

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

2022/23

First Quarterly Report

第一季度業績報告



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 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。

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 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.

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，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倚賴該等內容而引致之任何損失承擔任何責任。

本報告之資料乃遵照聯交所 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」)資料。本公司的董事(「董事」)願就本報告的資料共同及個別承擔全部責任。各董事經作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，並無誤導或欺詐成分，且並無遺漏任何其他事項，足以致令本報告或其所載任何陳述產生誤導。

The board (the “**Board**”) of Directors of the Company hereby presents the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months ended 30 June 2022 (the “**Reporting Period**”) together with the unaudited comparative figures for the corresponding period in 2021 (the “**Corresponding Period**” or “**2021**”) as follows:

本公司董事會(「**董事會**」)謹此提呈本公司及其附屬公司(統稱「**本集團**」)截至二零二二年六月三十日止三個月(「**報告期間**」)之未經審核綜合業績，連同二零二一年同期(「**同期**」或「**二零二一年**」)之未經審核比較數字如下：

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

簡明綜合損益及其他全面收益表(未經審核)

For the three months ended 30 June 2022

截至二零二二年六月三十日止三個月

Three months ended 30 June
截至六月三十日止三個月

			2022 二零二二年 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)
Revenue	收益	3	5,165	9,783
Cost of sales and services	銷售及服務成本		(4,387)	(8,897)
Gross profit	毛利		778	886
Other income	其他收入	4	298	846
Administrative expenses	行政開支		(4,438)	(7,690)
Finance costs	財務費用		(252)	(37)
Loss before income tax	除所得稅前虧損		(3,614)	(5,995)
Income tax expense	所得稅開支	5	-	-
Loss for the period	期內虧損		(3,614)	(5,995)
Other comprehensive income	其他全面收益			
<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		161	70
Other comprehensive income for the period, net of tax	期內其他全面收益(扣除稅項)		161	70
Total comprehensive expense for the period, net of tax	期內全面開支總額(扣除稅項)		(3,453)	(5,925)

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

簡明綜合損益及其他全面收益表(未經審核)(續)

For the three months ended 30 June 2022

截至二零二二年六月三十日止三個月

Three months ended 30 June
截至六月三十日止三個月

			2022 二零二二年 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)
	Note 附註			
Loss for the period attributable to:	以下人士應佔			
	期內虧損：			
Owners of the Company	本公司擁有人		(3,168)	(5,105)
Non-controlling interests	非控股權益		(446)	(890)
			(3,614)	(5,995)
Total comprehensive expense for the period attributable to:	以下人士應佔期內			
	全面開支總額：			
Owners of the Company	本公司擁有人		(3,394)	(4,986)
Non-controlling interests	非控股權益		(59)	(939)
			(3,453)	(5,925)
Loss per share attributable to the owners of the Company:	本公司擁有人應佔			
	每股虧損：			
— Basic (in HK cents)	— 基本(港仙)	6	(0.23)	(0.38)
— Basic (in HK cents)	— 基本(港仙)	6	(0.23)	(0.38)

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the three months ended 30 June 2022

截至二零二二年六月三十日止三個月

		Attributable to owners of the Company 本公司擁有人應佔						Non- controlling	Total
		Share capital 股本 HK\$'000 千港元 (unaudited) (未經審核)	Share premium 股份溢價 HK\$'000 千港元 (unaudited) (未經審核)	Translation reserve 兌換儲備 HK\$'000 千港元 (unaudited) (未經審核)	Accumulated losses 累計虧損 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)	interests 非控股權益 HK\$'000 千港元 (unaudited) (未經審核)	Total 總額 HK\$'000 千港元 (unaudited) (未經審核)	
1 April 2021	於二零二一年四月一日	135,625	99,935	(5,630)	(201,517)	28,413	(3,521)	24,892	
Comprehensive expense	全面開支								
Loss for the period	期內虧損	-	-	-	(5,105)	(5,105)	(890)	(5,995)	
Other comprehensive expense	其他全面開支								
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	119	-	119	(49)	70	
Total comprehensive income/ (expense) for the period	期內全面收益/ (開支)總額	-	-	119	(5,105)	(4,986)	(939)	(5,925)	
Transaction with owners:	與擁有人之交易：								
Acquisition of a subsidiary	收購附屬公司	-	-	-	-	-	(216)	(216)	
Total transaction with owners	與擁有人之交易總額	-	-	-	-	-	(216)	(216)	
As at 30 June 2021	於二零二一年六月三十日	135,625	99,935	(5,511)	(206,622)	23,427	(4,676)	18,751	
As at 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及二零二二年四月一日	135,625	99,935	(5,147)	(219,706)	10,707	(7,456)	3,251	
Comprehensive expense	全面開支								
Loss for the period	期內虧損	-	-	-	(3,168)	(3,168)	(446)	(3,614)	
Other comprehensive expense	其他全面開支								
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	(226)	-	(226)	387	161	
Total comprehensive expense for the period	期內全面開支總額	-	-	(226)	(3,168)	(3,394)	(59)	(3,453)	
As at 30 June 2022	於二零二二年六月三十日	135,625	99,935	(5,373)	(222,874)	7,313	(7,515)	(202)	

Notes:

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 parent and ultimate holding company of the Company is Happy On Holdings Limited, which was incorporated in the British Virgin Islands.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial information of the Group for the three months ended 30 June 2022 (the “**Condensed Financial Report**”) has been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

附註：

1. 一般資料

量子思維有限公司(「**本公司**」)於二零二零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。本公司之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。

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

2. 編製基準

本集團截至二零二二年六月三十日止三個月之未經審核簡明綜合財務資料(「**簡明財務報告**」)乃根據香港會計師公會頒佈之香港財務報告準則及聯交所GEM證券上市規則之適用披露規定編製。

2. BASIS OF PREPARATION (Continued)

The Condensed Financial Report should be read in conjunction with the annual financial statements of the Company for the year ended 31 March 2022 (the “**2022 Annual Financial Statements**”). The principal accounting policies used in the Condensed Financial Report are consistent with those adopted in the 2022 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 2022.

The adoption of the new and revised HKFRSs has had no significant effect on these unaudited condensed consolidated financial statements for the three months ended 30 June 2022 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the three months ended 30 June 2022.

The Group has not applied any new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations to the Group but is yet to be in a position to state whether they would have any material financial impact on the Group’s results of operations and financial position.

2. 編製基準(續)

簡明財務報告應與本公司截至二零二二年三月三十一日止年度之年度財務報表(「二零二二年度財務報表」)一併閱覽。簡明財務報告與二零二二年度財務報表所採用之主要會計政策貫徹一致，惟採納對本集團於二零二二年四月一日開始年度期間之財務報表相關及生效之新訂或經修訂香港財務報告準則除外。

採納新訂及經修訂香港財務報告準則對該等截至二零二二年六月三十日止三個月之未經審核簡明綜合財務報表並無重大影響，而該等截至二零二二年六月三十日止三個月之未經審核簡明綜合財務報表所採用之會計政策亦並無重大變化。

本集團並未採用任何已頒佈但尚未生效之新訂及經修訂準則、修訂本或詮釋。本集團現正評估採納該等新訂及經修訂準則、修訂本或詮釋對本集團之影響，惟尚未能指出其會否對本集團的經營業績及財務狀況造成任何重大財務影響。

2. BASIS OF PREPARATION (Continued)

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.

3. REVENUE

Revenue represents the net invoiced value of goods sold and net value of services rendered, after allowances for returns and trade discounts.

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

2. 編製基準(續)

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閱。

3. 收益

收益指扣除退貨及商業折扣撥備後已售貨品之發票淨值及已提供服務之淨值。

本集團旗下各公司間所有重大交易已於綜合賬目時對銷。報告期間確認之收益如下：

Three months ended 30 June 截至六月三十日止三個月

		2022 二零二二年 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)
Revenue:	收益：		
Hardware	硬件	1,039	4,803
Services	服務		
— System development	— 系統開發	3,565	4,508
— Consultancy	— 諮詢	561	472
		5,165	9,783

4. OTHER INCOME

4. 其他收入

Three months ended 30 June
截至六月三十日止三個月

		2022 二零二二年 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)
Interest income from bank deposits	銀行存款的利息收入	3	2
Investment income from financial assets designated as at FVTPL	指定按公平值計入損益的金融資產的投資收入	93	240
Government grants (note)	政府補助(附註)	80	576
Others	其他	122	28
		298	846

Note: The amount represented the government grants received from the People's Republic of China (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：該款項為中華人民共和國（「中國」）地方政府機關就補貼本集團的科技及經營活動而收取的政府補助，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。

5. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made for the three months ended 30 June 2022 as the Group had incurred losses for taxation purpose (three months ended 30 June 2021: Nil as the Group had incurred losses for taxation purpose). No PRC enterprise income tax has been provided for the three months ended 30 June 2022 and 2021 as the Group has incurred losses for taxation purposes.

5. 所得稅開支

由於本集團錄得稅項虧損，故截至二零二二年六月三十日止三個月並無就香港利得稅計提撥備（截至二零二一年六月三十日止三個月：無，原因是本集團錄得稅項虧損）。由於本集團錄得稅項虧損，故截至二零二二年及二零二一年六月三十日止三個月並無計提中國企業所得稅撥備。

Three months ended 30 June 截至六月三十日止三個月

		2022 二零二二年 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)
Current period	本期內	-	-
		-	-

Deferred tax has not been provided for the Group because the Group had no material temporary differences as at 30 June 2022 (30 June 2021: Nil).

由於本集團在二零二二年六月三十日並無重大暫時差額，故並無就遞延稅項計提撥備（二零二一年六月三十日：無）。

6. LOSS PER SHARE

Basic loss per share is calculated by dividing the loss attributable to owners of the Company for the Reporting Period of approximately HK\$3,168,000 (three months ended 30 June 2021: loss of HK\$5,105,000) by the weighted average number of 1,356,250,000 (30 June 2021: 1,356,250,000) ordinary shares in issue during the period.

Diluted loss per share for the three months ended 30 June 2022 and 2021 equals to the basic loss per share as the Group had no potential ordinary shares in issue.

7. DIVIDEND

The Board does not recommend the payment of any dividend in respect of the three months ended 30 June 2022 (three months ended 30 June 2021: Nil).

8. 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.

6. 每股虧損

每股基本虧損乃按本公司擁有人應佔報告期間虧損約3,168,000港元(截至二零二一年六月三十日止三個月：虧損5,105,000港元)，除以期內已發行普通股加權平均數1,356,250,000股(二零二一年六月三十日：1,356,250,000股)計算。

截至二零二二年及二零二一年六月三十日止三個月之每股攤薄虧損相等於每股基本虧損，乃由於本集團並無發行潛在普通股。

7. 股息

董事會不建議派付截至二零二二年六月三十日止三個月之任何股息(截至二零二一年六月三十日止三個月：無)。

8. 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。

8. ACQUISITION OF A SUBSIDIARY (Continued)

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

		HK\$'000 千港元 (unaudited) (未經審核)
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.

Net cash inflow on acquisition of Zhongzhisuxun Technology Development

		HK\$'000 千港元 (unaudited) (未經審核)
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	14
		6

On 28 February 2022, the Group entered into a sale and purchase agreement with an independent third party not connected with the Group for the disposal of entire equity interest in Zhongzhisuxun Technology Development, an indirectly non-wholly owned subsidiary of the Company, at a cash consideration of RMB1 (equivalent to HK\$1).

8. 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佔已收購負債淨額的比例計算，約為216,000港元。

收購中智速訊科技發展的現金流入淨額

於二零二二年二月二十八日，本集團與本集團無關連的獨立第三方簽訂買賣協議，出售本公司間接非全資附屬公司中智速訊科技發展的全部股權，現金代價為人民幣1元(相當於1港元)。

Review and Prospects

FINANCIAL REVIEW

During the three months ended 30 June 2022 (the “**Reporting Period**”), Quantum Thinking Limited (the “**Company**”) and its subsidiaries (together with the Company, the “**Group**”) recorded a revenue of approximately HK\$5,165,000, representing a decrease of approximately 47% when compared with approximately HK\$9,783,000 for the corresponding period last year (the “**Corresponding Period**”). Loss before income tax of the Group for the Reporting Period was approximately HK\$3,614,000, representing a decrease of approximately 40% when compared with approximately HK\$5,995,000 for the Corresponding Period. Loss attributable to owners of the Company for the Reporting Period was approximately HK\$3,168,000, representing a decrease of approximately 38% when compared with approximately HK\$5,105,000 for the Corresponding Period.

INDUSTRY OVERVIEW

For the Reporting Period, the information system solution industry in the People’s Republic of China (the “**PRC**” or “**China**”) was mired in a difficult and volatile business environment. The massive resurgence of the novel coronavirus pneumonia pandemic in late February and March of 2022 in the country and the ongoing Sino-United States trade conflicts combined to dampen the PRC’s economic growth and delayed both the projects undertaken by the information system solution providers and negotiations over the contracts for such projects in China. Many information system solution projects were even scaled down.

回顧及前景

財務回顧

於截至二零二二年六月三十日止三個月（「**報告期間**」），量子思維有限公司（「**本公司**」）及其附屬公司（連同本公司統稱「**本集團**」）錄得收入約5,165,000港元，較去年同期（「**同期**」）約9,783,000港元減少約47%。於報告期間，本集團之除所得稅前虧損約為3,614,000港元，與同期之約5,995,000港元相比減少約40%。於報告期間，本公司擁有人應佔虧損約為3,168,000港元，與同期之約5,105,000港元相比減少約38%。

行業概覽

於報告期間，中華人民共和國（「**中國**」）信息系統解決方案行業的營商環境艱難多變。於二零二二年二月底及三月，新型冠狀病毒肺炎疫情在中國再度大規模爆發，加上中美貿易衝突持續，抑制了中國的經濟增長，並阻延了中國信息系統解決方案供應商所承接的項目以及有關項目的合同洽談；多個信息系統解決方案項目甚至縮減規模。

Moreover, the Chinese government tightened its regulation of the online/offline digital payment services as it piloted the digital renminbi (or Digital Currency Electronic Payment which is abbreviated as DCEP and 數字貨幣電子支付 in Chinese). This affected the industry which is related to such services.

However, the pandemic has sped up the trend towards the digitalization of businesses and thus benefitted certain sectors of China's information system solution industry. For instance, electronic signature, as a technology that is an integral part of the digitalization of China's economy, gained traction. iiMedia Research, a data mining and analysis organization for new economy industries, predicted that China's electronic signature market would grow from RMB15.28 billion in 2021 to RMB21.71 billion in 2022 and RMB40.42 billion in 2024 (Source: "電子簽名行業數據分析：2022年中國電子簽名市場規模預計將達217.1億元" posted on iiMedia Research's website iiMedia.cn on 14 February 2022).

Artificial intelligence ("AI") and robotic process automation ("RPA") were other industries that also thrived amid the pandemic, which caused labour shortage and thus a rise in wages.

BUSINESS REVIEW

It was against the backdrop of the raging pandemic, economic slowdown and the protracted Sino-United States trade conflicts that the Group persevered with business transformation and diversification. It is pursuing a two-pronged business strategy of fostering both the back-end and front-end businesses of information technology software and system development.

During the Reporting Period, it continued building up its business of back-end information technology software and system development such as that for information verification. It was also diversifying into AI services and solutions and robotic process automation.

此外，中國政府因試行推廣數字人民幣(亦稱數字貨幣電子支付，簡稱DCEP)而收緊對線上／線下支付系統服務的監管，此舉影響了與該類服務相關的行業。

然而，疫情加快了企業數字化的趨勢，令中國信息系統解決方案行業某些領域受惠，例如，電子簽署此一中國經濟數字化的關鍵科技得以更加普及。新興經濟行業數據挖掘及分析機構艾媒諮詢預測，中國的電子簽署市場規模將由二零二一年的人民幣152.8億元增長至二零二二年的人民幣217.1億元及二零二四年的人民幣404.2億元(資料來源：於二零二二年二月十四日於艾媒諮詢網站(艾媒網)上刊登的「電子簽名行業數據分析：2022年中國電子簽名市場規模預計將達217.1億元」)。

疫情導致勞工短缺，令工資上漲，也讓人工智能及機器人流程自動化行業崛起。

業務回顧

疫情肆虐，經濟放緩，中美貿易摩擦持續，在此艱難的大環境下，本集團砥礪前行，繼續推進業務轉型及多元化，採取雙管齊下的業務策略，同時培育前端和後端的信息科技軟件及系統開發業務。

於報告期間，本集團繼續發展後端信息技術軟件及系統開發業務，如信息核驗業務，並擴展至人工智能服務及解決方案，以及機器人流程自動化等領域。

For instance, during the fourth quarter of the previous financial year ended 31 March 2022 (the “**previous financial year**”), the Company’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 a contract to build an infrastructure for real-name system management based on eCitizen digital identity verification technology for a technology development company. CITIC Cyber Security will provide 5G-eCitizen SIM cards, develop applications customized for certain occasions, and provide technical support. A wholly-owned subsidiary of CITIC Cyber Security signed an agreement to authorize a website of a technology company that builds a smart city to replicate digitally, issue and disseminate on information network the video content of an education course. That wholly-owned subsidiary of CITIC Cyber Security also signed a contract to provide, install, operate and maintain intelligent bookcases that serve as automatic libraries of both print books and digital reading materials for a culture industry company.

During the third quarter of the previous financial year, CITIC Cyber Security signed separate contracts to design a total solution and system for AI-based recognition and facial recognition system for an automated fare collection system of a metro company in China on behalf of a robotics and industrial automation device company, to conduct overhauls and tests of the cyber security of a corporate cultural exchange organizing and corporate management consulting company and to provide cyber security services for it. CITIC Cyber Security also signed separate contracts to provide, install, operate and maintain intelligent bookcases that serve as automatic libraries of both print books and digital reading materials for an equity exchange and a property development and management firm. It also undertook a project of testing software on behalf of a technology company.

例如，於截至二零二二年三月三十一日止上一個財政年度第四季度，本公司持有70%股權的深圳市中信網安認證有限公司(「**中信網安**」)簽訂一份合約，為一家科技發展公司建設基於e公民數字身份認證技術的實名制管理體系的基礎設施。中信網安將提供5G e公民SIM卡，開發針對特定場合的應用程式，並提供技術支援。中信網安的一家全資附屬公司簽訂一份合約，授權一家建設智慧城市的科技公司的網站以數碼方式複製、發布，並在信息網絡上傳播教育課程視頻內容。該中信網安的全資附屬公司亦簽訂一份合約，為一家文化產業公司提供、安裝、運營及維護智能書櫃，該智能書櫃是可借出紙質書籍及數字化閱讀資源的自動圖書館。

於上一個財政年度的第三季度，中信網安與數家公司各別簽訂多項合約，包括與一家機器人及工業自動化設備公司合作，為中國一家地鐵公司的自動售檢票系統設計人工智能的識別及面部識別系統的總體解決方案及系統；向一家企業文化交流組織及企業管理諮詢公司提供網絡信息安全檢查及測試，並為其提供網絡安全保障服務；為一家產權交易所及一家房地產開發及管理公司各別提供、安裝、運營及維護智能書櫃，該智能書櫃是可供借出紙質書籍及數字化閱讀資源的自動圖書館；以及為一家科技公司測試軟件。

CITIC Cyber Security had earlier entered into an agreement dated 30 September 2020 to form a digital technology joint venture company with China's three major telecommunications carriers and a wholly-owned subsidiary of 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 provide financial institutions, government departments and enterprises with digital solutions for cyber security. As at 30 June 2022, the joint venture company has not yet been established.

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.

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，與中國三大電信營運商以及一家國有公眾安全技術公司的全資附屬公司成立數字科技合資公司(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。截至二零二二年六月三十日，該合資公司尚未成立。

中信網安取得這些業務發展突破，實有賴於其過往的成就，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專有產品，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。

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.

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; and designing mobile web pages for marketing on behalf of an information technology firm and its client as an end-user and providing technical support for them in running such web pages.

Meanwhile, it is also preparing to develop a business of front-end information technology software and system development such as that for wearable devices. The front-end business will enable the Group to build its brand in the end-user market and thus create its brand awareness.

1. 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, the maximum number of tenants was 40.

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。

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；以及為一家信息科技公司及其最終合作用戶設計用於營銷的移動互聯網頁面，並提供技術支援。

同時，本公司亦準備開展可應用於可穿戴設備的前端信息科技軟件及系統開發業務。此前端業務將有助本集團在終端用戶市場創立自家品牌，從而建立其品牌知名度。

1. 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，租戶數目最多為四十名。

2. 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.

3. Conducting information verification for other companies

During the financial year ended 31 March 2021, CITIC Cyber Security had signed two separate contracts to conduct information verification for a securities brokerage and a certificate authority through websites, 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. 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.

2. 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。

3. 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，中信網安已分別簽訂了兩份合約，透過網站、應用程式編程接口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。

4. 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。

5. Provision, installation, operation and maintenance of intelligent bookcases

During the financial year ended 31 March 2022, CITIC Cyber Security and its wholly-owned subsidiary signed three separate contracts to provide, install, operate and maintain intelligent bookcases that serve as automatic libraries of both print books and digital reading materials for an equity exchange, a property development and management firm and a culture industry company.

6. Building infrastructure for real-name system management based on eCitizen digital identity verification technology

In March 2022, CITIC Cyber Security signed a contract to build an infrastructure for real-name system management based on eCitizen digital identity verification technology for a technology development company. CITIC Cyber Security will provide 5G-eCitizen SIM cards, develop applications customized for certain occasions, and provide technical support.

7. Authorizing a website to replicate digitally, issue and disseminate on information network the video content of an education course

In January 2022, a wholly-owned subsidiary of CITIC Cyber Security signed an agreement to authorize a website of a technology company that builds a smart city to replicate digitally, issue and disseminate on information network the video content of an education course.

8. Designing mobile web pages for marketing

In June 2022, the Company's wholly-owned subsidiary, Shenzhen YBDS IT Co., Ltd. (深圳市韻博信息科技有限公司) signed a contract to design mobile web pages for marketing on behalf of an information technology firm and its client as an end-user and to provide technical support for them in running such web pages for the client's marketing campaigns.

5. 提供、安裝、運營及維護智能書櫃

於截至二零二二年三月三十一日止財政年度，中信網安及其全資附屬公司簽訂了三份合約，分別為一家產權交易所、一家房地產開發及管理公司及一家文化產業公司提供、安裝、運營及維護智能書櫃，該智能書櫃是可借出紙質書籍及數字化閱讀資源的自動圖書館。

6. 建設基於e公民數字身份認證技術的實名制管理體系基礎設施

於二零二二年三月，中信網安簽訂一份合約，為一家科技公司建設基於e公民數字身份認證技術的實名制管理體系的基礎設施。中信網安將提供5G e公民SIM卡，開發針對特定場合的應用程式，並提供技術支援。

7. 授權一個網站以數碼方式複製、發布，並在信息網絡上傳播教育課程視頻內容

於二零二二年一月，中信網安一間全資附屬公司簽訂一份合約，授權一家建設智慧城市的科技公司的網站以數碼方式複製、發布，並在信息網絡上傳播教育課程視頻內容。

8. 設計用於營銷的移動互聯網頁面

於二零二二年六月，本公司的全資附屬公司深圳市韻博信息科技有限公司簽訂一份合約，為一家信息科技公司及其作為最終用戶的客戶設計用於營銷的移動互聯網頁面，並於彼等利用該頁面執行客戶的營銷活動時，提供技術支援。

PROSPECT

The volatile pandemic and the United States of America's continued sanctions against certain Chinese technology companies will still cast uncertainty over the prospect of China's information system solution industry.

To get through the difficult business environment, the Group will press ahead with its business transformation and diversification. For instance, it has been building up its businesses of internet electronic identity authentication, electronic signature and AI services and solutions. Such moves are aimed at capitalizing on China's flourishing digital economy and the growing trends towards digitalization and automation among businesses.

During the previous financial year, Shenzhen YBDS IT Co., Ltd. signed a framework agreement to provide training in and consultancy on RPA for a software and information technology service company. Such training in and consultancy on RPA will enable a leading telecommunications company to provide some AI-based customer services such as answering customer enquiries about outstanding fees and unused quota of data transmission without involving any manpower. Such AI services and solutions not only can replace manual workers in simple and routine jobs and thus can relieve the pressure of the rising labour cost, but also can lay the foundation of big data analytics, which can help companies to promote certain new services or products among target customers.

In addition to the business of back-end information technology software and system development, the Group is also preparing to start a business of front-end information technology software and system development such as that for wearable devices. The front-end business will enable the Group to build its brand in the end-user market and thus create its brand awareness.

Such initiatives not only can broaden the income stream to help the Group overcome the difficult business environment but also can add impetus to the Group's business development for the long term.

前景

疫情反復，以及美國繼續制裁一些中國科技公司，中國信息系統解決方案行業的前景仍然極不明朗。

為渡過困難的營商環境，本集團將繼續推進業務轉型及多元化，例如，致力發展互聯網電子身份核驗、電子簽署，以及人工智能服務及解決方案等業務，以期在中國蓬勃的數字經濟，以及企業日趨普及的數字化和自動化的趨勢中積極把握機遇。

於上一個財政年度，深圳市韻博信息科技有限公司簽訂一份框架協議，為一家軟件及信息科技服務公司提供機器人流程自動化方面的培訓及諮詢。此類機器人流程自動化培訓及諮詢旨在使一家領先電信公司能夠提供多種人工智能客戶服務，例如無需人力介入都能夠回答客戶有關未付費用及尚未使用的數據流量的查詢。此類人工智能服務及解決方案不僅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，亦可以為大數據分析作鋪墊，幫助企業向目標客戶推廣若干新服務或產品。

除了後端信息技術軟件及系統開發的業務外，本集團亦準備開展可應用於可穿戴設備的前端信息科技軟件及系統開發業務，從而在終端用戶市場創立自家品牌，建立其品牌知名度。

上述諸舉措不僅可以擴闊收入來源，幫助本集團渡過艱難的經營環境，也可以為其業務的長遠發展增添動力。

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 IT Co., Ltd.* (廣州韻博信息科技有限公司) (“**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.

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.

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信息科技有限公司(「**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。

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。

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.

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 June 2022, (i) Mr. Wang Xiaoqi is interested in 382,000 ordinary shares of the Company, representing approximately 0.028% of the total number of 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 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 ordinary shares of the Company. Save as disclosed above, as at 30 June 2022, none of the other directors of the Company (the “**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 of the Company as referred to in Rule 5.46 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

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。

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

於二零二二年六月三十日，(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，佔本公司普通股總數約0.05%。除上文所披露者外，於二零二二年六月三十日，概無本公司其他董事（「**董事**」）或彼等各自之聯繫人士及本公司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，或根據聯交所GEM證券上市規則（「**GEM上市規則**」）第5.46條所指本公司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 June 2022, 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

於二零二二年六月三十日，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 June 2022
股東名稱／姓名	身份	所持已發行普通股數目 (Note 2) (附註2)	於二零二二年六月三十日佔已發行股本概約百分比 (Note 3) (附註3)
Happy On (Note 1)	Beneficial owner	987,888,771 (L)	72.83%
Happy On (附註1)	實益擁有人		
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:

1. 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.
2. "L" means long positions in the shares.
3. Based on 1,356,250,000 shares of the Company in issue as at 30 June 2022.

Save as disclosed above, as at 30 June 2022, 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.

附註：

1. 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」指股份之好倉。
3. 根據本公司於二零二二年六月三十日已發行1,356,250,000股股份計算。

除上文披露者外，於二零二二年六月三十日，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。

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.

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 management shareholders or substantial shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) had any interests in a business which competed with or might compete with the 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 enquiry of all Directors, 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.

董事收購股份或債券之權利

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或彼等各自之配偶或未成子女，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；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。

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，本公司董事或管理層股東或主要股東或彼等各自之緊密聯繫人士（定義見GEM上市規則）概無在已經或可能與本集團業務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。經向全體董事作出特定查詢後，於整個報告期間，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。

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established in May 2000, and the Company had adopted a revised specific terms of reference on 10 January 2019 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.

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, 11 August 2022

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

本公司審核委員會(「**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條之規定於二零一九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，全體均為獨立非執行董事。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。

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，二零二二年八月十一日

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