

# 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** 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。

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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 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 2021 (the “**Reporting Period**”) together with the unaudited comparative figures for the corresponding period in 2020 (the “**Corresponding Period**” or “**2020**”) 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**」)截至二零二一年六月三十日止三個月(「**報告期間**」)之未經審核綜合業績，連同二零二零年同期(「**同期**」或「**二零二零年**」)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 2021

截至二零二一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

		Note	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>	3	<b>9,783</b>	10,242
Cost of sales and services	銷售及服務成本		<b>(8,897)</b>	(9,346)
<b>Gross profit</b>	<b>毛利</b>		<b>886</b>	896
Other income	其他收入	4	<b>846</b>	834
Administrative expenses	行政開支		<b>(7,690)</b>	(6,545)
Finance costs	財務費用		<b>(37)</b>	(82)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>		<b>(5,995)</b>	(4,897)
Income tax expense	所得稅開支	5	-	-
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(5,995)</b>	(4,897)
<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		<b>70</b>	(69)
<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>70</b>	(69)
<b>Total comprehensive expense for the period, net of tax</b>	<b>期內全面開支總額 (扣除稅項)</b>		<b>(5,925)</b>	(4,966)

# 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 2021

截至二零二一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	
		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>Loss for the period attributable to:</b>	以下人士應佔期內虧損：		
Owners of the Company	本公司擁有人	(5,105)	(4,197)
Non-controlling interests	非控股權益	(890)	(700)
		<b>(5,995)</b>	<b>(4,897)</b>
<b>Total comprehensive expense for the period attributable to:</b>	以下人士應佔期內全面開支總額：		
Owners of the Company	本公司擁有人	(4,986)	(4,197)
Non-controlling interests	非控股權益	(939)	(769)
		<b>(5,925)</b>	<b>(4,966)</b>
<b>Loss per share attributable to the owners of the Company:</b>	本公司擁有人應佔每股虧損：		
– Basic (in HK cents)	– 基本(港仙)	6	(0.38)
– Diluted (in HK cents)	– 攤薄(港仙)	6	(0.31)

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the three months ended 30 June 2021

截至二零二一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 interests	
		Share capital	Share premium	Translation reserve	Accumulated losses	Total	Total	Total	
		股本	股份溢價	兌換儲備	累計虧損	總計	非控股權益	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)	
1 April 2020	於二零二零年四月一日	135,625	99,935	(5,448)	(218,220)	11,892	(21,333)	(9,441)	
<b>Comprehensive expense</b>	<b>全面開支</b>								
Loss for the period	期內虧損	-	-	-	(4,197)	(4,197)	(700)	(4,897)	
<b>Other comprehensive expense</b>	<b>其他全面開支</b>								
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	(69)	(69)	
<b>Total comprehensive expense for the period</b>	<b>期內全面開支總額</b>	-	-	-	(4,197)	(4,197)	(769)	(4,966)	
<b>As at 30 June 2020</b>	<b>於二零二零年六月三十日</b>	<b>135,625</b>	<b>99,935</b>	<b>(5,448)</b>	<b>(222,417)</b>	<b>7,695</b>	<b>(22,102)</b>	<b>(14,407)</b>	
As at 31 March 2021 and 1 April 2021	於二零二一年三月三十一日及二零二一年四月一日	<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 expense</b>	<b>全面開支</b>								
Loss for the period	期內虧損	-	-	-	(5,105)	(5,105)	(890)	(5,995)	
<b>Other comprehensive expense</b>	<b>其他全面開支</b>								
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	
<b>Total comprehensive income/ (expense) for the period</b>	<b>期內全面收益/(開支)總額</b>	-	-	119	(5,105)	(4,986)	(939)	(5,925)	
<b>Transaction with owners:</b>	<b>與擁有人之交易:</b>								
Acquisition of a subsidiary	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)	
<b>As at 30 June 2021</b>	<b>於二零二一年六月三十日</b>	<b>135,625</b>	<b>99,935</b>	<b>(5,511)</b>	<b>(206,622)</b>	<b>23,427</b>	<b>(4,676)</b>	<b>18,751</b>	

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 “**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.

附註：

## 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(「**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 information of the Group for the three months ended 30 June 2021 (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 (“**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.

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 2021 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 2021.

## 2. 編製基準

本集團截至二零二一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(「**香港會計師公會**」)頒佈之香港財務報告準則(「**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，惟採納對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二零二一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，而該等截至二零二一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。

## 2. BASIS OF PREPARATION (Continued)

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.

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(續)

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。

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. 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:

### 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

		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	4,803	4,395
Services	服務		
— System development	— 系統開發	4,508	5,509
— Consultancy	— 諮詢	472	338
		<b>9,783</b>	10,242

#### 4. OTHER INCOME

#### 4. 其他收入

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

		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)
Interest income from bank deposits	銀行存款的利息收入	2	80
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	240	218
Government grants (note)	政府補助(附註)	576	197
Others	其他	28	339
		<b>846</b>	<b>834</b>

Note: The amount represented the government grants received from the People's Republic of China (the "PRC" or "China") 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 2021 as the Group had incurred losses for taxation purpose (three months ended 30 June 2020: 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 2021 and 2020 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，故截至二零二一年六月三十日止三個月並無就香港利得稅計提撥備（截至二零二零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，故截至二零二一年及二零二零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

		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)
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 2021 (30 June 2020: Nil).

由於本集團在二零二一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（二零二零年六月三十日：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\$5,105,000 (three months ended 30 June 2020: loss of HK\$4,197,000) by the weighted average number of 1,356,250,000 (30 June 2020: 1,356,250,000) ordinary shares in issue during the period.

Diluted loss per share for the three months ended 30 June 2021 and 2020 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 2021 (three months ended 30 June 2020: 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.

## 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5,105,000港元(截至二零二零年六月三十日止三個月:虧損4,197,000港元),除以期內已發行普通股加權平均數1,356,250,000股(二零二零年六月三十日:1,356,250,000股)計算。

截至二零二一年及二零二零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二零二一年六月三十日止三個月之任何股息(截至二零二零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。

## 8. ACQUISITION OF A SUBSIDIARY (Continued)

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.

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：已收購淨負債	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
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

## 8. 收購附屬公司(續)

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。

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負債淨額的比例計量，約為216,000港元。

收購中智速訊科技發展的現金流入淨額

# Review and Prospects

## FINANCIAL REVIEW

During the three months ended 30 June 2021 (the “**Reporting Period**”), Quantum Thinking Limited (the “**Company**”) and its subsidiaries (together with the Company, the “**Group**”) recorded a revenue of approximately HK\$9,783,000, representing a decrease of approximately 4% when compared with approximately HK\$10,242,000 in the corresponding period in the last year (the “**Corresponding Period**”). Loss before income tax of the Group for the Reporting Period was approximately HK\$5,995,000, compared with loss before income tax of approximately HK\$4,897,000 for the Corresponding Period. Loss attributable to owners of the Company for the Reporting Period was approximately HK\$5,105,000, compared with loss attributable to owners of the Company of approximately HK\$4,197,000 for the Corresponding Period.

## INDUSTRY OVERVIEW

During the Reporting Period, although the People’s Republic of China (the “**PRC**” or “**China**”) achieved an economic recovery on the back of its success in containing the novel coronavirus pneumonia pandemic, the adverse impact of the disease on the country’s information system solution industry persisted. Meanwhile, the United States of America (the “**United States**”) government’s sanctions against and restrictions on certain technology companies from China continued to cause a decline in that industry’s business. Nevertheless, certain sectors of China’s information system solution industry turned out to be bright spots. Electronic signature is one of them.

## 回顧及前景

### 財務回顧

於截至二零二一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9,783,000港元，較去年同期（「**同期**」）約10,242,000港元減少約4%。於報告期間，本集團之除所得稅前虧損約為5,995,000港元，同期之除所得稅前虧損則約為4,897,000港元。於報告期間，本公司擁有人應佔虧損約為5,105,000港元，而同期本公司擁有人應佔虧損則約為4,197,000港元。

### 行業概覽

報告期間，中華人民共和國（「**中國**」）成功控制新型冠狀病毒肺炎疫情，令經濟得以復甦，但疫情對國內信息系統解決方案行業的不利影響仍然持續。同時，美利堅合眾國（「**美國**」）政府對中國若干科技公司實施制裁及限制，導致該行業的生意持續萎縮。然而，中國信息系統解決方案行業的某些領域在此陰霾中仍能成為亮點，當中包括電子簽署行業。

The pandemic added impetus to the growth in China's electronic signature market in 2020 as the anti-pandemic measure of social distancing sped up the trend for businesses and consumers to move many of their daily activities online. The momentum is predicted to continue well into 2021. 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).

Electronic signature is gaining traction in China's booming digital economy because it plays an important role in businesses' digitalization. The technology helps companies ensure cyber security, raise operational efficiency, and reduce both the operating cost and energy consumption. More importantly, the technology helps businesses establish an intelligent system for business credit.

於二零二零年，保持社交距離此防疫措施加快了企業及消費者更多地在線上處理日常事務的趨勢，故疫情促進了中國電子簽署市場的增長。該增長趨勢預期於二零二一年持續。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696.3億次(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」)。

電子簽署是企業數字化的關鍵，因此在中國數字經濟蓬勃發展的潮流中日趨普及。企業可利用該技術確保網路安全、提升營運效率，以及減少經營成本及能源消耗；更為重要的是，電子簽署能幫助企業建立智能商業信用體系。

As to the demand of the end-users of the online/offline payment systems in the PRC in the first quarter of 2021, the value of the payments processed by non-bank payment institutions through public information technology networks increased by 41.99% year on year to RMB86.47 trillion while the number of such payments grew by 54.06% year on year to about 220.625 billion, according to the People's Bank of China.

## BUSINESS REVIEW

The Group's mainstay business of developing systems and solutions for online/offline digital payment was still subjected to the adverse impact of the pandemic and the United States government's sanctions against and restrictions on certain technology companies from China during the Reporting Period. Furthermore, the mainstay business was also affected by the Chinese government's tighter regulation of the online/offline digital payment service.

To mitigate the impact of such difficult business environment, the Group stepped up its business diversification by actively seeking opportunities in other promising sectors of China's information system solution industry amid the country's booming digital economy.

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.

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，於二零二一年第一季度，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41.99%至人民幣86.47萬億元；而相關支付宗數則按年增長54.06%至約2,206.25億筆。

## 業務回顧

於報告期間，疫情及美國政府對中國若干科技公司的制裁及限制仍然影響本集團的線上／線下數字支付系統及解決方案開發此一主營業務。此外，中國政府更嚴格地規管線上／線下數字支付服務，也影響了該主營業務的生意。

為減輕艱難經營環境對生意的影響，本集團加快業務多元化，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。

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。



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. Such products enable the 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).

Meanwhile, the Group's mainstay business also sought to capitalize on the growing trend towards digitalization in China by negotiating a contract to provide artificial intelligence (AI) services and solutions for a company. Such AI services and solutions can relieve the pressure of the rising labour cost in the country as they enable businesses to replace manual workers with robots in some processes of work.

These latest moves by the Group and CITIC Cyber Security to capitalize on China's booming digital economy followed an earlier move by CITIC Cyber Security to form a digital technology joint venture company with the same aim in the financial year ended 31 March 2021 (the "**Previous Period**").

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。有關產品可讓央企提升數字化水平，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所有限公司網站日期為二零二一年六月二十二日的公告)。

同時，本集團的主營業務亦把握中國數字化的機遇，正在與一家公司洽談關於提供人工智能服務及解決方案的合約。有關人工智能服務及解決方案可讓企業以機器人取代人手進行部分工序，從而舒緩國內勞工成本上漲的壓力。

本集團和中信網安上述的最新業務進展，連同中信網安較早前於截至二零二一年三月三十一日止財政年度(「**過往期間**」)組建數字技術合資公司的舉措，皆旨在於中國蓬勃的數字經濟中把握機遇。

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 Mobile Group**"), China United Network Communications Group Company Limited ("**China Unicom Group**") and China Telecommunications Corporation ("**China Telecom Corporation**"), and Beijing Chinese Shield Anicert Technology Development Co., Ltd., which is a wholly-owned subsidiary of Beijing Zhongdun Security Technology Development Co., which, in turn, is 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.

For CITIC Cyber Security, this breakthrough in business development is 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.

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(「**中國移動集團**」)、中國聯合網絡通信集團有限公司(「**中國聯通集團**」)及中國電信集團有限公司(「**中國電信集團**」)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。

就中信網安而言，此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(其自行開發的电子身份核驗產品，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。

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.

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.

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。

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. **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.

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, three more companies rented the co-working spaces, bringing the total number of tenants to 36.

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，可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. **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，再有三家公司租用共用工作空間，租戶總數增至三十六個。

### 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.

### 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) ("Shenzhen YBDS") 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.

### 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、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. 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(「深圳韻博」)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. 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**

During the third quarter ended 31 December 2020 in the Previous Period, CITIC Cyber Security 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.

**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.

**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**

於過往期間截至二零二零年十二月三十一日止的第三季度，中信網安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投資銀行進行信息驗證。

**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。

## PROSPECT

To take on challenges and grasp opportunities in the volatile and complicated business environment of the information system solution industry, the Group will actively capitalize on China's booming digital economy by fostering the businesses that it has diversified into and continuing to develop its mainstay business.

There is a growing trend for both the government departments and businesses to digitalize their operation. This, coupled with the increasing use of smart technology to automate traditional manufacturing and industrial practices, has presented myriad possibilities for certain sectors of the information system solution industry such as internet electronic identity authentication, electronic signature and AI services and solutions.

CITIC Cyber Security actively grasped such opportunities in the Previous Period and the Reporting Period by successively entering into an agreement to form a digital technology joint venture company that will provide financial institutions, government departments and enterprises with digital solutions for cyber security and another agreement to acquire a 70% equity stake in a software and information technology developer so as to enable the state-owned infrastructure construction enterprises to carry out digital transformation.

Looking ahead, the Group will keep exploring the possibilities of investing in other businesses that allow it to broaden its income stream or take advantage of China's booming digital economy.

## 前景

本集團為能在信息系統解決方案行業複雜多變的經營環境中剋服困難和把握機遇，將積極在中國蓬勃的數字經濟中把握機遇，鞏固其多元化業務，以及繼續發展其主營業務。

政府各部門及企業的營運數字化日趨普及，加上智能科技在傳統生產及工業程序的自動化中逐漸被廣泛地利用，為信息系統解決方案行業中如互聯網電子身份認證、電子簽署及人工智能服務及解決方案等領域帶來無數機會。

於過往期間及報告期間，中信網安主動把握機遇，先後訂立一份協議，成立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，以及另一協議，收購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。

展望未來，本集團將繼續探索投資其他生意的機會，以期拓寬收入來源和把握中國蓬勃數字經濟中的機遇。

## 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.

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 2021, (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, 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 of the Company as referred to in Rule 5.46 of 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**

於二零二一年六月三十日，(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，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 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 2021
股東名稱／姓名	身份	所持已發行普通股數目 (Note 2) (附註2)	於二零二一年六月三十日佔已發行股本概約百分比 (Note 3) (附註3)
Happy On Holdings Limited ("Happy On") (Note 1)	Beneficial owner	987,888,771 (L)	72.83%
Happy On Holdings Limited ("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 2021.

Save as disclosed above, as at 30 June 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.

## 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. 根據本公司於二零二一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，於二零二一年六月三十日，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.

## **OPTIONS TO SUBSCRIBE FOR SHARES IN THE COMPANY**

A 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 in 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 contribution to the Company or its subsidiaries. No option was 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.

## **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；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，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及回報。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。

## **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.

## **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 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, 13 August 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

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。

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，二零二一年八月十三日

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**