

EXPENSES

Staff costs for the nine months ended 31 December 2021 were approximately HK\$21.7 million (nine months ended 31 December 2020: approximately HK\$17.3 million), representing an increase by approximately HK\$4.4 million as compared with that of last corresponding period, which was mainly due to the salary increment during the period.

Administrative expenses for the nine months ended 31 December 2021 were approximately HK\$19.9 million (nine months ended 31 December 2020: approximately HK\$15.3 million), representing an increase by approximately HK\$4.6 million as compared with the last corresponding period, which was mainly due to the increase in staff costs and legal and professional expenses.

LOSS FOR THE PERIOD

The Group incurred a net loss of approximately HK\$10.1 million for the nine months ended 31 December 2021, as compared with a net loss of approximately HK\$2.2 million for the nine months ended 31 December 2020. The increase in net loss was mainly due to (i) an increase in administrative expenses mainly from the increase in staff costs and legal and professional expenses; and (ii) the measures implemented by the governments of the PRC and Macau including locking down to control the rapid spread and reduce the scale of infection of the novel coronavirus disease (COVID-19), which have affected the usual business activities of the areas and disrupted the daily operations of the Group.

The Board does not recommend the payment of dividends for the nine months ended 31 December 2021.

銷售成本及毛利

本集團大部分銷售及已提供服務成本為已售存貨成本。截至2021年12月31日止九個月，本集團的已售存貨成本增加約7.8%至約12.4百萬港元（截至2020年12月31日止九個月：約11.5百萬港元）。毛利率由截至2020年12月31日止九個月約46.9%下跌至截至2021年12月31日止九個月約42.2%。毛利亦由截至2020年12月31日止九個月約15.4百萬港元增加至截至2021年12月31日止九個月約15.7百萬港元。毛利增加主要由於(i)生物特徵識別裝置、保安產品及其他配件銷售增加；及(ii)提供配套及其他服務所得收益增加。

開支

截至2021年12月31日止九個月，員工成本約為21.7百萬港元（截至2020年12月31日止九個月：約17.3百萬港元），較去年同期增加約4.4百萬港元，主要由於期內加薪所致。

截至2021年12月31日止九個月，行政開支約為19.9百萬港元（截至2020年12月31日止九個月：約15.3百萬港元），較去年同期增加約4.6百萬港元，主要由於員工成本以及法律及專業費用增加所致。

期內虧損

截至2021年12月31日止九個月，本集團產生淨虧損約10.1百萬港元，而截至2020年12月31日止九個月則產生淨虧損約2.2百萬港元。淨虧損增加主要由於(i)行政開支增加，主要由於員工成本以及法律及專業費用增加；及(ii)中國及澳門政府推行封城等措施，以控制新冠肺炎(COVID-19)迅速蔓延並降低感染規模，該等措施對有關地區的日常業務活動構成影響，並擾亂了本集團的日常運作。

董事會不建議就截至2021年12月31日止九個月派付股息。

Management Discussion and Analysis

管理層討論及分析

OUTLOOK

The ordinary Shares of HK\$0.01 each have been successfully listed on GEM on 14 February 2018. The Board considers that such public listing status allows the Company to gain access to the capital market for corporate finance exercise, assists the Company in the future business development, enhances the Group's corporate profile and recognition and strengthens the Group's competitiveness.

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 Listing on (i) launching affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in the Southern China; (ii) enhancing the quality of aftersales services and strengthening the operation support as part of the expansion plan of the business in the Southern China; (iii) improving its information technology system; and (iv) setting up a new and separate software development centre in the PRC to further enhance and develop the Group's software.

With the latest spread of COVID-19 in Hong Kong, the Group plans to diversify its business to maintain a healthy portfolio. Leveraging on the experience of the Directors, the Group considers setting up new business lines including artificial intelligence technology solutions, catering management and trade services.

On 27 October 2021, the Board proposes to change the dual foreign name in Chinese of the Company from “匯安智能科技集團有限公司” to “懶豬科技集團有限公司” (the “**Proposed Change of Company Name**”). The English name of the Company will remain unchanged. The Board considers the name “懶豬科技” to be distinctive and humorous. It signifies the Group's ambition to provide smart technology solutions that help people to accomplish mundane tasks with ease. The Proposed Change of Company Name is conditional upon the passing of a special resolution approving the Proposed Change of Company Name by the Shareholders at an extraordinary general meeting and the approval being granted by the Registrar of Companies in the Cayman Islands for the Proposed Change of Company Name.

展望

每股0.01港元的普通股已於2018年2月14日在GEM成功上市。董事會認為，上市地位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。

展望將來，本集團計劃透過加強其營銷能力及加強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，本集團計劃動用上市所得款項淨額，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。

由於香港近期COVID-19疫情擴散，本集團計劃多元化其業務，維持穩健的組合。憑藉各董事的經驗，本集團考慮設立包括人工智能科技解決方案、餐飲管理及貿易服務等新產業鏈。

於2021年10月27日，董事會建議將本公司之中文雙重外文名稱由「匯安智能科技集團有限公司」更改為「懶豬科技集團有限公司」（「**建議更改公司名稱**」）。本公司之英文名稱將維持不變。董事會認為，「懶豬科技」之名稱別樹一幟，詼諧逗趣。此舉表示本集團致力提供智能科技解決方案，幫助人們輕鬆解決瑣事。建議更改公司名稱須待股東於股東特別大會上通過批准建議更改公司名稱之特別決議案及開曼群島公司註冊處處長批准建議更改公司名稱後，方可作實。

Management Discussion and Analysis

管理層討論及分析

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

As at 31 December 2021, 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 (Chapter 571 of the Laws of Hong Kong) (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 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:

Long positions

Ordinary Share

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及淡倉

於2021年12月31日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(香港法例第571章)(「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及淡倉(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及淡倉)，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及淡倉，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：

好倉

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
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	206,000,000 (L)	25.75%
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	206,000,000 (L)	25.75%

Notes:

- 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 206,000,000 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 Shares held by Delighting View under the SFO.

附註：

- 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206,000,000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 the date of this report, 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 and 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，於本報告日期，概無董事及本公司最高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)的任何股份、相關股份或債權證中，擁有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及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 31 December 2021, 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 and/or debentures 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:

Long positions

Ordinary Shares

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2021年12月31日，據董事所知悉，下列人士（並非董事或本公司最高行政人員）於股份或相關股份及／或本公司債權證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；或記錄於本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉；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

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	206,000,000 (L)	25.75%
Mr. Yao Han ("Mr. Yao") (note 3) 姚韓先生(「姚先生」)(附註3)	Beneficial owner 實益擁有人	190,000,000 (L)	23.75%
Ms. Jian Yanmei ("Ms. Jian") (note 3) 蹇豔梅女士(「蹇女士」)(附註3)	Interest of spouse 配偶權益	190,000,000 (L)	23.75%

Notes:

- 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 Shares held by Delighting View under the SFO.
- Ms. Jian is Mr. Yao's spouse and is therefore deemed to be interested in all Shares held by Mr. Yao under the SFO.

附註：

- 英文字母「L」表示股東於本公司股本權益的好倉。
- 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。
- 蹇女士為姚先生之配偶，故根據證券及期貨條例被視為於姚先生所持有的所有股份中擁有權益。

Save as disclosed above, as at the date of this report, the Directors are not aware of any other person, other than the 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 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.

除上文披露者外，於本報告日期，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；或記錄於本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉；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%或以上權益或有該股本的購股權。

Management Discussion and Analysis

管理層討論及分析

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 nine months ended 31 December 2021.

COMPETING INTERESTS

The Directors confirm that as at 31 December 2021, 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.

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

The Company has adopted a code of conduct regarding securities transactions by Directors (the "Model Code") on terms no less exacting than the required standard of dealings (the "Required Standard of Dealings") as set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Upon specific enquiry made to all Directors, the Company was not aware of any non-compliance with the Model Code and the Required Standard of Dealings from the date of Listing up to the date of this report.

CORPORATE GOVERNANCE PRACTICES

The Group has committed to upholding high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial to the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of Shareholders.

The Company has adopted and complied with the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules as its own code and has complied with the CG Code from the date of Listing up to the date of this report, except for the following deviation.

Chairman and Chief Executive Officer

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. Tony Yuen is the chairman and the chief executive officer of the Company. In 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.

The Board has continued to monitor and review the corporate governance principles and practices to ensure compliance.

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2021年12月31日止九個月內，概無購買、出售或贖回任何本公司上市證券。

競爭權益

董事確認，於2021年12月31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。

遵守董事進行證券交易的必守標準

本公司就董事進行證券交易採納條款不遜於GEM上市規則第5.48至5.67條所載交易必守準則（「交易必守準則」）之操守守則（「標準守則」）。

經向全體董事進行具體查詢後，本公司並不知悉由上市日期至本報告日期違反標準守則及交易必守準則。

企業管治常規

本集團致力維持高水準企業管治。董事會認為增加公眾問責性及企業管治有利於本集團穩健增長、提高顧客及供應商的信心，以及保障股東的利益。

本公司已採納及遵守GEM上市規則附錄15所載之企業管治守則（「企業管治守則」）作為其自身之守則，並於上市日期起直至本報告日期遵守企業管治守則，惟下列偏離事項除外。

主席及行政總裁

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。

董事會已持續監察及審閱企業管治原則及常規以確保合規。

Management Discussion and Analysis

管理層討論及分析

AUDIT COMMITTEE

The Company has established an audit committee (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. Poon Wai Hung Richard and Ms. Wang Xiaoman.

The unaudited condensed consolidated financial statements of the Company for the nine months ended 31 December 2021 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, 8 February 2022

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

審核委員會

本公司已遵循GEM上市規則第5.28及5.29條及企業管治守則守則條文第C.3.3及C.3.7條成立審核委員會(「**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)、潘偉雄先生及王曉曼女士。

本公司截至2021年12月31日止九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
Prime Intelligence Solutions Group Limited
匯安智能科技集團有限公司
主席
阮國偉先生

香港，2022年2月8日

於本報告日期，執行董事為阮國偉先生、阮美玲女士、孫毅珠女士及梅栢權先生；非執行董事為任超凡先生；及獨立非執行董事為鍾定縉先生、潘偉雄先生及王曉曼女士。



PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED
匯安智能科技集團有限公司