

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 Third Quarterly Report
第三季度業績報告

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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。本公司各董事(「董事」)願就本報告的資料共同及個別承擔全部責任。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 condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months and nine months ended 31 December 2021 together with the unaudited comparative figures for the corresponding periods in 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(統稱為「**本集團**」)截至二零二一年十二月三十一日止三個月及九個月的未經審核簡明綜合業績，連同二零二零年同期的未經審核比較數字載列如下：

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 and nine months ended 31 December 2021
截至二零二一年十二月三十一日止三個月及九個月

			Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
			2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註				
Revenue	收益	3	8,513	10,102	28,799	30,525
Cost of sales and services	銷售及服務成本		(7,497)	(9,198)	(26,054)	(27,780)
Gross profit	毛利		1,016	904	2,745	2,745
Other income	其他收入	4	158	804	1,407	2,933
Gain on disposal of subsidiaries	出售附屬公司收益		-	-	-	34,016
Administrative expenses	行政開支		(6,850)	(7,604)	(21,647)	(21,084)
Finance costs	財務費用		(276)	(9)	(835)	(163)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		(5,952)	(5,905)	(18,330)	18,447
Income tax refund	所得稅退回	5	6	15	6	15
(Loss)/profit for the period	期內(虧損)/溢利		(5,946)	(5,890)	(18,324)	18,462
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		43	1,381	284	1,138
Other comprehensive income for the period, net of tax	期內其他全面收益(扣除稅項)		43	1,381	284	1,138

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 and nine months ended 31 December 2021

截至二零二一年十二月三十一日止三個月及九個月

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
	Notes 附註				
Total comprehensive (expense)/ income for the period, net of tax	期內全面(開支)/收益 總額(扣除稅項)	(5,903)	(4,509)	(18,040)	19,600
(Loss)/profit for the period attributable to:	以下人士應佔期內 (虧損)/溢利:				
Owners of the Company	本公司擁有人	(5,234)	(5,342)	(15,769)	20,230
Non-controlling interests	非控股權益	(712)	(548)	(2,555)	(1,768)
		(5,946)	(5,890)	(18,324)	18,462
Total comprehensive (expense)/ income for the period attributable to:	以下人士應佔期內全面 (開支)/收益總額:				
Owners of the Company	本公司擁有人	(4,967)	(3,779)	(15,187)	22,111
Non-controlling interests	非控股權益	(936)	(730)	(2,853)	(2,511)
		(5,903)	(4,509)	(18,040)	19,600
(Loss)/earnings per share attributable to the owners of the Company:	本公司擁有人應佔每股 (虧損)/盈利:				
	6				
– Basic (loss)/earnings per share: (HK cents)	– 每股基本(虧損)/盈利: (港仙)	(0.39)	(0.39)	(1.16)	1.49
– Diluted (loss)/earnings per share: (HK cents)	– 每股攤薄(虧損)/盈利: (港仙)	(0.39)	(0.39)	(1.16)	1.49
	6				

Condensed Consolidated Statement of Changes in Equity (Unaudited)

簡明綜合權益變動表(未經審核)

For the nine months ended 31 December 2021

截至二零二一年十二月三十一日止九個月

		Attributable to owners of the Company 本公司擁有人應佔						Non- controlling interest	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)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)	
As at 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)	
Comprehensive income/(expense)	全面收益/(開支)								
Profit/(loss) for the period	期內溢利/(虧損)	-	-	-	20,230	20,230	(1,768)	18,462	
Other comprehensive income/(expense)	其他全面收益/(開支)								
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額	-	-	1,881	-	1,881	(743)	1,138	
Total comprehensive income/(expense)	全面收益/(開支)總額	-	-	1,881	20,230	22,111	(2,511)	19,600	
Transaction with owners	與擁有人之交易								
Disposal of subsidiaries	出售附屬公司	-	-	(1,366)	-	(1,366)	18,769	17,403	
Total transaction with owners	與擁有人之交易總額	-	-	(1,366)	-	(1,366)	18,769	17,403	
As at 31 December 2020	於二零二零年 十二月三十一日	135,625	99,935	(4,933)	(197,990)	32,637	(5,075)	27,562	
As at 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 income/(expense)	全面收益/(開支)								
Loss for the period	期內虧損	-	-	-	(15,769)	(15,769)	(2,555)	(18,324)	
Other comprehensive income/(expense)	其他全面收益/(開支)								
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額	-	-	582	-	582	(298)	284	
Total comprehensive income/(expense)	全面收益/(開支)總額	-	-	582	(15,769)	(15,187)	(2,853)	(18,040)	
Transaction with owners	與擁有人之交易								
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	(216)	(216)	
Total transaction with owners	與擁有人之交易總額	-	-	-	-	-	(216)	(216)	
As at 31 December 2021	於二零二一年 十二月三十一日	135,625	99,935	(5,048)	(217,286)	13,226	(6,590)	6,636	

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 in Hong Kong 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在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。本公司之香港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 nine months ended 31 December 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 nine months ended 31 December 2021 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the nine months ended 31 December 2021.

2. 編製基準

本集團截至二零二一年十二月三十一日止九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十二月三十一日止九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十二月三十一日止九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的影響，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 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。於期內確認之收益如下：

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue:	收益：				
Hardware	硬件	2,518	4,610	12,178	13,943
Services	服務				
— System development	— 系統開發	5,366	4,946	14,381	15,140
— Consultancy	— 諮詢	629	546	2,240	1,442
		5,995	5,492	16,621	16,582
		8,513	10,102	28,799	30,525

4. OTHER INCOME

4. 其他收入

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income from bank deposits	銀行存款的利息收入	3	14	7	158
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	147	194	618	586
Government grants (note)	政府補助(附註)	4	502	724	1,315
Others	其他	4	94	58	874
		158	804	1,407	2,933

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

5. INCOME TAX REFUND

No provision for Hong Kong profits tax and PRC enterprise income tax has been made for the three months and nine months ended 31 December 2021 and 2020 as the Group had incurred losses for taxation purpose.

5. 所得稅退回

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十二月三十一日止三個月及九個月並無就香港利得稅及中國企業所得稅計提撥備。

	Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (unaudited) (未經審核)
PRC enterprise income tax 中國企業所得稅				
Current period 本期間	-	-	-	-
Over provision in respect of prior years 過往年度超額撥備	(6)	-	(6)	-
Income tax refund in respect of prior years 過往年度所得稅退回	-	(15)	-	(15)
Income tax (refund)/expense 所得稅(退回)/開支	(6)	(15)	(6)	(15)

Deferred tax has not been provided for the Group because the Group had no material temporary differences at the reporting date (31 December 2020: Nil).

由於本集團在報告日期並無重大暫時差額，故本集團並無就遞延稅項計提撥備(二零二零年十二月三十一日：無)。

6. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share for the three months and nine months ended 31 December 2021 and 2020 are as follow:

	Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月		
	2021 二零二一年 (unaudited) (未經審核)	2020 二零二零年 (unaudited) (未經審核)	2021 二零二一年 (unaudited) (未經審核)	2020 二零二零年 (unaudited) (未經審核)	
(Loss)/profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔(虧損)/溢利(千港元)	(5,234)	(5,342)	(15,769)	20,230
Weighted average number of ordinary shares	普通股加權平均數	1,356,250,000	1,356,250,000	1,356,250,000	1,356,250,000
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港仙)	(0.39)	(0.39)	(1.16)	1.49

(b) Diluted (loss)/earnings per share

No adjustment has been made to the basic loss per share and basic earnings per share presented for the three and nine months ended 31 December 2021 and 2020 as the Company had no potential dilutable ordinary shares in issue during the three and nine months ended 31 December 2021 and 2020.

6. 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利
截至二零二一年及二零二零年十二月三十一日止三個月及九個月的每股基本(虧損)/盈利計算如下：

(b) 每股攤薄(虧損)/盈利
由於本公司截至二零二一年及二零二零年十二月三十一日止三個月及九個月概無潛在可攤薄的已發行普通股，故並無就截至二零二一年及二零二零年十二月三十一日止三個月及九個月呈列的每股基本虧損及每股基本盈利作出任何調整。

7. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2021 (nine months ended 31 December 2020: Nil).

7. 股息

董事會不建議派付截至二零二一年十二月三十一日止九個月之任何股息(截至二零二零年十二月三十一日止九個月：無)。

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, namely Mr. Liu Bo (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.

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

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

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，即劉波先生(「**賣方**」)訂立股權轉讓協議(經日期為二零二一年六月二十二日的補充協議修訂及重列)，據此，中信網安同意收購而賣方同意出售中智速訊科技發展有限公司(「**中智速訊科技發展**」)之70%股權，代價為人民幣7,000元。

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

於收購日期的已收購資產及已確認負債如下：

8. ACQUISITION OF A SUBSIDIARY (Continued)

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.

8. 收購附屬公司(續)

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所收購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。

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

REVIEW AND PROSPECTS

回顧及前景

FINANCIAL REVIEW

For the nine months ended 31 December 2021 (the “**Reporting Period**”), the Group recorded a revenue of approximately HK\$28,799,000, representing a decrease of approximately 6% when compared with that in the corresponding period in 2020 (the “**Corresponding Period**”) of approximately HK\$30,525,000.

Loss before income tax of the Group for the Reporting Period was approximately HK\$18,330,000 compared with a profit before income tax of approximately HK\$18,447,000 for the Corresponding Period. Loss attributable to owners of the Company for the Reporting Period was approximately HK\$15,769,000 compared with a profit attributable to owners of the Company of approximately HK\$20,230,000 for the Corresponding Period.

財務回顧

截至二零二一年十二月三十一日止九個月（「**報告期間**」），本集團錄得收益約28,799,000港元，較二零二零年同期（「**去年同期**」）約30,525,000港元減少約6%。

本集團於報告期間之除所得稅前虧損約為18,330,000港元，而去年同期之除所得稅前溢利則約為18,447,000港元。本公司擁有人於報告期間應佔虧損約為15,769,000港元，而去年同期本公司擁有人應佔溢利則約為20,230,000港元。

INDUSTRY OVERVIEW

During the third quarter of the Reporting Period, the operating environment of the information system solution industry in the People's Republic of China (the "PRC" or "China") was still mired in difficulty because the novel coronavirus pneumonia pandemic worsened and the United States of America (the "United States") government continued its sanctions against and restrictions on certain Chinese technology companies. Nevertheless, the pandemic has facilitated the growing trend towards conducting daily activities online and thus accelerated the digital transformation of companies. This trend has also enabled electronic signature to gain traction as the technology is an integral part of the digitalization of China's economy.

According to iiMedia Research, a data mining and analysis organization for new economy industries, the size of China's electronic signature market grew by 41.2% to RMB15.28 billion in 2021 from RMB10.82 billion in 2020. The organization also projected that the market would increase to RMB40.42 billion in 2024 (Source: "艾媒諮詢2021年中國電子簽名行業年度發展研究報告" posted on iiMedia Research's website iiMedia.cn on 19 January 2022).

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

As to the demand of the end-users of the online/offline payment systems in the PRC in the third quarter of 2021, the value of the payments processed by non-bank payment institutions through public information technology networks increased by 14.88% year on year to RMB90.71 trillion while the number of such payments grew by 14.37% year on year to about 268.19 billion, according to the People's Bank of China.

行業概覽

於報告期間的第三季度，中華人民共和國（「中國」）的新型冠狀病毒肺炎疫情轉趨嚴重，兼且美利堅合眾國（「美國」）政府繼續對若干中國科技公司實施制裁及限制，遂令中國信息系統解決方案行業的經營環境仍然困難。然而，疫情促使了更多人在線上處理日常事務，從而令企業數字化轉型加速。電子簽署作為中國經濟數字化的關鍵科技，也得以於此趨勢中更加普及。

新興經濟行業數據挖掘及分析機構艾媒諮詢表示，中國的電子簽名市場規模由二零二零年的人民幣108.2億元增加41.2%至二零二一年的人民幣152.8億元。該機構亦預測中國的電子簽名市場規模將於二零二四年增長至人民幣404.2億元（資料來源：於二零二二年一月十九日於艾媒諮詢網站上刊登的「艾媒諮詢2021年中國電子簽名行業年度發展研究報告」）。

同時，新冠疫情導致勞工短缺，令工資上漲。因此，許多企業正在嘗試用人工智能取代人手進行簡單和基本的常規工作，其中，用語音控制執行此類工作就是一個例子。這可為人工智能服務及解決方案行業帶來商機。

就線上／線下支付系統終端用戶的需求而言，根據中國人民銀行的資料，於二零二一年第三季度，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14.88%至人民幣90.71萬億元；而相關支付宗數則按年增長14.37%至約2,681.9億筆。

BUSINESS REVIEW

The Group tried to cushion itself against the impact of the difficult business environment by increasing its effort to capitalize on China's booming digital economy. It had done so by stepping up its diversification into the businesses of providing digital solutions for cyber security, facilitating companies' digital transformation and providing artificial intelligence (AI) services and solutions.

For instance, during the third quarter of the Reporting Period, 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 separate contracts to design a total solution and system for artificial intelligence-based recognition and facial recognition system for an automated fare collection (AFC) 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.

CITIC Cyber Security had earlier entered into an agreement to form a joint venture company to tap into China's market for digital solutions for cyber security, and had acquired a software and information technology developer which enables state-owned infrastructure construction enterprises to raise the level of digitalization and thus enhance efficiency at infrastructure construction works.

業務回顧

本集團為能緩解艱難經營環境對生意的影響，加大力度把握中國蓬勃數字經濟中的機遇。為此，本公司著力於發展多元化業務，包括網絡安全數字化解決方案，協助企業數字化轉型，以及人工智能服務及解決方案。

例如，於報告期間的第三季度，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**」)各別與數家公司簽訂多項合約，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；各別為一家產權交易所及一家房地產開發及管理公司提供、安裝、運營及維護智能書櫃，該智能書櫃是可惜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。

中信網安早前訂立協議成立合資公司進軍中國網絡安全數字化解決方案市場，並收購一家軟件及信息技術開發商，協助從事基礎設施建設的中央企業提升數字化水平，從而提升基礎設施建築工程的效率。

In June 2021, CITIC Cyber Security signed an agreement to acquire a 70% equity stake in Zhongzhisuxun Technology Development Co., Ltd.* (中智速訊科技發展有限公司) (“**Zhongzhisuxun Technology Development**”), which is a software and information technology developer. Zhongzhisuxun Technology Development principally engages in the development of digital culture innovative software, internet and information security software and basic artificial intelligence software, software outsourcing service, information technology consultation service and computer system service, engineering technical services, acting as a general contractor of the projects on the construction of buildings and municipal infrastructure, and undertaking intelligent construction. CITIC Cyber Security already completed the acquisition of Zhongzhisuxun Technology Development in the first quarterly reporting period ended 30 June 2021.

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

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

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

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

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.

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

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

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.

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

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

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

1. 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 third quarter of the Reporting Period, the total number of tenants was 37.

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；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. 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。於報告期間的第三季度，租戶總數為三十七名。

2. 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.

3. 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 third quarter of the Reporting Period.

4. Conducting information verification for other companies

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

2. 研發各種系統及儀器

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

3. 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。於報告期間的第三季度，有關工作的合約接近完成。

4. 為其他公司進行信息驗證

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

5. 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.

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

During the Reporting Period, CITIC Cyber Security signed two 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.

5. 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。

6. 提供、安裝、運營及維護智能書櫃

於報告期間，中信網安簽訂了兩份合約，分別為一家產權交易所及一家房地產開發及管理公司提供、安裝、運營及維護智能書櫃，該智能書櫃是借出紙質書籍及數字化閱讀資源的自動圖書館。

PROSPECT

To be resilient to the complicated and volatile business environment of its mainstay business of developing systems and solutions for online/offline digital payment, the Group has been actively grasping opportunities in China's booming digital economy. For instance, it has already been diversifying into internet electronic identity authentication, electronic signature and AI services and solutions. Such initiatives not only can broaden the income stream to help the Group get through the difficult business environment but also add impetus to the Group's business development for the long term.

前景

為適應其線上／線下數字支付系統及解決方案開發此一主營業務複雜多變的經營環境，本集團正在積極把握中國蓬勃數字經濟中的機遇，例如，已致力將業務多元化，擴展至互聯網電子身份認證、電子簽署和人工智能服務及解決方案等領域。此舉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。

During the Reporting Period, 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 framework agreement to provide training in and consultancy on robotic process automation (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 human effort. 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 promote certain new services or products among target customers.

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

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

於報告期間，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。

於過往期間及截至二零二一年六月三十日止的第一季度報告期間，中信網安先後訂立協議，成立一家數字科技合資公司，向金融機構、政府部門及企業在網絡安全範疇提供數字化解決方案，並收購了一家軟件及信息技術開發商的70%股權，旨在協助從事基礎設施建設的中央企業進行數字化轉型。

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

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 OR DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 31 December 2021, (i) Mr. Wang Xiaoqi is interested in 382,000 ordinary shares of the Company, representing approximately 0.028% of the total number of issued ordinary shares of the Company; (ii) Mr. Ho Yeung is interested in 18,083,500 ordinary shares of the Company, representing approximately 1.333% of the total number of issued ordinary shares of the Company; and (iii) Mr. Cai Dan is interested in 682,000 ordinary shares of the Company, representing approximately 0.05% of the total number of issued ordinary shares of the Company. Save as disclosed above, none of the other Directors or their respective associates and the chief executive of the Company had any interests or short positions in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors 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、相關股份或債券之權益及淡倉

於二零二一年十二月三十一日，(i) 王曉琦先生於本公司382,000股普通股擁有權益，佔本公司已發行普通股總數約0.028%；(ii) 何洋先生於本公司18,083,500股普通股擁有權益，佔本公司已發行普通股總數約1.333%；及(iii) 蔡丹先生於本公司682,000股普通股擁有權益，佔本公司已發行普通股總數約0.05%。除上文所披露者外，概無其他本公司董事或彼等各自之聯繫人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條須予備存之登記冊所記錄，或根據GEM上市規則第5.46條所規定的董事進行交易之標準須通知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 OR UNDERLYING SHARES OF THE COMPANY

As at 31 December 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, or were deemed to have 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:

主要股東及其他人士於本公司股份或相關股份中擁有之權益及淡倉

於二零二一年十二月三十一日，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或被視作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 31 December 2021
股東名稱／姓名	身份	所持已發行普通股數目 (Note 2) (附註2)	於二零二一年十二月三十一日佔已發行股本概約百分比 (Note 3) (附註3)
Happy On (Note 1) (附註1)	Beneficial owner 實益擁有人	987,888,771 (L)	72.83%
Mr. Chan Foo Wing ("Mr. Chan") (Note 1) 陳富榮先生(「陳先生」) (附註1)	Interest in a controlled corporation 受控法團權益	987,888,771 (L)	72.83%

Notes:

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

附註：

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

2. “L” means long positions in the shares.
3. Based on 1,356,250,000 ordinary shares of the Company in issue as at 31 December 2021.

Save as disclosed above, as at 31 December 2021, so far as the Directors are aware of and having made due enquiries, there were no other persons (other than the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

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

2. 「L」指股份之好倉。
3. 根據本公司於二零二一年十二月三十一日已發行1,356,250,000股普通股計算。

除上文所披露者外，於二零二一年十二月三十一日，據董事作出周詳查詢後知悉，概無其他人士（除本公司董事或主要行政人員外）於本公司股份或相關股份中擁有本公司根據證券及期貨條例第336條須存置之登記冊所記錄之權益或淡倉及／或直接或間接擁有附帶權利可在任何情況下於本集團任何其他成員公司之股東大會上投票之已發行股本5%或以上權益。

董事購買股份或債券之權利

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

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 options were granted under the share option scheme since its adoption by the Company or outstanding, lapsed, cancelled or exercised at any time during the nine months ended 31 December 2021.

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

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

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

DIRECTORS' INTEREST IN COMPETING BUSINESS

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

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，或於截至二零二一年十二月三十一日止九個月內任何時間尚未行使、失效、註銷或行使。

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

購買、贖回或出售本公司之上市證券

於報告期間內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

董事於競爭業務之權益

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

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, 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.

AUDIT COMMITTEE

The Audit Committee was established in May 2000, and the Company 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 with 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, 14 February 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

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條所載交易必守準則寬鬆。經作出特定查詢後，於報告期間內，全體董事一直遵守交易必守準則及本公司採納之董事進行證券交易之操守守則。

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，二零二二年二月十四日

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