

# 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

2023 年報  
ANNUAL REPORT



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# Corporate Information

## 公司資料

### EXECUTIVE DIRECTORS

Mr. Wang Xiaoqi  
Mr. Ho Yeung  
Mr. Cai Dan (resigned on 31 May 2023)  
Ms. Ho Ching

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tse Yee Hin, Tony  
Mr. Lau Chor Ki  
Mr. Wong Kin Kee

### COMPANY SECRETARY

Mr. Tung Tat Chiu, Michael  
*A practicing solicitor in Hong Kong and  
a China-Appointed Attesting Officer*

### COMPLIANCE OFFICER

Mr. Ho Yeung

### AUTHORISED REPRESENTATIVES

Mr. Wang Xiaoqi  
Mr. Ho Yeung

### AUDIT COMMITTEE

Mr. Tse Yee Hin, Tony (*Chairman*)  
Mr. Lau Chor Ki  
Mr. Wong Kin Kee

### REMUNERATION COMMITTEE

Mr. Tse Yee Hin, Tony (*Chairman*)  
Mr. Lau Chor Ki  
Mr. Wong Kin Kee

### NOMINATION COMMITTEE

Mr. Tse Yee Hin, Tony (*Chairman*)  
Mr. Lau Chor Ki  
Mr. Wong Kin Kee

### 執行董事

王曉琦先生  
何洋先生  
蔡丹先生(於二零二三年五月三十一日辭任)  
何征女士

### 獨立非執行董事

謝宇軒先生  
柳楚奇先生  
黃建基先生

### 公司秘書

佟達釗先生  
香港執業律師及中國委託公證人

### 監察主任

何洋先生

### 授權代表

王曉琦先生  
何洋先生

### 審核委員會

謝宇軒先生(主席)  
柳楚奇先生  
黃建基先生

### 薪酬委員會

謝宇軒先生(主席)  
柳楚奇先生  
黃建基先生

### 提名委員會

謝宇軒先生(主席)  
柳楚奇先生  
黃建基先生

# Corporate Information

## 公司資料

### AUDITOR

Prism Hong Kong and Shanghai Limited  
(formerly known as UniTax Prism (HK) CPA Limited)  
Certified Public Accountant  
Registered Public Interest Entity Auditor

### PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 1308, 13/F  
Capital Centre  
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Wanchai, Hong Kong

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

### COMPANY HOMEPAGE

[www.8050hk.com](http://www.8050hk.com)

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited  
Suite 3204, Unit 2A, Block 3, Building D,  
P.O. Box 1586,  
Gardenia Court, Camana Bay,  
Grand Cayman,  
KY1-1100,  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

### STOCK CODE

8050

### 核數師

上會栢誠會計師事務所有限公司  
(前稱尤尼泰·栢淳(香港)會計師事務所有限公司)  
執業會計師  
註冊公眾利益實體核數師

### 主要往來銀行

星展銀行(香港)有限公司

### 總辦事處及主要營業地點

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告士打道 151 號  
資本中心  
13 樓 1308 室

### 註冊辦事處

Cricket Square  
Hutchins Drive  
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Cayman Islands

### 公司網頁

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### 主要股份過戶登記處

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Suite 3204, Unit 2A, Block 3, Building D,  
P.O. Box 1586,  
Gardenia Court, Camana Bay,  
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KY1-1100,  
Cayman Islands

### 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港  
夏慤道 16 號  
遠東金融中心 17 樓

### 股份代號

8050

# Executive Director's Statement

## 執行董事報告書

The information system solution industry in the People's Republic of China ("China" or the "PRC") was still mired in a harsh business environment during the financial year ended 31 March 2023 (the "Reporting Period") of Quantum Thinking Limited (the "Company", which together with its subsidiaries, is referred to as the "Group"). Projects undertaken by the industry were either delayed or scaled down as they were affected by several factors, namely the country's slowing economy amid its fight against the novel coronavirus pneumonia pandemic, the United States of America (the "United States" or "US") government's more stringent sanctions against China's technology sector amid heightening geopolitical tensions, and the Chinese government's tighter regulation of the online/offline digital payment services in preparation for the launch of the digital renminbi (or Digital Currency Electronic Payment which is abbreviated as DCEP and 數字貨幣電子支付 in Chinese).

To adapt to the volatile and complicated situation, the Group had already adopted a prudent approach to investment in the research and development of technology and had been shifting the focus of its business to the operation of information technology systems from the development of such systems. For instance, it stepped up its effort to expand the business of value-added services such as short messaging services for businesses. It had also been preparing to diversify into a front-end business of selling wearable devices such as smartwatches for children. Such smartwatches will be installed with the information technology software and system developed by the Group and will be bundled with the telecommunication services of a major telecommunications carrier in China. Such moves are part of the Group's ongoing business transformation and diversification which are aimed at tiding itself over the difficult business environment, broadening the income stream and fostering growth drivers. The Group has earlier mapped out a two-pronged strategy for capitalizing on China's growing digital economy by fostering both the back-end and front-end businesses of information technology software and system development. In the back-end business, the Group kept on running its businesses of information technology software and system development for information verification, artificial intelligence ("AI") services and solutions and robotic process automation ("RPA"). Meanwhile, the diversification into the front-end business of selling wearable devices such as smartwatches for children will enable the Group to build its brand in the end-user market and thus create its brand awareness.

於量子思維有限公司(「本公司」，連同其附屬公司統稱「本集團」)截至二零二三年三月三十一日止的財政年度(「報告期間」)，中華人民共和國(「中國」)的信息系統解決方案行業仍然深陷嚴峻的經營環境。全國疲於應付新型冠狀病毒肺炎疫情，致使經濟增長放緩，而地緣政治局勢更趨緊張，美利堅合眾國(「美國」)政府對中國的科技行業實施更嚴厲的制裁；此外，中國政府因試行推廣數字人民幣(亦稱數字貨幣電子支付，簡稱DCEP)而收緊對線上／線下支付系統服務的監管，上述諸因素導致中國信息系統解決方案行業承接的項目延期或縮減規模。

為應對複雜多變的形勢，本集團對於技術研發的投資已趨於審慎，並將業務重心由信息技術系統的開發轉移至該系統的運營。例如，本集團著力擴展其為企業提供短信服務此一增值服務業務，並正準備開展兒童智能手錶等可穿戴設備之銷售此一前端業務，該款兒童智能手錶將安裝本集團開發的信息技術軟件及系統，並將與中國一家主要電信營運商的電信服務捆綁銷售。這是本集團持續將業務轉型及多元化的其中一個舉措，旨在渡過困難的經營環境，並且拓寬收入來源，培養新的業務增長點。本集團早前已制定雙管齊下的業務發展策略，透過後端及前端信息技術軟件及系統開發業務，在中國正在增長的數字經濟中把握商機。本集團正在經營信息驗證的信息技術軟件及系統開發、人工智能服務及解決方案，以及機器人流程自動化該等後端業務；同時，準備開展兒童智能手錶該等可穿戴設備之銷售此一前端業務，從而在終端用戶市場創立自家品牌，建立其品牌知名度。

# Executive Director's Statement

## 執行董事報告書

For more than five years, the Company has been building up its capability to run the back-end businesses. Notably, 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 through its 70%-held Shenzhen CITIC Cyber Security Authentication Co., Ltd. (“**CITIC Cyber Security**”).

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.

During the fourth quarter of the previous financial year ended 31 March 2022 (the “**previous financial year**”), CITIC Cyber Security signed a contract to build an infrastructure for real-name system management based on eCitizen digital identity verification technology for a technology development company.

In the businesses of information technology software and system development for AI services and solutions and RPA, the Company's wholly-owned subsidiary, Shenzhen YBDS IT Co., Ltd. (深圳市韻博信息科技有限公司) (“**Shenzhen YBDS**”) signed a framework agreement during the previous financial year to provide training in and consultancy on RPA for a software and information technology service company. Such training in and consultancy on RPA enable a leading telecommunications company to provide some AI-based customer services such as answering customer enquiries about outstanding fees and unused quota of data transmission without involving any manpower. Such AI services and solutions not only can replace manual workers in simple and routine jobs and thus can relieve the pressure of the rising labour cost, but also can lay the foundation of big data analytics, which can help companies to promote certain new services or products among target customers.

於過去五年多，本公司已增強了經營後端信息技術軟件及系統開發業務的能力，其中尤其重要的發展是透過其持有70%權益的深圳市中信網安認證有限公司(「**中信網安**」)承接了多個項目，將e公民(其自行開發的電子身份核驗產品，可讓服務對象安全登入、以數碼方式簽署，以及在進行線上交易時能保護其個人資料)應用於若干銀行的金融服務及電子簽署，以及為其他公司進行信息驗證。

於報告期間，中信網安繼續透過網站、應用程式編程接口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，以及運營和維修該系統。

於截至二零二二年三月三十一日止上一個財政年度(「**上一個財政年度**」)第四季度，中信網安簽訂一份合約，為一家科技開發公司建設基於e公民數字身份認證技術的實名制管理體系的基礎設施。

在關涉人工智能服務及解決方案和機器人流程自動化的信息技術軟件以及系統開發業務方面，本公司的全資附屬公司深圳市韻博信息科技有限公司(「**深圳韻博**」)於上一個財政年度簽訂一份框架協議，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能令一家領先電信公司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。

# Executive Director's Statement

## 執行董事報告書

Meanwhile, the Group is also preparing to begin its front-end business of selling smartwatches for children that can function as handsets for both audio and visual communications, connect to the internet through Wi-Fi and enable the wearers' parents to track them through the global positioning system (GPS). The smartwatches will be bundled with the telecommunication services of a major telecom carrier in China. The Group will be the general agency for the distribution of the smartwatches or provide services that support the operation of such wearable devices as hardware.

To shift the focus of its business to the operation of information technology systems, the Group will increase its effort to expand the business of value-added services such as short-messaging services. Following the successful start of its cooperation with an information technology company in providing a multimedia short messaging service for businesses on behalf of a branch of a major telecommunications carrier of China in Guangdong province during the Reporting Period, the Group is going to sign separate contracts with two more information technology companies to provide short-messaging services for businesses through the networks of the country's three major telecommunications carriers. It also contemplates broadening the scope of the value-added services in the future.

The two-pronged strategy of fostering both the back-end and front-end businesses will enable the Group to fully capitalize on China's growing digital economy and the upgrading and transformation of the country's industries. Meanwhile, the shift of the Group's focus to the operation of information technology software and system represents its prudent approach to business development as a way to cope with the volatile and complicated business environment.

All these initiatives can broaden the income stream and add impetus to the Group's business development for the long term.

On behalf of the Group, I would like to express my gratitude to the board of directors, the employees and the business partners of the Company. We will continue to work closely together for a brighter future.

**Wang Xiaoqi**

*Executive Director*

Hong Kong, 13 June 2023

同時，本集團亦正準備開展兒童智能手錶銷售此一前端業務，該款手錶可當作手提電話般進行音頻及視頻通信，透過Wi-Fi連接互聯網，並讓佩戴者的父母能通過全球定位系統(GPS)追蹤佩戴者。該智能手錶將與中國一家主要電信營運商的電信服務捆綁銷售。本集團將成為該款智能手錶分銷的總代理，或提供服務支援可穿戴設備的硬件運作。

為將業務重心轉移至信息技術系統的運營，本集團將加大力度拓展短信服務此一增值服務業務。本集團繼於報告期間與一家信息技術公司成功展開合作，為中國一家主要電信營運商在廣東省的分公司向諸企業提供多媒體短信服務後，將與另外兩家信息技術公司各別簽訂合約，透過國內三大電信營運商的網絡為企業提供短信服務。本集團亦考慮在未來擴大增值服務的業務範圍。

本集團憑藉同時悉心經營後端及前端業務的發展策略，將能夠在中國蓬勃發展的數字經濟以及其各行業升級及轉型的趨勢中充分把握機遇；同時，將業務重心轉移至信息技術軟件及系統的運營，也是其審慎發展業務的方針，以應對複雜多變的經營環境。

上述諸舉措可擴闊收入來源，亦可為本集團業務的長遠發展增添動力。

本人謹代表本集團，向本公司董事會、員工及業務夥伴致謝。我們將繼續緊密合作，為更美好的未來奮鬥。

**執行董事**

**王曉琦**

香港，二零二三年六月十三日

# Management Discussion and Analysis

## 管理層討論及分析

### INDUSTRY OVERVIEW

The information system solution industry in the People's Republic of China ("China" or the "PRC") was faced with a difficult business environment during the Company's financial year ended 31 March 2023. The country's economic growth decelerated amid its combat against the pandemic. The situation was exacerbated by the escalating geopolitical conflicts and tensions which led to irrepressibly high inflation, and interest rate hikes by major central banks around the world as a response. Furthermore, China's technology sector was subjected to the more stringent sanctions by the United States of America (the "United States" or "US") government. Following the US government's decision to restrict the export of advanced chips (those of less than 14 nanometers) and advanced chip-making technology and equipment to China in October 2022 amid heightening geopolitical tensions, Japan and the Netherlands agreed to join the US in imposing such restriction on China in February 2023. As a result, China's information system solution developers and providers have become more cautious about investment in research and development of new technology that involves more advanced chips. This can hinder the upgrading and digitalization of the country's industries. The slowing economy and the US sanctions combined to cause projects undertaken by China's information system solution industry to be delayed or scaled down. Moreover, the Chinese government had tightened its regulation of the online/offline digital payment services as it piloted the digital renminbi (or Digital Currency Electronic Payment which is abbreviated as DCEP and 數字貨幣電子支付 in Chinese). This affected the industry which is related to such services.

However, China's information system solution industry still saw opportunities in the growing markets for artificial intelligence ("AI") services and solutions and robotic process automation ("RPA"). Such technologies not only help industries cope with the problems of labour shortage and wage rises caused by the pandemic, but also facilitate their digitalization and upgrading.

China's market for AI has been projected to be US\$13.03 billion in 2022 by International Data Corporation (IDC), a global market intelligence firm which is focused on the technology industry (Source: an article entitled "2022年中國AI市場規模將達130億美元大模型已具備「通用智能」雛形" dated 29 December 2022 on 經濟網, www.21jingji.com). The market has been predicted by IDC to grow at a compound annual growth rate of over 20% from 2021 to 2026, reaching US\$14.75 billion in 2023 and US\$26.44 billion in 2026 (Source: an article entitled "IDC: 2026年中國人工智能市場總規模預計將超264.4億美元" dated 29 March 2023 on IDC's website).

### 行業概覽

於截至二零二三年三月三十一日止的本公司財政年度，中華人民共和國（「中國」）的信息系統解決方案行業面臨嚴峻的經營環境：全國疲於應付疫情，致使經濟增長放緩，而地緣政治衝突及緊張局勢日益加劇，導致通脹高居不下，迫使全球主要中央銀行加息將其壓抑，也令情況雪上加霜。此外，美利堅合眾國（「美國」）政府對中國的科技行業實施更嚴厲的制裁。在地緣政治局勢更趨緊張的情況下，美國政府於二零二二年十月決定限制向中國出口高級晶片（14納米以下的晶片）以及先進晶片製造技術及設備，其後，日本及荷蘭於二零二三年二月同意參與美國的制裁行動，對中國實施同樣的制裁。因此，中國的信息系統解決方案開發商及供應商在投資涉及更高級晶片的新技術研發時，態度更為謹慎。國內各產業的升級與數字化可能會因而受到阻礙。經濟放緩，加上美國的制裁，導致中國信息系統解決方案行業承接的項目延期或縮減規模。此外，中國政府因試行推廣數字人民幣（亦稱數字貨幣電子支付，簡稱DCEP）而收緊對線上／線下支付系統服務的監管，影響了與該類服務相關的行業。

然而，人工智能服務及解決方案以及機器人流程自動化的市場正在增長，也為中國的信息系統解決方案行業帶來機遇。該類技術不僅可協助各行業應對疫情帶來的勞動力短缺及工資上漲問題，亦可促進其數字化與升級。

專注研究科技行業的全球市場情報公司國際數據資訊有限公司 (IDC) 估計，於二零二二年中國的人工智能市場將達130.3億美元（資料來源：標題為「2022年中國AI市場規模將達130億美元大模型已具備「通用智能」雛形」的文章，於二零二二年十二月二十九日在經濟網www.21jingji.com上刊登）。IDC預測該市場從二零二一年至二零二六年的年均複合增長率將會超過20%，其規模於二零二三年將達147.5億美元，於二零二六年將達264.4億美元（資料來源：標題為「IDC:2026年中國人工智能市場總規模預計將超264.4億美元」的文章，於二零二三年三月二十九日在IDC的網站刊登）。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

In the light of the tough operating environment caused by slowing economy and exacerbated by the US sanctions against China's technology sector, the Group had already adopted a prudent approach to investment in the research and development of technology and had been shifting the focus of its business to the operation of information technology systems from the development of such systems. This can allow the Group to mitigate the adverse effect of the US government's technology sanction policy on its business and to further develop less labour-intensive businesses. For instance, it started diversifying into the business of value-added services such as short messaging services for businesses in the second half of 2022 and has since been stepping up its efforts to expand that business. It had also been preparing to diversify into a front-end business of selling wearable devices such as smartwatches for children which would be installed with the information technology software and system developed by the Group and would be bundled with the telecommunication services of a major telecom carrier in China. Such moves are part of the Group's ongoing business transformation and diversification which are aimed at tiding itself over the difficult business environment, broadening the income stream and fostering growth drivers. The Group has earlier mapped out a strategy for capitalizing on China's growing digital economy by fostering both the back-end and front-end businesses of information technology software and system development. In the back-end business, the Group kept on running its businesses of information technology software and system development for information verification, AI services and solutions and RPA. Meanwhile, the diversification into the front-end business of selling wearable devices such as smartwatches for children will enable the Group to build its brand in the end-user market and thus create its brand awareness.

The Group has been building up its capability to operate back-end businesses of information technology software and system development for more than five years.

In the information verification business, the Company's 70%-held Shenzhen CITIC Cyber Security Authentication Co., Ltd. ("**CITIC Cyber Security**") 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.

### 業務回顧

鑑於經濟放緩以及美國對中國科技行業實施制裁，令經營環境更為艱難，本集團對於技術研發的投資趨於審慎，並將業務重心由信息技術系統的開發轉移至該系統的運營。此舉可讓本集團減輕美國政府科技制裁政策對業務造成的不利影響，並進一步發展勞動密集程度較低的業務。例如，本集團於二零二二年下半年開始將業務延伸至為企業提供短信服務此一增值服務業務，並正在著力擴展該業務；同時正準備開展兒童智能手錶等可穿戴設備之銷售此一前端業務，該等設備將安裝本集團開發的信息技術軟件及系統，並與中國一家主要電信營運商的電信服務捆綁銷售。這是本集團持續將業務轉型及多元化的其中一個舉措，旨在渡過困難的經營環境，並且拓寬收入來源，培養新的業務增長點。本集團早前已制定業務發展策略，透過後端及前端信息技術軟件及系統開發業務，在中國正在增長的數字經濟中把握商機。本集團正在經營信息驗證的信息技術軟件及系統開發、人工智能服務及解決方案，以及機器人流程自動化該等後端業務；同時，準備開展兒童智能手錶該等可穿戴設備之銷售此一前端業務，從而在終端用戶市場創立自家品牌，建立其品牌知名度。

於過去五年多，本集團已增強了經營後端信息技術軟件及系統開發業務的能力。

在信息驗證業務方面，本公司持有70%權益的深圳市中信網安認證有限公司（「**中信網安**」）承接了多個項目，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。

# Management Discussion and Analysis

## 管理層討論及分析

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.

In September 2022, the Group signed a contract to sell two data encryption devices, two server encryption devices and one authenticated encryption device to an information technology firm and to develop software for it. Such devices and services are involved in the information verification conducted for the above-mentioned securities brokerage, certificate authority and mainland China-based full-service investment banking enterprise.

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.

During the fourth quarter of the previous financial year ended 31 March 2022 (the “**previous financial year**”), CITIC Cyber Security signed a contract to build an infrastructure for real-name system management based on eCitizen digital identity verification technology for a technology development company. CITIC Cyber Security would provide 5G-eCitizen SIM cards, develop applications customized for certain occasions, and provide technical support.

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

於二零二二年九月，本集團簽訂了一份合約，向一家信息技術公司出售兩台數據加密機、兩台服務加密機及一台認證加密機，並為其開發軟件。有關設備及服務涉及為上述證券經紀公司、數字憑證認證機構及中國大陸的全方位服務投資銀行企業進行的信息驗證。

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。

於截至二零二二年三月三十一日止上一個財政年度（「**上一個財政年度**」）第四季度，中信網安簽訂一份合約，為一家科技開發公司建設基於e公民數字身份認證技術的實名制管理體系的基礎設施。中信網安將提供5Ge公民SIM卡，開發針對特定場合的應用程式，並提供技術支援。

# Management Discussion and Analysis

## 管理層討論及分析

CITIC Cyber Security had earlier entered into an agreement dated 30 September 2020 to form a digital technology joint venture company with China's three major telecommunications carriers and a wholly-owned subsidiary of a state-owned public security technology company (For further details, please refer to the Company's announcement dated 10 February 2021 and circular dated 26 May 2021, which were published on the website of Hong Kong Exchanges and Clearing Limited). The joint venture company will provide financial institutions, government departments and enterprises with digital solutions for cyber security. As at 31 March 2023, the joint venture company has not yet been established.

In the Group's other businesses, a wholly-owned subsidiary of CITIC Cyber Security signed an agreement during the fourth quarter of the previous financial year to authorize a website of a technology company that builds a smart city to replicate digitally, issue and disseminate on information network the video content of an education course; during the second half of the previous financial year, 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 a culture industry company, an equity exchange and a property development and management firm.

During the Reporting Period, the Group also engaged in other businesses that included the supply of electrical and electronic components, namely inductors and master control chips; and designing mobile web pages for marketing on behalf of an information technology firm and its client as an end-user and providing technical support for them in running such web pages. Its business of subleasing co-working spaces of an office building in Shenzhen ceased in October 2022.

### 1. 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 completed during the Reporting Period.

### 2. Conducting information verification for other companies

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

中信網安早前簽署訂立日期為二零二零年九月三十日的協議，與中國三大電信營運商以及一家國有公眾安全技術公司的全資附屬公司成立數字科技合資公司(有關詳情載於本公司刊登於香港交易及結算所有限公司網站日期為二零二一年二月十日的公告及日期為二零二一年五月二十六日的通函)。該合資公司將向金融機構、政府部門及企業在網絡安全範疇提供數字化解決方案。於二零二三年三月三十一日，該合資公司尚未成立。

在本集團其他業務方面，中信網安一家全資附屬公司於上一個財政年度第四季度簽訂一份協議，授權一家建設智慧城市的科技公司的網站以數碼方式複製、發布，並在信息網絡上傳播教育課程視頻內容。於上一個財政年度下半年，中信網安亦分別簽訂多份合約，為一家文化產業公司、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，該智能書櫃是可供借出紙質書籍及數字化閱讀資源的自動圖書館。

報告期間，本集團亦從事其他業務，包括供應電感器及主控芯片等的電氣及電子零部件；以及為一家信息科技公司及其作為最終用戶的客戶設計用於營銷的移動互聯網頁面，並提供技術支援。於二零二二年十月，本集團已經終止其分租位於深圳一座辦公樓的共用工作空間的業務。

### 1. 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，有關工作的合約已完成。

### 2. 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的財政年度，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。

# Management Discussion and Analysis

## 管理層討論及分析

### 3. 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.

### 4. Provision, installation, operation and maintenance of intelligent bookcases

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

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

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

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

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

### 7. Designing mobile web pages for marketing

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

### 3. 構建統一數字認證系統、執行應用集成，及運營和維修該系統

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，以及運營和維修該系統。於報告期間，中信網安向該客戶提供服務及硬件。

### 4. 提供、安裝、運營及維護智能書櫃

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

### 5. 建設基於e公民數字身份認證技術的實名制管理體系基礎設施

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

### 6. 授權一個網站以數碼方式複製、發布，並在信息網絡上傳播教育課程視頻內容

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

### 7. 設計用於營銷的移動互聯網頁面

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

# Management Discussion and Analysis

## 管理層討論及分析

### PROSPECT

The business environment is expected to remain volatile and complicated amid the uncertainty over the economic growth and escalating geopolitical tensions. To cope with the situation, the Group will maintain its prudent approach to business development and forge ahead with business transformation and diversification.

In 2023, it will step up its effort to expand the business of value-added services such as short-messaging services and to diversify into a front-end business of selling wearable devices such as smartwatches for children that will be installed with the information technology software and system developed by the Group. The Group develops these less-labour intensive businesses so as to exercise a tighter control on operating cost and, at the same time, broaden the income stream.

Following the successful start of its cooperation with an information technology company in providing a multimedia short messaging service for businesses on behalf of a branch of a major telecommunications carrier of China in Guangdong province during the Reporting Period, the Group is going to sign separate contracts with two more information technology companies to provide short-messaging services for businesses through the networks of the country's three major telecommunications carriers.

Meanwhile, the Group is also preparing to begin its front-end business of selling smartwatches for children that can function as handsets for both audio and visual communications, connect to the internet through Wi-Fi and enable the wearers' parents to track them through the global positioning system (GPS). The smartwatches will be bundled with the telecommunication services of a major telecom carrier in China. The Group will be the general agency for the distribution of the smartwatches or provide services that support the operation of such wearable devices as hardware. The front-end business will enable the Group to build its brand in the end-user market and thus create its brand awareness.

### 前景

經濟增長前景不明朗，地緣政治緊張局勢加劇，經營環境將仍然複雜多變。因此，本集團將維持審慎的業務發展方針，並繼續推進業務的轉型及多元化。

於二零二三年，本集團將著力拓展短信服務此一增值服務業務，並將開展兒童智能手錶該等可穿戴設備之銷售此一前端業務，該兒童智能手錶將安裝本集團開發的信息技術軟件及系統。本集團開展該等勞動密集程度較低的業務，從而能更嚴格地控制營運成本，並且拓寬收入來源。

本集團繼於報告期間與一家信息技術公司成功展開合作，為中國一家主要電信營運商在廣東省的分公司向諸企業提供多媒體短信服務後，將與另外兩家信息技術公司各別簽訂合約，透過國內三大電信營運商的網絡為企業提供短信服務。

同時，本集團亦正準備開展前端業務，銷售兒童智能手錶，該款手錶可當作手提電話般進行音頻及視頻通信，透過Wi-Fi連接互聯網，並讓佩戴者的父母能通過全球定位系統(GPS)追蹤佩戴者。該智能手錶將與中國一家主要電信營運商的電信服務捆綁銷售。本集團將成為該款智能手錶分銷的總代理，或提供服務支援可穿戴設備的硬件運作。該前端業務將能令本集團在終端用戶市場創立自家品牌，建立其品牌知名度。

# Management Discussion and Analysis

## 管理層討論及分析

The back-end businesses that the Group is running include internet electronic identity authentication, electronic signature and AI services and solutions. Such businesses are aimed at capitalizing on China's booming digital economy and the growing trends towards digitalization and automation among businesses.

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

All these initiatives not only can expand the income source to help the Group get through the difficult business environment but also can add impetus to its business development for the long term.

本集團現正經營的後端業務包括互聯網電子身份核驗、電子簽署，以及人工智能服務及解決方案等，以期在中國蓬勃的數字經濟，以及企業日趨普及的數字化和自動化的趨勢中積極把握機遇。

於上一個財政年度，深圳韻博簽訂一份框架協議，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。

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

# Management Discussion and Analysis

## 管理層討論及分析

### 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 at the date of this report.

As stipulated in the circular of the Company dated 11 July 2013, such proceeds were to be applied in (i) paying and contributing to the registered capital, increased registered capital and further investment in Guangzhou YBDS IT Co., Ltd.\* (廣州韻博信息科技有限公司) (“**Guangzhou YBDS**”) and Beijing YBDS IT Co., Ltd.\* (北京韻博港信息科技有限公司) (“**Beijing YBDS**”), the two indirect wholly-owned subsidiaries of the Company, especially for Beijing YBDS in order to meet the minimum capital threshold requirement when submitting bids for the proposed projects offered by relevant telecommunication 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’s registered capital and the capital increase, together with the remaining balance of the proceeds were then added to the Company’s capital for new potential projects and general working capital purposes.

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

During the year ended 31 March 2023, a total amount of approximately HK\$18,984,000 of the net proceeds from the Subscription was utilised for the same purposes as previously disclosed in the supplemental announcement of the Company dated 20 February 2023 (the “**Supplemental Announcement**”).

### 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，相當於本報告日期本公司已發行股本總額約72.83%。

按本公司日期為二零一三年七月十一日之通函所規定，該等所得款項乃撥作下列用途：(i) 對本公司兩間間接全資附屬公司廣州韻博信息科技有限公司（「**廣州韻博**」）及北京韻博港信息科技有限公司（「**北京韻博**」）（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。

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，以及日期分別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。

截至二零二三年三月三十一日止年度，認購所得款項淨額合共約18,984,000港元用於先前於本公司日期為二零二三年二月二十日的補充公告（「**補充公告**」）所披露的相同目的。

# Management Discussion and Analysis

## 管理層討論及分析

As at 31 March 2023, there was an unutilised amount of net proceeds of approximately HK\$11,888,000, which was intended to be applied for the purposes as previously disclosed in the Supplemental Announcement (which include new potential projects and general working capital), with the allocation of such unutilised net proceeds being revised, in the manner set out below. The expected timeline for the intended use of the unutilised net proceeds is as follows:

於二零二三年三月三十一日，尚未動用所得款項淨額約為11,888,000港元，擬用於先前於補充公告所披露目的（包括新潛在項目及一般營運資金，有關未動用所得款項淨額的分配方法按以下方式修訂）。未動用所得款項擬定用途的預期時間表如下：

	<b>Amount utilised during the year ended 31 March 2023</b> 截至二零二三年三月三十一日止年度的已動用金額 HK\$'000 (approximately) 千港元 (概約)	<b>Unutilised net proceeds as at 31 March 2023</b> 於二零二三年三月三十一日的未動用所得款項淨額 HK\$'000 (approximately) 千港元 (概約)	<b>Revised allocation of the unutilised net proceeds as at the date of this report</b> 於本報告日期未動用所得款項淨額的經修訂分配方法 HK\$'000 (approximately) 千港元 (概約)	<b>Expected timeline for utilising the unutilised net proceeds</b> 動用未動用所得款項淨額的預期時間表
New potential projects 新潛在項目	2,285	7,589	3,428	End of December 2023 二零二三年十二月底
General working capital 一般營運資金	16,699	4,299	8,460	End of March 2024 二零二四年三月底
<b>Total</b> 總計	<b>18,984</b>	<b>11,888</b>	<b>11,888</b>	

The Company continues to stay prudent in applying the net proceeds from the Subscription and has placed the unutilised net proceeds in interest-bearing deposits with authorised financial institutions or licensed banks. As at the date of this report, the Company is yet to identify any suitable new potential projects. In order to use the Group's financial resources in a more beneficial and effective way and to cope with its business and operational needs, the Company has allocated approximately HK\$4.2 million of the unutilised net proceeds from the purpose of new potential project to general working capital. The Board estimated that the time for utilising the remaining unutilised net proceeds from the Subscription for new potential projects and general working capital will be by 31 December 2023 and 31 March 2024, respectively. The expected timeline for fully utilising the unutilised net proceeds is based on the best estimations of the future market conditions made by the Group and is subject to change based on the current and future development of the market conditions.

本公司繼續審慎應用認購事項所得款項淨額，並將未動用所得款項淨額存入獲授權金融機構或持牌銀行的計息存款。於本報告日期，本公司尚未物色任何合適的新潛在項目。為以更有利方式及更有效地使用本集團的財務資源以及為應付其業務及營運需要，本公司已將用於新潛在項目的未動用所得款項淨額中約4,200,000港元分配至一般營運資金用途。董事會估計，就新潛在項目及一般營運資金動用認購事項餘下未動用所得款項淨額的時間將分別為二零二三年十二月三十一日前及二零二四年三月三十一日前。悉數動用未動用所得款項淨額的預期時間表乃基於本集團對未來市況的最佳估計，並可根據當前及未來市況發展予以變動。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

During the year ended 31 March 2023 (the “**Reporting Period**”), the Group recorded a revenue of approximately HK\$18,290,000, representing a decrease of approximately 44% when compared with that in the year ended 31 March 2022 (the “**Previous Period**”) of approximately HK\$32,800,000.

Loss attributable to owners of the Company for the Reporting Period was approximately HK\$10,108,000 as compared with profit attributable to owners of the Company of approximately HK\$18,189,000 for the Previous Period.

### SEGMENTAL INFORMATION

#### Business segments

During the Reporting Period, when compared with the Previous Period, revenue generated from hardware sales has decreased by approximately 13%, while revenue from services has decreased by approximately 81%.

#### Geographical segments

The provision of system development services and other value-added technical consultation services and hardware-related business mainly caters for the PRC market. Revenue from the Hong Kong segment represented nil of the total revenue (Previous Period: nil).

### FINANCIAL RESOURCES AND LIQUIDITY

As at 31 March 2023, the shareholders’ funds of the Group amounted to approximately HK\$246,000. Current assets were approximately HK\$32,656,000, mainly comprising cash and cash equivalents of approximately HK\$3,493,000, financial assets at fair value through profit or loss of approximately HK\$8,210,000 and trade and other receivables of approximately HK\$20,105,000. Current liabilities mainly comprised trade and other payables of approximately HK\$20,760,000. The net liability value per share was approximately HK\$0.01. The Group’s gearing ratio, expressed as a percentage of bank borrowings and long term debts over total equity, was nil. The liquidity ratio of the Group, determined as a ratio of current assets over current liabilities, was 1.49:1 (as at 31 March 2022: 1.01:1).

### EXPOSURE TO EXCHANGE RATE FLUCTUATION

The Group mainly operates in Hong Kong and China. The Group’s assets and liabilities are principally denominated in Hong Kong dollar and Renminbi. The currency exchange rate risk of the Group is immaterial, and the Group did not engage in any hedging activities. However, the management will monitor foreign exchange exposure and consider hedging significant currency exposure should the need arise.

### 財務回顧

於截至二零二三年三月三十一日止年度(「**報告期間**」)，本集團錄得收益約18,290,000港元，較截至二零二二年三月三十一日止年度(「**過往期間**」)約32,800,000港元減少約44%。

於報告期間，本公司擁有人應佔虧損約為10,108,000港元，而過往期間本公司擁有人應佔溢利則約為18,189,000港元。

### 分部資料

#### 業務分部

於報告期間，硬件銷售之收益較過往期間減少約13%，而服務之收益較過往期間則減少約81%。

#### 地區分部

提供系統開發服務及其他增值技術顧問服務以及硬件相關業務主要滿足中國市場需求。總收益中並無來自香港分部之收益(過往期間：無)。

### 財務資源及流動資金

於二零二三年三月三十一日，本集團之股東資金約達246,000港元。流動資產約為32,656,000港元，主要包括現金及現金等價物約3,493,000港元、按公平值計入損益的金融資產約8,210,000港元以及貿易及其他應收款項約20,105,000港元。流動負債主要包括貿易及其他應付款項約20,760,000港元。每股負債淨額約為0.01港元。本集團之資產負債比率(即銀行借貸及長期債務佔總權益之百分比)為零。本集團之流動資金比率(即流動資產對流動負債之比率)為1.49:1(於二零二二年三月三十一日：1.01:1)。

### 匯率波動之風險承擔

本集團主要在香港及中國營運。本集團之資產及負債大部分均以港元及人民幣計算。本集團之貨幣匯率風險被視為並不重大，而本集團並無進行任何對沖活動。然而，管理層將會監控外匯風險，並在有需要時考慮對沖重大貨幣風險。

# Management Discussion and Analysis

## 管理層討論及分析

### CONTINGENT LIABILITIES

As at 31 March 2022 and 2023, the Group had no material contingent liabilities.

### CHARGES ON THE GROUP'S ASSETS

As at 31 March 2022 and 2023, the Group had no charges on the Group's asset.

### EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2023, the Group had 29 employees (including 7 Directors, one of which resigned on 31 May 2023). (31 March 2022: 34 employees (including 7 Directors)). The total remuneration paid to employees, including Directors, for the Reporting Period was approximately HK\$7,175,000 (Previous Period: HK\$9,458,000). Remuneration is determined by reference to market terms and the performance, qualification and experience of each individual employee. Annual year-end double pay is paid based on each individual employee's performance as recognition of and reward for their contributions. Other benefits accruing to the employees include contributions made to statutory mandatory provident fund scheme and a group medical scheme. We also subsidise our employees for pursuing further studies in related fields.

### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Save as disclosed in this annual report, the Group did not have any material acquisitions or disposals of subsidiaries or associated companies during the Reporting Period.

### SIGNIFICANT INVESTMENT

In order to enhance the capital efficiency and to maximise the return from the working capital of the Group, the Group reasonably and strategically utilises the idle funds of the Group to conduct the subscriptions and redemptions of wealth management products for investment purposes.

Going forward, the Group will continue to utilise part of its idle funds to conduct the subscriptions and redemptions of wealth management products, by taking into account of (i) the flexible investment term of each of the wealth management products in which the Group is able to freely subscribe additional or redeem part of the wealth management products to cater the capital needs of the Group's operation; (ii) the risk associated with the wealth management products is relatively low and the wealth management products are acquired from larger banks; (iii) the subscriptions and the redemptions offer a better return than the prevailing fixed-term deposit interests rates generally offered by commercial banks in the PRC; and (iv) the subscriptions and redemptions have no material impact on the operations and working capital of the Group.

### 或然負債

於二零二二年及二零二三年三月三十一日，本集團並無重大或然負債。

### 本集團之資產抵押

於二零二二年及二零二三年三月三十一日，本集團並無抵押其資產。

### 僱員及薪酬政策

於二零二三年三月三十一日，本集團聘用29名僱員（包括7名董事，其中一人於二零二三年五月三十一日辭任）（二零二二年三月三十一日：34名僱員（包括7名董事））。於報告期間，支付予僱員（包括董事）之薪酬總額約為7,175,000港元（過往期間：9,458,000港元）。薪酬乃根據市場待遇，以及個別僱員之表現、資格及經驗釐定。年度年終雙薪乃以個別僱員表現為基準支付予僱員，以認可及獎勵彼等之貢獻。其他僱員福利包括給予法定強制性公積金計劃供款，以及團體醫療計劃。僱員在相關範疇深造，我們亦會提供資助。

### 重大收購及出售附屬公司及聯營公司

除本年報所披露者外，於報告期間，本集團概無持有任何重大收購事項及出售附屬公司及聯營公司。

### 重大投資

為提高資金使用效率，實現本集團營運資金回報最大化，本集團合理及有策略地動用本集團的閒置資金進行理財產品認購及贖回，以達到投資目的。

未來，本集團將繼續動用部分閒置資金認購及贖回理財產品，經計及(i)各理財產品的投資期限靈活，本集團可以自由增購或贖回部分理財產品，以滿足本集團經營資金需求；(ii)理財產品的風險相對較低，且理財產品均購自大型銀行；(iii)認購及贖回的回報優於中國商業銀行普遍提供的現行定期存款利率；及(iv)認購及贖回對本集團的經營和營運資金並無重大影響。

# Management Discussion and Analysis

## 管理層討論及分析

The significant investments held by the Group which were classified as financial assets at fair value through other comprehensive income during the year ended 31 March 2023 are as follows:

截至二零二三年三月三十一日止年度，本集團持有分類為按公平值計入其他全面收益的金融資產的重大投資如下：

Name of investment	Cost	Redemption during the year	Exchange difference	Fair value as at 31 March 2023 於二零二三年三月三十一日 之公平值	Dividend income during the year	Percentage to the total assets as at 31 March 2023 於二零二三年三月三十一日佔 總資產的百分比
投資名稱	成本 (HK\$'000) (approximately) (千港元) (概約)	年內贖回 (HK\$'000) (approximately) (千港元) (概約)	匯兌差額 (HK\$'000) (approximately) (千港元) (概約)	(HK\$'000) (approximately) (千港元) (概約)	年內股息收入 (HK\$'000) (approximately) (千港元) (概約)	(approximately) (概約)
中銀日積月累一日計劃 BOC Rijiyoulei — Daily Plan*	3,162	(1,752)	(225)	1,185	76	3.25%
中國工商銀行無固定期限超短期人民幣理財產品 ICBC Ultra-Short-Term RMB Wealth Management Product with No Fixed Term*	8,081	(3,035)	(247)	4,799	84	13.15%
工銀超短期法人人民幣理財產品 ICBC Ultra-Short-Term Legal Person RMB Wealth Management Product*	8,125	(7,445)	(223)	457	37	1.25%
工銀理財—法人“添利寶2號”淨值型理財產品 ICBC Wealth Management • Legal Person “Tianlibao No. 2” Net Value Wealth Management Product*	3,086	(2,864)	(222)	-	64	-
工銀理財—法人“添利寶”淨值型理財產品 ICBC Wealth Management • Legal Person “Tianlibao” Net Value Wealth Management Product*	3,140	(2,864)	(221)	55	55	0.15%
招商銀行日日鑫理財計劃 CMB Ririxin Wealth Management Plan*	2,864	(1,146)	(4)	1,714	36	4.70%
招商銀行點金系列進取型看漲兩層區間31天結構性存款 CMB Dianjin Series Aggressive and Bullish Two-layer Range 31 days Structural Deposit*	1,976	(1,833)	(143)	-	5	-
招商銀行點金系列進取型看漲兩層區間36天結構性存款 CMB Dianjin Series Aggressive and Bullish Two-layer Range 36 days Structural Deposit*	2,222	(2,062)	(160)	-	6	-
招商銀行點金系列看跌兩層區間68天結構性存款 (CMB Dianjin Series Bearish Two-layer Range 68 days Structured Deposit*)	2,291	(2,291)	-	-	13	-
招商銀行朝招金(多元積極型)理財計劃 (CMB Chaozhaojin (multi-active) Wealth Management Plan*)	2,062	(2,062)	-	-	4	-
共贏智信匯率掛鉤人民幣結構性存款06930期 Win-win Zhixin Exchange Rate Linked RMB Structured Deposit 06930*	3,086	(2,864)	(222)	-	46	-
	40,095	(30,218)	(1,667)	8,210	426	

# Management Discussion and Analysis

## 管理層討論及分析

Save as disclosed above, the Group did not have other significant investment during the Reporting Period.

### ANNUAL GENERAL MEETING

The forthcoming annual general meeting of the Company (the “**2023 Annual General Meeting**”) will be held on Tuesday, 1 August 2023 at 2:00 p.m. at 29/F, The Gateway, Tower 5, Harbour City, 15 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining shareholders’ entitlement to attend and vote at the 2023 Annual General Meeting to be held at 2:00 p.m. on Tuesday, 1 August 2023, the register of members of the Company will be closed from Thursday, 27 July 2023 to Tuesday, 1 August 2023, both dates inclusive. During this period, no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the aforesaid meeting, all share certificates with completed transfer forms must be lodged with the Company’s Hong Kong Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 26 July 2023 for registration.

除披露於上述外，於報告期間，本集團並無其他重要投資。

### 股東週年大會

本公司將於二零二三年八月一日(星期二)下午二時正假座香港九龍尖沙咀廣東道15號海港城港威大廈第五座29樓舉行應屆股東週年大會(「二零二三年股東週年大會」)。

### 暫停辦理股份過戶登記

為釐定股東出席將於二零二三年八月一日(星期二)下午二時正舉行之二零二三年股東週年大會及於會上投票之權利，本公司將於二零二三年七月二十七日(星期四)至二零二三年八月一日(星期二)(首尾兩日包括在內)暫停辦理股東登記手續。於該期間內不會辦理本公司股份過戶登記。為符合資格出席前述大會及於會上投票，所有股票連同填妥之過戶表格必須最遲於二零二三年七月二十六日(星期三)下午四時三十分送達本公司之香港股份過戶登記分處卓佳秘書商務有限公司(地址為香港夏慤道16號遠東金融中心17樓)，以辦理登記。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

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

#### Code Provision A.1.8 (now rearranged as C.1.8)

Code Provision A.1.8 (now rearranged as C.1.8) stipulates that an issuer should arrange appropriate insurance cover in respect of legal action against its directors.

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

#### Code Provision A.2.1 (now rearranged as C.2.1)

Code Provision A.2.1 (now rearranged as C.2.1) stipulates that the roles of chairman and chief executive should be separate.

During the Reporting Period, the executive Directors, namely, Mr. Cai Dan (who resigned on 31 May 2023), Mr. Wang Xiaoqi, Ms. Ho Ching and Mr. Ho Yeung focused on evaluating new potential business and investment opportunities and formulating and implementing business strategies to enhance the revenue and growth potential of the Company. Hence, a new chairman and chief executive officer will not be appointed until suitable candidates have been identified for such purpose.

### 企業管治常規

本公司已採納GEM上市規則附錄十五所載企業管治守則(「守則」)之守則條文(「守則條文」)。除下文所述偏離守則之守則條文第A.1.8條(現重新編排為C.1.8條)及第A.2.1條(現重新編排為C.2.1條)外，本公司於報告期間已遵守守則之守則條文：

#### 守則條文第A.1.8條(現重新編排為C.1.8條)

守則條文第A.1.8條(現重新編排為C.1.8條)規定發行人應就其董事可能面對之法律訴訟作適當投保安排。

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

#### 守則條文第A.2.1條(現重新編排為C.2.1條)

守則條文第A.2.1條(現重新編排為C.2.1條)規定，主席及主要行政人員之職務應予區分。

報告期間，執行董事蔡丹先生(於二零二三年五月三十一日辭任)、王曉琦先生、何征女士以及何洋先生專注評估新潛在業務及投資機會，並制定及履行業務策略，以加強本公司之收益及增長潛力。因此，直至就該等目的而言物色到適合人選前，均不會委任新主席及行政總裁。

# Corporate Governance Report 企業管治報告

## COMPLIANCE WITH CODE FOR DIRECTORS' SECURITIES TRANSACTION

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries with each of the Directors, all Directors confirmed that they 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.

## EFFECTIVE AND EXPERIENCED BOARD

### Board Composition

The Board comprises the following members during the Reporting Period and at the date of this report:

#### **Executive Directors:**

Mr. Wang Xiaoqi  
Mr. Ho Yeung  
Mr. Cai Dan (resigned on 31 May 2023)  
Ms. Ho Ching

#### **Independent Non-executive Directors:**

Mr. Lau Chor Ki  
Mr. Tse Yee Hin, Tony  
Mr. Wong Kin Kee

## 遵守董事進行證券交易之守則

本公司已就董事進行證券交易採納一套操守守則，其條款並不遜於GEM上市規則第5.48至5.67條所訂之買賣標準。經向各董事作出特定查詢後，全體董事確認於整個報告期間均已遵守本公司採納之董事進行證券交易之所需買賣標準及操守守則。

## 效率及經驗兼備之董事會 董事會組成

董事會於整個報告期間及本報告日期由以下成員組成：

#### **執行董事：**

王曉琦先生  
何洋先生  
蔡丹先生(於二零二三年五月三十一日辭任)  
何征女士

#### **獨立非執行董事：**

柳楚奇先生  
謝宇軒先生  
黃建基先生

# Corporate Governance Report

## 企業管治報告

### Board Meeting

The Board meets at least four times a year to, among other matters, review financial and operating performance and discuss the Group's direction and strategy.

During the Reporting Period, four Board meetings were held.

Details of the Directors' attendance of the Board meetings during the Reporting Period are as follows:

### 董事會會議

董事會最少每年舉行四次會議，其中包括檢討財務及經營業績，並討論本集團之方向及策略。

於報告期間，共舉行四次董事會會議。

下表載列董事於報告期內出席董事會會議記錄詳情：

		<b>Attendance/ Number of Board meetings held during the Reporting Period</b> 出席次數/ 於報告期間 舉行之 董事會會議次數	<b>Attendance/ Number of general meetings held during the Reporting Period</b> 出席次數/ 於報告期間 舉行之 股東大會次數
Mr. Wang Xiaoqi	王曉琦先生	3/4	1/1
Mr. Ho Yeung	何洋先生	0/4	0/1
Mr. Cai Dan (resigned on 31 May 2023)	蔡丹先生 (於二零二三年五月三十一日辭任)	4/4	1/1
Ms. Ho Ching	何征女士	2/4	1/1
Mr. Tse Yee Hin, Tony	謝宇軒先生	4/4	1/1
Mr. Lau Chor Ki	柳楚奇先生	4/4	1/1
Mr. Wong Kin Kee	黃建基先生	3/4	1/1

### Functions of the Board

The Board is responsible for formulating the Group's overall strategy, considering and approving financial statements, material contracts and transactions as well as other significant policy and financial matters. The Board delegates the day to day operation and administration functions to the executive Directors and the management, while preserving the right to finally approve key matters and strategic decisions. When the Board delegates certain aspects of its management and administration functions to the management, it gives clear directions as to the powers of the management, in particular, with respect to the circumstances where the management should report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company. The Directors do not have any financial, business, family or other material/relevant relationships with each other.

### 董事會之職能

董事會負責制訂本集團之整體策略、考慮及批准財務報表、重大合約及交易以及其他重大政策及財務事宜。董事會將日常營運及行政職能之權力授予執行董事及管理層，惟保留最後批准重要事項及策略決定之權利。當董事會將其某方面管理及行政職能之權力授予管理層時，將就管理權力給予清晰指示，特別是有關管理層代表本公司作出決定或任何承諾前應匯報及取得董事會事先批准。董事之間並無任何財務、業務、親屬或其他重大／相關之關係。

# Corporate Governance Report

## 企業管治報告

The Board understands that they are responsible for the design and implementation of the risk management system, as well as monitoring and review of the effectiveness of such system. The Board has delegated such responsibility to the executive Directors and the management of the Group, and the executive Directors and the management will report to the Board any findings regarding the risk management systems of the Group.

The Board and the management have reviewed the Group's financial, operation, compliance and strategic aspects and identified certain risk areas. During the Reporting Period, the Group has established a risk management policy and risk reporting mechanism. Our risk management policy covers various aspects including systematic risk identification and assessment and risk response processes, and a comprehensive risk monitoring and reporting mechanism.

### Practices and Conduct of Meetings

Schedules and proposed agendas for all Board and committee meetings are normally made available to Directors in advance.

Notices of regular Board meetings are served to all Directors at least 14 days before the meeting. For other Board and committee meetings, reasonable notices are generally given.

Board papers together with all appropriate, complete and reliable information are sent to all Directors/committee members, to the extent possible, at least 3 days before each Board or committee meeting to keep Directors or committee members apprised of the latest developments and financial position of the Company enabling them to make informed decisions. The Board and each Director have separate and independent access to senior management whenever necessary.

The secretary of the meeting is responsible for taking and keeping minutes of all Board and committee meetings. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

According to the current practices of the Board, any material transaction, which involves a conflict of interests relating to a substantial shareholder, Director or Directors, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's articles of association also contains provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such substantial shareholder, Director or Directors or any of their associates have a material interest.

董事會明白彼等負責設計及實施風險管理系統以及對該等系統進行監控及檢討其成效。董事會已將該等責任轉授予本集團執行董事及管理層，且執行董事及管理層將就本集團風險管理系統之任何發現向董事會作出報告。

董事會及管理層已就本集團財務、營運、合規情況及策略方面進行審閱，並確定若干風險範疇。於報告期間，本集團已建立風險管理政策及風險報告機制。風險管理政策涵蓋多個方面，包括系統風險識別及評估以及風險反饋流程，以及全方位風險監控及報告機制。

### 會議常規及運作

所有董事會及委員會會議之會議時間表及議程通常預先分發予董事。

定期董事會會議通告於會議召開前至少十四日前送達各董事。就其他董事會及委員會會議而言，一般於合理時間內發出通知。

董事會文件連同所有適用、完備及可靠資料須於各董事會會議或委員會會議召開前至少三日前送達各董事／委員會成員，讓董事或委員會成員得悉本公司之最新發展及財務狀況，及作出知情決定。董事會及各董事亦於有需要時個別與高級管理層單獨會面。

會議秘書負責就所有董事會會議及委員會會議撰寫會議記錄及將有關記錄存檔。會議記錄校本一般於各會議召開後一段合理時間內向董事傳閱，以收集各方意見，最後落實之版本將公開予各董事查閱。

根據現有董事會常規，任何涉及主要股東或董事利益衝突之重大交易，將於正式召開之董事會會議上由董事會省覽及處理。本公司之組織章程細則亦載有條文，要求董事於就批准該等主要股東或董事或其任何聯繫人士於當中擁有重大權益之交易召開之會議上放棄投票，及該等主要股東或董事或其任何聯繫人士不被計入法定人數內。

### Appointment, Re-election and Removal of Directors

According to the Company's articles of association, not less than one-third of the Directors are required to retire from office at each annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Any further appointment of an independent non-executive Director, who has served the Board for more than nine years, shall be subject to a separate resolution to be approved by the shareholders of the Company.

According to Code Provision B.2.2 of the Code, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Mr. Wang Xiaoyi ("Mr. Wang") was appointed as an executive Director with effect from 17 March 2015. Mr. Wang presently does not have a fixed term of service with the Company but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Wang is determined with reference to his qualifications, experience and duties and responsibilities in the Group and prevailing market conditions.

Mr. Ho Yeung ("Mr. Ho") was appointed as an executive Director with effect from 1 June 2017. Mr. Ho has entered into a service contract with the Company on the day of his appointment and has renewed his service contract with the Company for a term of three years commencing on 1 June 2020. He has recently renewed his service contract with the Company for a term of another three years commencing on 1 June 2023. His term of office is subject to retirement by rotation and re-election in accordance with the Company's articles of association.

Mr. Cai Dan ("Mr. Cai") was appointed as an executive Director with effect from 1 March 2021 and resigned as an executive Director on 31 May 2023 due to his wish to devote more time on his other personal endeavours. Mr. Cai did not have a fixed term of service with the Company but was subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Cai was determined with reference to his qualifications, experience and duties and responsibilities in the Group and prevailing market conditions.

Ms. Ho Ching ("Ms. Ho") was appointed as an executive Director with effect from 18 June 2021. Ms. Ho presently does not have a fixed term of service with the Company but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The remuneration of Ms. Ho is determined with reference to her qualifications, experience and duties and responsibilities in the Group and prevailing market conditions.

### 董事之委任、重選連任及罷免

根據本公司之組織章程細則，不少於三分之一之董事須於每屆股東週年大會上任滿告退，惟每位董事最少須每三年輪席退任一次。任何已於董事會任職達九年以上之獨立非執行董事如欲繼續連任，則須經本公司股東以個別決議案形式批准。

根據守則之守則條文第B.2.2條，每位董事，包括有特定任期的董事，應至少每三年輪席退任一次。

王曉琦先生（「王先生」）自二零一五年三月十七日起獲委任為執行董事。王先生現時並無與本公司訂立固定服務年期，惟須根據本公司之組織章程細則於本公司股東週年大會輪席退任及重選連任。王先生的薪酬乃參考其資歷、經驗及於本集團的職責及責任及當前市況釐定。

何洋先生（「何先生」）自二零一七年六月一日起獲委任為執行董事。何先生與本公司於其獲委任當日訂立服務合約，並已與本公司重續服務合約，自二零二零年六月一日起另續三年。彼近期重續與本公司的服務合約，自二零二三年六月一日起另續三年。彼之任期須根據本公司之組織章程細則輪席退任及重選連任。

蔡丹先生（「蔡先生」）自二零二一年三月一日起獲委任為執行董事並因有意投放更多時間至其他個人事業上而於二零二三年五月三十一日辭任執行董事。蔡先生並無與本公司訂立固定服務年期，惟須於本公司股東週年大會上根據本公司組織章程細則輪值退任及重選連任。蔡先生的薪酬乃參考其資歷、經驗及於本集團的職責及責任及當前市況釐定。

何征女士（「何女士」）自二零二一年六月十八日起獲委任為執行董事。何女士現時並無與本公司訂立固定服務年期，須於本公司股東週年大會上根據本公司組織章程細則輪值退任及重選連任。何女士的薪酬乃參考其資歷、經驗及於本集團的職責及責任及當前市況釐定。

# Corporate Governance Report

## 企業管治報告

Mr. Tse Yee Hin, Tony was appointed as an independent non-executive Director with effect from 15 May 2014. Mr. Tse entered into a letter of appointment with the Company on the day of his appointment and has renewed his letter of appointment with the Company for a term of another three years commencing on 17 May 2019. Mr. Tse has further renewed his letter of appointment with the Company for a term of another three years commencing on 17 May 2022. His term of office is subject to retirement by rotation and re-election in accordance with the Company's articles of association.

Mr. Lau Chor Ki was appointed as an independent non-executive Director with effect from 1 June 2017. Mr. Lau has entered into a letter of appointment with the Company on the day of his appointment and has recently renewed his letter of appointment with the Company for a term of another three years commencing on 1 June 2023. His term of office is subject to retirement by rotation and re-election in accordance with the Company's articles of association.

Mr. Wong Kin Kee was appointed as an independent non-executive Director with effect from 3 April 2018. Mr. Wong has entered into a letter of appointment with the Company on the day of his appointment and has renewed his letter of appointment with the Company for a term of another three years commencing on 3 April 2021. His term of office is subject to retirement by rotation and re-election in accordance with the Company's articles of association.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received the annual confirmation from each of the current independent non-executive Directors as regards his independence of the Company pursuant to Rule 5.09 of the GEM Listing Rules and considers that each of the current independent non-executive Directors is independent of the Company.

### TERM OF OFFICE OF NON-EXECUTIVE DIRECTORS

All the non-executive Directors (including independent non-executive Directors) were appointed for a specific term but subject to the relevant provisions of the Company's articles of association or any other applicable laws on the Directors' removal or retirement. Mr. Tse Yee Hin, Tony, Mr. Lau Chor Ki and Mr. Wong Kin Kee, the independent non-executive Directors, are appointed until 16 May 2025, 31 May 2026 and 2 April 2024.

謝宇軒先生自二零一四年五月十五日起獲委任為獨立非執行董事。謝先生於其獲委任當日與本公司訂立委任函，並已與本公司重續其委任函，年期由二零一九年五月十七日起計另續三年。謝先生已再次與本公司重續其委任函，年期由二零二三年五月十七日起計另續三年。彼之任期須根據本公司之組織章程細則輪席退任及重選連任。

柳楚奇先生自二零一七年六月一日起獲委任為獨立非執行董事。柳先生與本公司於其獲委任當日訂立委任函，並近期已與本公司重續委任函，自二零二三年六月一日起另續三年。彼之任期須根據本公司之組織章程細則輪席退任及重選連任。

黃建基先生已獲委任為獨立非執行董事，自二零一八年四月三日起生效。黃先生與本公司於其獲委任當日訂立委任函，並已與本公司重續委任函，自二零二一年四月三日起另續三年。彼之任期須根據本公司之組織章程細則輪席退任及重選連任。

### 獨立非執行董事

本公司已接獲各現任獨立非執行董事就彼於本公司之獨立身分根據GEM上市規則第5.09條發出之年度確認函件，並認為各現任獨立非執行董事乃獨立於本公司。

### 非執行董事的任期

所有非執行董事(包括獨立非執行董事)均以固定年期獲委任，惟董事的罷免或退任須受本公司組織章程細則的有關條文或任何其他適用法例所規限。獨立非執行董事謝宇軒先生、柳楚奇先生及黃建基先生的任期分別直至二零二五年五月十六日、二零二六年五月三十一日及二零二四年四月二日。

# Corporate Governance Report

## 企業管治報告

### CHAIRMAN AND CHIEF EXECUTIVE

Code Provision A.2.1 (now rearranged as C.2.1) stipulated that the roles of chairman and chief executive should be separate.

During the Reporting Period, the executive Directors, namely, Mr. Wang Xiaoqi, Mr. Ho Yeung, Ms. Ho Ching and Mr. Cai Dan (who resigned on 31 May 2023) focused on evaluating new potential business and investment opportunities and formulating a new business strategy to enhance the revenue and growth potential of the Company. Hence, a new chairman and chief executive officer will not be appointed until suitable candidates have been identified for such purpose.

Save as disclosed in the section of “Biographical Information of Directors and Senior Management”, there is no financial, business, family or other material and/or relevant relationship between each of the executive Directors and other members of the Board.

### AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established in May 2000, and the Company had adopted a revised specific terms of reference on 10 January 2019 in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules.

Currently, the Audit Committee comprises Mr. Tse Yee Hin, Tony, Mr. Lau Chor Ki and Mr. Wong Kin Kee, all of whom are the 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 Audit Committee has reviewed the audited consolidated results of the Group for the Reporting Period, the risk management and internal control systems of the Group.

The Group’s unaudited quarterly and half-yearly results and audited annual results for the Reporting Period have been reviewed by the Audit Committee which is of the view that such financial statements have been prepared in compliance with the applicable accounting standards and that adequate disclosures have been made.

### 主席及行政總裁

守則條文第A.2.1條(現重新編排為C.2.1條)規定，主席及行政總裁之職務應予區分。

報告期間，執行董事王曉琦先生、何洋先生、何征女士及蔡丹先生(於二零二三年五月三十一日辭任)專注評估新潛在業務及投資機會，並制定新業務策略，以加強本公司之收益及增長潛力。因此，直至就該等目的而言物色適合人選前，均不會委任新主席及行政總裁。

除「董事及高級管理層之履歷」一節所披露者外，各執行董事及董事會其他成員彼此之間概無財務、業務、家族或其他重大及／或相關關係。

### 審核委員會

本公司審核委員會(「**審核委員會**」)於二零零零年五月成立，本公司已根據GEM上市規則第5.28至5.33條之規定於二零一九年一月十日採納經修訂具體職權範圍。

現時，審核委員會由謝宇軒先生、柳楚奇先生及黃建基先生組成，彼等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經審核綜合業績以及本集團風險管理及內部監控制度。

審核委員會已審閱本集團於報告期間之未經審核季度及半年度業績以及經審核年度業績，並認為該等財務報表已遵照適用會計準則而編製，且已作出充分披露。

# Corporate Governance Report

## 企業管治報告

The Board and the Audit Committee considered the internal control and risk management mechanism of the Group to be operating effectively for the Reporting Period.

During the Reporting Period, four meetings of the Audit Committee were held. Details of the members' attendance of the Audit Committee meetings are as follows:

董事會及審核委員會認為本集團於報告期間之內部監控及風險管理機制運作有效。

於報告期間，審核委員會曾舉行四次會議。審核委員會會議之成員出席記錄詳情如下：

		<b>Attendance/ Number of Audit Committee meetings held during the Reporting Period</b> 出席次數/ 於報告期間舉行之 審核委員會會議次數
Mr. Tse Yee Hin, Tony	謝宇軒先生	4/4
Mr. Lau Chor Ki	柳楚奇先生	4/4
Mr. Wong Kin Kee	黃建基先生	3/4

### REMUNERATION COMMITTEE

The remuneration committee of the Company (the "**Remuneration Committee**") was established in November 2005 and the Company had adopted a revised specific terms of reference on (i) 4 December 2013 in accordance with Rules 5.34 to 5.36 of the GEM Listing Rules and the requirements set out under Code Provisions; and (ii) 15 December 2022 to be in line with, among other matters, Rule 23.07A of the GEM Listing Rules.

Currently, the Remuneration Committee comprises Mr. Tse Yee Hin, Tony, Mr. Lau Chor Ki and Mr. Wong Kin Kee, all of whom are the independent non-executive Directors. Mr. Tse Yee Hin, Tony is the current chairman of the Remuneration Committee.

The Remuneration Committee meets at least once a year or on an as needed basis. The primary duties of the Remuneration Committee are to make recommendations to the Board on the remuneration of the Directors and the senior management and to determine on behalf of the Board the specific remuneration packages and conditions of employment for the executive Directors and the senior management.

During the Reporting Period, the Remuneration Committee has performed its duties to review the remuneration of Board members.

### 薪酬委員會

本公司薪酬委員會(「**薪酬委員會**」)於二零零五年十一月成立，本公司已(i)根據GEM上市規則第5.34至5.36條以及守則條文所載之規定於二零一三年十二月四日採納；及(ii)於二零二二年十二月十五日採納以符合(其中包括)GEM上市規則第23.07A條之經修訂之具體職權範圍。

現時，薪酬委員會由謝宇軒先生、柳楚奇先生及黃建基先生組成，彼等均為獨立非執行董事。謝宇軒先生為薪酬委員會現任主席。

薪酬委員會每年最少會面一次(或按需要會面)。薪酬委員會之主要職責為就董事及高級管理層之薪酬向董事會提出建議，並代表董事會釐定執行董事及高級管理層之特定薪酬待遇及僱用條件。

於報告期間，薪酬委員會已履行其審閱董事會成員薪酬之責任。

# Corporate Governance Report

## 企業管治報告

During the Reporting Period, one meeting of the Remuneration Committee was held. Details of the members' attendance of the Remuneration Committee meeting are as follows:

於報告期間，薪酬委員會曾舉行一次會議。薪酬委員會會議之成員出席記錄詳情如下：

		<b>Attendance/ Number of Remuneration Committee meetings held during the Reporting Period</b>
		出席次數/ 於報告期間舉行之 薪酬委員會會議次數
Mr. Tse Yee Hin, Tony	謝宇軒先生	1/1
Mr. Lau Chor Ki	柳楚奇先生	1/1
Mr. Wong Kin Kee	黃建基先生	1/1

The policies for the remuneration of the executive Directors and, if appropriate, the independent non-executive Directors are:

執行董事及(如合適)獨立非執行董事之薪酬政策如下：

- to ensure that none of the Directors should determine their own remuneration;
  - the remuneration should be broadly aligned with companies with which the Company competes for human resources;
  - the Group should aim to attract and retain executives and to motivate them to pursue appropriate growth strategies whilst taking into account individual performance; and
  - the remuneration should reflect the performance, complexity of duties and responsibility of individuals.
- 確保概無董事釐定彼等本身之薪酬；
  - 薪酬應與本公司人力資源之競爭對手給予之薪酬大致相若；
  - 本集團須專注吸引及留聘行政人員，並推動彼等追求合宜之增長策略之餘，亦考慮彼等個別表現；及
  - 薪酬須反映個別員工之表現、職能內容及職責。

### NOMINATION COMMITTEE

The nomination committee of the Company (the "**Nomination Committee**") was established in May 2011 and the Company had adopted a revised specific written terms of reference on 10 January 2019 in compliance with the Code Provision A.5 (now rearranged as B.3).

### 提名委員會

本公司提名委員會(「**提名委員會**」)於二零一一年五月成立，本公司已根據守則條文第A.5條(現重新編排為B.3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。

Currently, the Nomination Committee comprises Mr. Tse Yee Hin, Tony ("Mr. Tse"), Mr. Lau Chor Ki and Mr. Wong Kin Kee, all of whom are the independent non-executive Directors. Mr. Tse Yee Hin, Tony is the current chairman of the Nomination Committee.

現時，提名委員會由謝宇軒先生(「**謝先生**」)、柳楚奇先生及黃建基先生組成，彼等均為獨立非執行董事。謝宇軒先生為提名委員會現任主席。

# Corporate Governance Report

## 企業管治報告

Mr. Tse was appointed as an independent non-executive Director on 15 May 2014. He has served his role as an independent non-executive Director for more than nine years, his re-election will therefore be subject to a separate resolution to be approved by the shareholders of the Company at the forthcoming annual general meeting pursuant to Code Provision B.2.3 of part 2 of the Code. The Nomination Committee recommended the re-appointment of Mr. Tse at the forthcoming annual general meeting. A circular of the Company containing, among other matters, detailed information of re-appointment of Mr. Tse as well as the considerations of the Nomination Committee in relation to its recommendation of the re-appointment of Mr. Tse pursuant to the requirements of the GEM Listing Rules will be despatched to the shareholders of the Company.

The primary duties of the Nomination Committee are to identify potential candidates and to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of the Directors.

The Board has adopted a board diversity policy and the Nomination Committee is responsible for monitoring the achievement of the measurable objectives set out in the policy.

The Company recognises and seizes the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

In designing the Board's composition, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on merit, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

During the Reporting Period, one meeting of the Nomination Committee was held. Details of the members' attendance of the Nomination Committee are as follows:

謝先生於二零一四年五月十五日獲委任為獨立非執行董事。彼已擔任獨立非執行董事達九年以上，根據守則第二部分守則條文B.2.3，其重選連任須於應屆股東週年大會上經本公司股東以個別決議案形式批准。提名委員會建議於應屆股東週年大會上重選謝先生。根據GEM上市規則載有(其中包括)重選謝先生的詳情以及提名委員會推薦重選謝先生的考慮因素的本公司通函將寄發予本公司股東。

提名委員會之主要職責為物色董事人選，並就有關委任或續聘董事之相關事宜向董事會作出建議。

董事會已採納董事會成員多元化政策，而提名委員會負責監察該政策所載之可計量目標有否達成。

本公司確認及把握董事會成員多元化所帶來之裨益，以提升其表現質素。為達致可持續及均衡發展，本公司視提升董事會成員多元化水平為支持其達成策略目標及達致可持續發展之重要元素。

就制定董事會之組合而言，本公司已自多方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。全體董事會成員之委任將以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。

於報告期間，提名委員會曾舉行一次會議。提名委員會成員出席詳情如下：

### Attendance/ Number of Nomination Committee meetings held during the Reporting Period 出席次數/ 於報告期間舉行之 提名委員會會議次數

Mr. Tse Yee Hin, Tony	謝宇軒先生	1/1
Mr. Lau Chor Ki	柳楚奇先生	1/1
Mr. Wong Kin Kee	黃建基先生	1/1

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE FUNCTIONS

The Company is committed to enhancing its corporate governance practices relevant to the model and growth of its business. In order to achieve a right balance between governance and performance, the Board is responsible for introducing and proposing relevant principles concerning corporate governance so as to enhance the standard of corporate governance of the Company.

The Board is primarily responsible for performing the following corporate governance functions:

- (a) to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Group's compliance with the Code and disclosure in the Corporate Governance Report.

The details of the corporate governance functions reviewed and performed by the Board during the Reporting Period are disclosed and explained in this Corporate Governance Report.

### 企業管治職能

本公司致力完善有關其業務模式及增長的企業管治常規。為求在企業管治的規範與績效之間取得均衡發展，董事會負責引進並建議相關企業管治的原則，以致力提升本公司的企業管治水平。

董事會主要負責履行以下企業管治職能：

- (a) 制訂及檢討本集團的企業管治政策及常規，並向董事會提出建議；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 檢討及監察本集團在遵守法律及監管規定方面的政策及常規；
- (d) 制訂、檢討及監督適用於僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討本集團遵守守則的情況及於企業管治報告內作出披露。

於報告期間，企業管治職能之詳情已經董事會審閱及履行，並於本企業管治報告內披露及說明。

# Corporate Governance Report

## 企業管治報告

### DIRECTORS' TRAINING

According to the Code Provision A.6.5 (now rearranged as C.1.4), all directors should participate in continuous professional development and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant. To ensure the Directors' contribution to the Board remain informed and relevant, the Company will be responsible for arranging and finding suitable training for Directors and providing for its funding.

The Company will provide a comprehensive package of induction materials about the duties, responsibilities and liabilities as well as statutory and regulatory obligations of a director of a listed company.

During the Reporting Period and up to the date of this report, an individual training record of each Director is set out below:

### 董事培訓

根據守則條文第A.6.5條(現重新編排為C.1.4條)，全體董事均須進行持續專業發展，更新其知識及技能，以確保各董事在知情情況下為董事會作出切合需要的貢獻。為確保各董事在知情情況下為董事會作出切合需要的貢獻，本公司將負責為董事安排、尋找合適之培訓及為培訓提供資金。

本公司亦將提供有關上市公司董事之職責、責任及義務，以及法定及監管責任之全面介紹資料。

於報告期間及截至本報告日期，各董事之個人培訓記錄載列如下：

		Attending or participating in courses/seminars/conference/workshops relevant to rules and regulations and the Group's business/directors' duties	Reading materials relating to rules and regulations and discharge of directors' duties and responsibilities
		出席或參加與本集團業務／董事職責有關之規則及法例課程／研討會／會議／工作坊	閱讀有關規則及法例及履行董事職責及責任之材料
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Wang Xiaoqi	王曉琦先生	✓	✓
Mr. Ho Yeung	何洋先生	✓	✓
Mr. Cai Dan (resigned on 31 May 2023)	蔡丹先生 (於二零二三年五月三十一日辭任)	✓	✓
Ms. Ho Ching	何征女士	✓	✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Tse Yee Hin, Tony	謝宇軒先生	✓	✓
Mr. Lau Chor Ki	柳楚奇先生	✓	✓
Mr. Wong Kin Kee	黃建基先生	✓	✓

# Corporate Governance Report

## 企業管治報告

### COMPANY SECRETARY

The Company engaged an external service provider, Mr. Tung Tat Chiu, Michael (“**Mr. Tung**”) as its company secretary. Although Mr. Tung is accessible by all Directors and the senior management, Mr. Ho Yeung and Mr. Wang Xiaoqi, our executive Directors, are the principal persons with whom Mr. Tung liaises with. For the Reporting Period, Mr. Tung has received relevant professional training of not less than 15 hours to update his skills and knowledge.

### AUDITORS’ REMUNERATION

The consolidated financial statements of the Company for the Reporting Period were audited by Prism Hong Kong and Shanghai Limited (“**Prism**”) (formerly known as UniTax Prism (HK) CPA Limited) whose term of office will expire upon the forthcoming annual general meeting. The Audit Committee has recommended to the Board that Prism will be re-appointed as the auditors of the Company subject to the approval of the shareholders of the Company at the forthcoming annual general meeting.

During the Reporting Period, the remuneration paid or payable to the Company’s auditors, Prism, in respect of their audit and non-audit services was as follow:

#### Type of Services

##### 服務類別

Audit services  
Non-audit services  
Total

審核服務  
非審核服務  
總計

#### HK\$’000

##### 千港元

510  
–  
510

### 公司秘書

本公司已委任一名外部服務提供商佟達釗先生(「**佟先生**」)為其公司秘書。儘管全體董事及高級管理層均可聯繫佟先生，惟執行董事何洋先生及王曉琦先生為佟先生之主要聯絡人。於報告期間，佟先生已接受不少於15小時之相關專業培訓以提升其技能及增進知識。

### 核數師薪酬

於報告期間，本公司綜合財務報表經由上會栢誠會計師事務所有限公司(「**栢誠**」)(前稱為尤尼泰·栢淳(香港)會計師事務所有限公司)審核，其任期將於應屆股東週年大會上屆滿。審核委員會已向董事會建議，將重新委任栢誠為本公司之核數師，惟須經本公司股東於應屆股東週年大會上批准。

於報告期間，就審核及非審核服務已付或應付本公司核數師栢誠之酬金如下：

## DIVIDEND POLICY

The Company has adopted a dividend policy (the “**Dividend Policy**”) with effect from 1 January 2019. The Dividend Policy allows the shareholders of the Company (the “**Shareholders**”) to share the profits of the Company whilst retaining adequate reserves for the Group’s future growth. According to the Dividend Policy, in addition to the final dividends, the Company may declare interim dividends or special dividends from time to time.

According to the Dividend Policy, the Board shall consider the following factors before proposing and declaring dividends:

- (i) the Group’s general financial condition;
- (ii) the Group’s working capital and debt level;
- (iii) the Group’s liquidity position;
- (iv) retained earnings and distributable reserves of the Company and each of the members of the Group;
- (v) future cash requirements and availability for business operations, business strategies and future development needs;
- (vi) any restrictions on payment of dividends that may be imposed by the Group’s lenders;
- (vii) the general market conditions;
- (viii) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- (ix) any other factors that the Board deems relevant.

The declaration and payment of dividends by the Company is also subject to any restrictions under the Laws of the Cayman Islands, the articles of association of the Company and any applicable laws, rules and regulations.

The Dividend Policy will be reviewed from time to time by the Board and there can be no assurance that dividends will be paid in any particular amount for any given period.

## 股息政策

本公司已自二零一九年一月一日起採納股息政策（「**股息政策**」）。股息政策准許本公司股東（「**股東**」）分享本公司利潤，同時預留足夠儲備以供本集團日後發展之用。根據股息政策，除派發末期股息外，本公司亦可不時宣派中期股息或特別股息。

根據股息政策，董事會於建議派付及宣派股息前須考慮以下因素：

- (i) 本集團之一般財務狀況；
- (ii) 本集團之營運資金及債務水平；
- (iii) 本集團之流動資金狀況；
- (iv) 本公司及本集團各成員公司之保留盈利及可分派儲備；
- (v) 未來現金需求以及業務運營、業務戰略及未來發展需求之可用資金；
- (vi) 本集團貸方可能施加之任何派息限制；
- (vii) 一般市況；
- (viii) 整體經濟狀況以及可能影響本集團業務或財務表現及狀況之其他內部或外部因素；及
- (ix) 董事會認為相關之任何其他因素。

本公司宣派及派付股息亦須遵守開曼群島法律、本公司組織章程細則以及任何適用法律、規則及法規所載之任何限制。

董事會將不時檢討股息政策，並不保證在任何指定期間派發任何特定金額之股息。

### BOARD DIVERSITY POLICY

#### Summary of the Board Diversity Policy

The Company has adopted a board diversity policy (the **"Board Diversity Policy"**). In designing the Board's composition, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on merit, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

As at the date of this report, there is one female Director on the Board. In the future, the Board will continue to pay due regard to the importance of diversity in identifying potential candidates for directorships and continue to ensure that gender is one of the factors to be considered in appointing Directors by the Nomination Committee.

The Board also recognises the importance of diversity at the workforce level. As at 31 March 2023, the gender ratio of the workforce of the Group (including senior management) was 58:42 male to female.

#### Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

#### Implementation and Monitoring

The Nomination Committee reviewed the Board's composition under diversified perspectives, and monitored the implementation of the Board Diversity Policy annually.

The Nomination Committee has reviewed the Board Diversity Policy and considered that the Group achieved the Board Diversity Policy during the year. The Nomination Committee will review the implementation and effectiveness of the Board Diversity, as appropriate, to ensure its continued effectiveness. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

### 董事會成員多元化政策

#### 董事會成員多元政策摘要

本公司已採納董事會成員多元化政策（「**董事會成員多元化政策**」）。於設計董事會的組成時，已從多方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。所有董事會成員委任均將以其表現為基礎，並根據客觀標準考慮人選，且已充分考慮董事會成員多元化的益處。

於本報告日期，董事會有一名女性董事。展望未來，董事會將繼續在物色董事職位潛在候選人時充分考慮到多元化的重要性，並繼續確保性別是提名委員會委任董事時考慮的因素之一。

董事會亦確認在勞動力層面上多元化的重要性。於二零二三年三月三十一日，本集團員工隊伍（包括高級管理層）的男性對女性比例為58:42。

#### 可計量目標

甄選人選將以一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。最終將按特定人選的長處及可為董事會提供的貢獻而作決定。

#### 實行及監察

提名委員會每年根據多元化範疇檢討董事會組成，並監察董事會成員多元政策的實行。

提名委員會已檢討董事會成員多元政策，並認為本集團於年內已達致董事會成員多元政策。提名委員會將檢討董事會成員多元化的實施情況及成效；於適當時候確保其持續有效。提名委員會將討論任何可能需要作出的修訂，並向董事會推薦任何有關修訂以供考慮與批准。

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board, together with the management, has developed the Group's internal control, risk assessment and management systems. The Board has overall responsibility for reviewing and maintaining adequate and effective risk management and internal control systems to safeguard the interests of the Shareholders and the assets of the Group.

The Board has delegated the responsibility of monitoring the Group's risk management and internal control systems to the executive Directors and the management, and the executive Directors and the management will report to the Board any findings regarding the risk management and internal control systems of the Group from time to time.

The Board reviews and evaluates the effectiveness of the systems at least annually to ensure the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions.

The Group's risk management and internal control systems are designed to manage and mitigate risks, rather than to eliminate risks, of failure to achieve the business objectives of the Group, and can only provide reasonable and not absolute assurance against material misstatement or loss. We have employed a bottom-up approach for identification, assessment and mitigation of risk at all business unit levels and across functional areas.

## 風險管理及內部監控

董事會及管理層已建立本集團的內部監控、風險評估及管理系統。董事會全面負責檢討及維持適當且有效的風險管理及內部監控系統，以保障股東權益及本集團資產。

董事會已授權執行董事及管理層負責監察本集團風險管理及內部監控系統，而執行董事及管理層將不時向董事會呈報有關本集團風險管理及內部監控系統的任何發現。

董事會至少每年檢討及評估該等系統的有效性，以確保資源、員工資歷及經驗、培訓課程及本集團會計、內部審核及財務報告職能的預算是否充足。

本集團的風險管理及內部監控系統旨在管理及減緩（而非消除）未能達成本集團業務目標的風險，且僅可就不出現重大失實陳述或損失提供合理而非絕對的保證。我們已採納由下而上的方法識別、評估及減緩所有業務部門及各職能領域的風險。

# Corporate Governance Report

## 企業管治報告

### Main features of Risk Management and Internal Control Systems

The key elements of the Group's risk management and internal control systems include the establishment of a risk management policy and a risk reporting mechanism to keep track of and document identified risks, the assessment and evaluation of risks, the respective responsive procedures, and the ongoing testing of internal control procedures to ensure their effectiveness.

The Board has taken into consideration factors including but not limited to the followings when identifying and assessing the key inherent risks that affect the achievements of the Group's objectives:

- the nature and extent of the risks facing the Group;
- the extent and categories of risks that the Board regards as acceptable for the Group;
- the likelihood of the risks materialising;
- the Group's ability to reduce the incidence of risks and the impact on its business when risks materialise; and
- the costs of operating particular controls relative to the benefit thereby obtained in managing the related risks.

### Process used to identify, evaluate and manage significant risks

During the process of risk assessment, the Board captures and identifies the key inherent risks that affect the achievement of its objectives by performing the followings:

- understanding organisational objectives and business processes;
- determining the risk appetite and establishing the risk assessment criteria;
- identifying the risks associated with achieving or not achieving the objectives and assessing the likelihood and potential impact of particular risks; and
- monitoring and evaluating the risks and the arrangements in place to address them.

### 風險管理及內部監控系統的主要特徵

本集團風險管理及內部監控系統的關鍵要素包括建立風險管理政策及風險報告機制，以追蹤及記錄已識別的風險、風險評估及估量、相關應對程序，及內部監控程序的不斷測試，從而確保其有效性。

於識別及評估影響本集團達成目標的主要固有風險時，董事會已計及(包括但不限於)下列各項因素：

- 本集團所面臨風險的性質及程度；
- 董事會認為本集團可接受的風險程度及類別；
- 風險出現的可能性；
- 本集團減低風險出現可能性及當風險出現時降低其對業務造成影響的能力；及
- 實施具體監控的成本相對於管理相關風險所獲得的效益。

### 用以識別、評估及管理重大風險的程序

風險評估過程中，董事會透過下列做法獲取及識別影響其達成目標的主要固有風險：

- 了解組織目標及業務程序；
- 釐定風險偏好並制定風險評估標準；
- 識別與達成或無法達成目標相關的風險並評估具體風險的可能性及潛在影響；及
- 監察並評估風險及現有安排以解決問題。

# Corporate Governance Report

## 企業管治報告

### Process used to review the effectiveness of the Risk Management and Internal Control Systems and to resolve material internal control defects

The Board reviews the effectiveness of the risk management and internal control systems by considering factors including but not limited to the followings:

- the changes since the last annual review in the nature and extent of significant risks, and the Group's ability to respond to changes in its business and the external environment;
- the scope and quality of management's monitoring of risks and of the system of internal control, and where applicable, the work of its internal audit function and other third party consultants;
- the extent and frequency of the communication of the results of the monitoring to the Board or the Audit Committee which enables a cumulative assessment on the state of control in the Group and the effectiveness with which risk is being managed;
- the incidence of significant control failings or weakness that has been identified at any time during the period and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Group's financial performance or condition; and
- the effectiveness of the Group's processes relating to financial reporting and GEM Listing Rules compliance.

In view of the Group's business and scale of operations, and in order to adopt the most cost-effective method of conducting periodic reviews of the Group's internal controls, the Board has engaged an independent consultant, Roma Risk Advisory Limited ("**Roma**"), to execute the internal audit function. Roma has conducted an internal control review of the effectiveness of the Group's financial reporting procedures, systems and control for the Reporting Period in accordance with the requirements under Code Provision C.2 (now rearranged as D.2) and the scope of review agreed and approved by the Audit Committee.

### 用以檢討風險管理及內部監控系統的有效性及解決重大內部監控缺失的程序

董事會透過考慮(包括但不限於)下列因素, 檢討風險管理及內部監控系統的有效性:

- 自上年檢討後, 重大風險的性質及程度的轉變, 及本集團應付其業務及外在環境轉變的能力;
- 管理層監察風險及內部監控系統的工作範疇及素質, 及其內部審核職能及其他第三方顧問的工作(倘適用);
- 向董事會或審核委員會傳達監控結果的詳盡程度及次數, 以便能夠對本集團的監控情況及風險管理的有效性進行持續評估;
- 期內任何時候識別出現重大監控失誤或薄弱環節的次數, 及其導致未能預見的後果或緊急情況的嚴重程度, 而該等後果或情況對本集團的財務表現或狀況已產生、可能已產生或將來可能會產生重大影響; 及
- 本集團有關財務報告及GEM上市規則合規的程式的有效性。

鑒於本集團業務及營運規模, 為採納最具成本效益的方法對本集團內部監控進行定期檢討, 董事會已委聘獨立顧問羅馬風險諮詢有限公司(「**羅馬**」)執行內部審核職能。羅馬已根據審核委員會協定及批准的檢討範疇按照守則條文第C.2條(現重新編排為D.2條)項下規定對報告期間本集團財務報告程序、系統及監控的有效性進行內部監控檢討。

# Corporate Governance Report

## 企業管治報告

Roma reported to the Audit Committee and the Audit Committee was satisfied that there had been no major deficiency noted in the areas of the Group's risk management and internal control systems being reviewed after implementation of the recommendations on the internal control deficiency. The Audit Committee reviews annually the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures and has access to information necessary to fulfil its duties and responsibilities with respect to risk assessment and risk management. Accordingly, the Audit Committee and the Board considered the risk management and internal control systems to be effective and implemented with adequate resources during the Reporting Period.

### Procedures and internal controls for the handling and dissemination of inside information

An information disclosure policy is in place to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosure are made in accordance with the GEM Listing Rules. The policy regulates the handling and dissemination of inside information, which includes:

- designated reporting channels from different operations informing any potential inside information to designated departments;
- designated persons and departments to determine further escalation and disclosure as required; and
- designated persons authorised to act as spokespersons and respond to external enquiries.

The Board and the Audit Committee considered the risk management and internal control systems of the Group to be operating effectively.

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

羅馬已向審核委員會匯報，於落實其內部監控缺失匯報的建議後，本集團經檢討的風險管理及內部監控系統並未出現重大缺失，審核委員會對此表示滿意。審核委員會每年檢討本公司的財務報告系統、內部監控系統及風險管理系統，及相關程序是否充分及有效，並獲取必要資料，以履行有關風險評估及風險管理的責任及義務。因此，審核委員會及董事會認為，於報告期間風險管理及內部監控系統實屬有效並已在資源充足的前提下得以落實。

### 處理及發佈內幕消息的程序及內部監控

本集團已制定消息披露政策，以確保在絕對保密的情況下存取潛在內幕消息，直至根據GEM上市規則作出一致及適時披露為止。該政策規管處理及發佈內幕消息，其中包括：

- 指定不同業務的報告渠道向指定部門通報任何潛在內幕消息；
- 指定人員及部門釐定所需進一步升級及披露；及
- 指定經授權人員為發言人並回應外部疑問。

董事會及審核委員會認為，本集團風險管理及內部監控系統乃有效運作。

於報告期間，本公司已跟進獨立顧問對本集團之內部監控狀況進行全面審查得出之建議。因此，本集團之內部監察及風險預防措施持續改善。

# Corporate Governance Report

## 企業管治報告

### DIRECTORS' AND AUDITORS' ACKNOWLEDGEMENT

All Directors acknowledge their responsibilities for preparing the audited consolidated financial statements for the Reporting Period.

The auditors of the Company acknowledge their reporting responsibilities in the auditor's report contained in this annual report for the Reporting Period.

There was no disagreement between the Board and the Audit Committee on the re-appointment of the auditors of the Company.

### SHAREHOLDER'S RIGHTS

#### How shareholders can convene an extraordinary general meeting

Pursuant to Article 58 of the articles of association of the Company, any one or more members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

#### The procedures by which enquiries may be put to the Board and sufficient contact details to enable these enquiries to be properly directed

Shareholders may send their enquiries and concerns to the Board by addressing them to the principal place of business of the Company in Hong Kong at Room 1308, 13/F, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong by post for the attention of the Board.

#### Procedures and sufficient contact details for putting forward proposals at shareholders' meetings

Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at shareholders' meetings. Proposals shall be sent to the Board by written requisition. Pursuant to the articles of association of the Company, a shareholder or shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures as set out in the paragraph headed "How shareholders can convene an extraordinary general meeting" above.

### 董事與核數師之確認

所有董事確認彼等須於報告期間編製經審核綜合財務報表之責任。

本公司核數師確認其須承擔報告期間載於本年報內之核數師報告之呈報責任。

董事會與審核委員會之間並無就續聘本公司核數師出現意見分歧。

### 股東權利

#### 股東如何召開股東特別大會

根據本公司組織章程細則第58條，本公司任何一位或以上於遞呈要求日期持有不少於本公司繳付股本（附有於本公司股東大會表決權利）十分之一之股東，於任何時候有權透過向董事會或本公司之公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項。

#### 股東可向董事會提出查詢之程序，並提供足夠的聯絡資料以便有關查詢可獲恰當處理

股東可透過郵寄至本公司之香港主要營業地點方式向董事會提出查詢及疑問，地址為香港灣仔告士打道151號資本中心13樓1308室，抬頭註明董事會收。

#### 在股東大會提出建議之程序及足夠的聯絡資料

本公司歡迎股東提呈有關本集團業務、策略及／或管理之建議於股東大會上討論。有關建議須透過書面要求寄交予董事會。根據本公司之組織章程細則，擬提呈建議之股東應根據上文「股東如何召開股東特別大會」一段所載之程序召開股東特別大會。

### INVESTOR RELATIONS

The Company has adopted the shareholders' communication policy and considers that effective communication with the Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company has established various and a wide range of communication channels with the Shareholders. These include shareholders' general meetings, quarterly results, interim results and annual results, quarterly reports, interim reports and annual reports, announcements and circulars and results announcement. In addition, the Company updates its website from time to time to keep the Shareholders updated of the latest information of the Company's recent development. The Company endeavours to maintain an ongoing dialogue with the Shareholders. At the annual general meeting, the Directors (or their delegates as appropriate) are available to meet with the Shareholders and answer their enquiries. For the year ended 31 March 2023, the Company has strictly implemented the shareholders' communication policy in accordance with relevant requirements by conducting multi-channel communications with the Shareholders and investors through various methods, including the issuance of communication documents (such as announcements and regular reports), updating the Company website, and convening results announcements and shareholders' meetings, etc. In view of the above, the Company has reviewed the implementation and effectiveness of the shareholders' communication policy, and considered the policy effective.

The Company has uploaded its memorandum and articles of association on the websites of the Stock Exchange (<http://www.hkexnews.hk/>) and of the Company (<http://www.8050hk.com/>).

Save for the adoption of the second amended and restated articles of association of the Company by the Shareholders at the annual general meeting held on 1 August 2022 to, among others, (i) bring the Company's articles of association to be in line with the relevant requirements of the applicable laws of the Cayman Islands and the GEM Listing Rules, (ii) enable the Company to convene and hold electronic or hybrid general meetings of members and (iii) make other consequential and housekeeping changes, there are no significant changes in the Company's memorandum and articles of association during the Reporting Period. For details of amendments to the Company's articles of association, please refer to the Company's announcement dated 24 June 2022 and its circular dated 30 June 2022, respectively.

### 投資者關係

本公司已採取股東溝通政策，並認為與股東的有效溝通對加強投資者關係及投資者對本集團業務表現及策略的了解而言至關重要。本公司已建立與股東的多個溝通渠道，包括股東大會、季度業績、中期業績及全年業績、季度報告、中期報告及年報、公告及通函以及業績公告。此外，本公司亦不時更新其網站，以讓股東了解本公司近期發展的最新資料。本公司致力與股東維持持續對話。在股東週年大會上，董事(或其代表，如適用)可與股東會面，並回答其查詢。截至二零二三年三月三十一日止年度，本公司按照有關要求嚴格執行股東溝通政策，通過各種方式與股東及投資者進行多渠道溝通，包括發布溝通文件(如公告及定期報告)、更新公司網站，以及召開業績公告及股東大會等。基於以上所述，本公司已檢討股東溝通政策的執行情況及成效，並認為該政策行之有效。

本公司已將其組織章程大綱及細則上載於聯交所網站(<http://www.hkexnews.hk/>)及本公司網站(<http://www.8050hk.com/>)。

除股東於二零二二年八月一日舉行的股東週年大會上採納本公司第二次經修訂及重列之組織章程細則以(其中包括)(i)使本公司的組織章程細則符合開曼群島適用法律及GEM上市規則的相關要求；(ii)使本公司能夠召開及舉行電子或混合股東大會；及(iii)作出其他相應內部管理的變更外，於報告期間，本公司組織章程大綱及細則並無出現重大變動。有關本公司組織章程細則修訂詳情，請參閱本公司日期為二零二二年六月二十四日的公告及日期為二零二二年六月三十日的通函。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### INTRODUCTION

The Company and its subsidiaries (collectively, the **“Group”**) are principally engaged in the provision of system development services and other value added technical consultation services and trading of hardware products. The Group also has operations in the People’s Republic of China (the **“PRC”** or **“China”**) market in the areas of manufacturing of ancillary high-tech software and hardware products; developing and establishing integrated online platforms for the distribution of mobile products and the provision of value-added services; and setting up joint ventures with multinational companies to introduce and procure mobile application services.

Excellent Master Investments Limited (**“Excellent Master”**) is principally engaged in financing and provision of payroll and administrative services in Hong Kong and has an office located in Hong Kong.

Shenzhen CITIC Cyber Security Authentication Co., Ltd. (深圳市中信網安認證有限公司) (**“CITIC Cyber Security”**) is principally engaged in the technical development and software development of credible identity authentication services related products in the PRC. Guangzhou YBDS IT Co., Ltd. (廣州韻博信息科技有限公司) (**“Guangzhou YBDS”**) and Shenzhen YBDS IT Co., Ltd. (深圳市韻博信息科技有限公司) (**“Shenzhen YBDS”**) are telecommunications companies which construct unified payment system and platform, and to provide training in and consultancy on robotic process automation for a software and information technology service company. All two subsidiaries located at an office in Shenzhen.

### ABOUT THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

This Environmental, Social and Governance Report (the **“Report”**) summarises the Group’s environmental, social and governance (**“ESG”**) practices, plans and performance, and demonstrates the Group’s commitment to sustainable development.

### Reporting Period

Unless specifically stated otherwise, this Report covers the ESG activities, challenges and measures taken by the Group from 1 April 2022 to 31 March 2023 (the **“Year”** or **“2023”**).

### 緒言

本公司及其附屬公司(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硬件產品買賣。本集團亦進軍中華人民共和國(**「中國」**)市場，參與製造輔助高科技軟件及硬件產品；開發及建立綜合網上平台分銷手機產品並提供增值服務；及與跨國公司成立合營企業，以引入及採購手機應用程式服務等。

Excellent Master Investments Limited (**「Excellent Master」**)主要業務是為於香港之融資及提供支薪及行政服務，並於香港設有辦事處。

深圳市中信網安認證有限公司(**「中信網安」**)主要於中國從事可信身份認證服務相關產品的技術開發及軟件開發。廣州韻博信息科技有限公司(**「廣州韻博」**)及深圳市韻博信息科技有限公司(**「深圳韻博」**)為建設統一支付系統及平台的電信公司，目的乃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。該兩間附屬公司均位於深圳辦事處。

### 關於環境、社會及管治報告

本環境、社會及管治報告(**「報告」**)概述本集團的環境、社會及管治(**「環境、社會及管治」**)常規、計劃及表現，並展示本集團對可持續發展的承諾。

### 報告期

除另有說明者外，本報告涵蓋二零二二年四月一日至二零二三年三月三十一日(**「年內」**或**「二零二三年」**)止期間本集團的環境、社會及管治活動、挑戰及採取的措施。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Reporting Scope

The reporting scope of the Report is consistent with that in the previous reporting year (“2022”) and is determined based on the materiality and revenue contribution of the business segments under the Group’s direct operational control throughout the Year. The Report covers the overall performance, risks, strategies, measures and commitment in ESG areas of the Group’s offices in Hong Kong and Shenzhen, where the Group’s principal businesses are located.

### Reporting Framework

This Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) set out in Appendix 20 to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

For the preparation of this Report, the Group has adopted the following reporting principles set out in the ESG Reporting Guide.

**Materiality:** The Group regularly conducts materiality assessments to identify the material ESG issues to the Group’s business, thereby adopting the confirmed material issues as the focus for the preparation of the Report. The materiality of issues was reviewed and confirmed by the Board of Directors (the “**Board**”) and Environmental Social and Governance Working Group (the “**ESG Working Group**”). For further details, please refer to the sections headed “Stakeholder Engagement” and “Materiality Assessment”.

**Quantitative:** The standards, methodologies and applicable assumptions used in the calculation of key performance indicators (“**KPIs**”) data were supplemented by explanatory notes.

**Consistency:** Unless otherwise stated, the preparation approach of the Report is consistent with the previous year for comparison purposes. If there are any changes in the scope of disclosure and calculation methods that may affect comparisons with previous reports, the Group will provide explanations for the corresponding data.

**Balance:** This Report avoids selections, omissions, or presentation formats that may inappropriately influence any decision or judgment by the Report reader.

### 報告範圍

本報告的報告範圍與上一報告年度(「二零二二年」)的報告範圍一致，並根據本集團在整個年內直接營運控制下的業務部門的重要性及收入貢獻釐定。本報告涵蓋本集團主要業務所在的香港及深圳辦事處在環境、社會及管治方面的整體表現、風險、策略、措施及承諾。

### 報告框架

本報告乃遵照香港聯合交易所有限公司(「聯交所」) GEM證券上市規則附錄二十所載環境、社會及管治報告指引(「環境、社會及管治報告指引」)而編製。

為編製本報告，本集團已採用環境、社會及管治報告指引所載下列匯報原則。

**重要性：**本集團定期進行重要性評估，以識別對本集團業務屬重大的環境、社會及管治議題，從而採用已確認重大議題作為編製本報告的重點。議題的重要性由董事會(「**董事會**」)及環境、社會及管治工作小組(「**環境、社會及管治工作小組**」)審閱及確認。有關進一步詳情，請參閱「持份者參與」及「重要性評估」章節。

**量化：**計算關鍵績效指標(「**關鍵績效指標**」)數據時使用的標準、方法及適用假設由解釋附註補充。

**一致性：**除另有說明者外，本報告的編製方法與上一年度一致，以便進行比較。倘披露範圍及計算方法有任何變動，可能影響與過往報告的比較，本集團將就相應數據作出解釋。

**平衡：**本報告避免可能不恰當地影響報告讀者的任何決策或判斷的選擇、遺漏或呈報格式。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### MESSAGE FROM THE DIRECTOR

Dear Valued Stakeholders,

On behalf of the Board, I am pleased to present this Report which demonstrates the Group's growing commitment to improving the Group's ESG performance.

While the Group is committed to creating value for its shareholders, it also strives to fulfil its corporate social responsibility. The Board is ultimately responsible for overseeing the Group's corporate governance and overall ESG management approach. The Board plays a supervisory role in collecting data, drafting and reviewing the Report. Information on the Group's governance structure is set out in the section headed "Governance for Sustainability".

In order to prioritise material ESG-related issues, the Board continuously communicates with the Group's stakeholders with reference to the opinions of different stakeholders, and regularly invites them to participate in the materiality assessment to assess the materiality of various ESG issues and their risks to the Group's operations. Information on the stakeholder communication channels and the materiality assessment conducted by the Group are set out in the sections headed "Stakeholder Engagement" and "Materiality Assessment" respectively. In order to better understand the stakeholders' expectations on the Group's sustainable development, the Group will further strengthen the communication with stakeholders and formulate relevant sustainable development policies and measures with reference to their opinions to improve the Group's ESG performance.

### 董事寄語

親愛的持份者：

本人謹代表董事會提交本報告，本報告說明本集團對持續改善本集團環境、社會及管治表現的承諾。

本集團在致力為股東創造價值的同時，亦努力履行其企業社會責任。董事會最終負責監督本集團的公司管治及整體環境、社會及管治管理方法。董事會在收集數據、起草及審閱本報告方面發揮監督作用。有關本集團管治架構的資料載於「可持續發展管治」一節。

為優先處理與環境、社會及管治相關的重大議題，董事會參照不同持份者的意見，不斷與本集團持份者進行溝通，並定期邀請他們參與重要性評估，以評估各環境、社會及管治議題的重要性及其對本集團營運的風險。有關持份者的溝通渠道及本集團進行的重要性評估的資料，分別載於「持份者參與」及「重要性評估」章節。為更好地了解持份者對本集團可持續發展的期望，本集團將進一步加強與持份者的溝通，參考他們的意見制定相關的可持續發展政策及措施，提高本集團的環境、社會及管治表現。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

The Group is committed to minimising its environmental impact to ensure sustainable business growth. As a socially responsible enterprise, the Group has been taking measures in different areas to reduce its environmental impact and regularly reviewing the effectiveness of such measures. In addition, the Group recognises the importance of setting targets for its ESG performance. Therefore, the Group has set targets for ESG issues that are material to the Group. The Board and ESG Working Group use the data collected to compare the Group's performance in different years to track the progress of ESG targets. To achieve the ESG targets, the Group implements different environmental protection measures and raises employees' awareness of ESG. The Group believes that these objectives and environmental protection measures can help raise the environmental awareness of the Group's employees and enhance the Group's ESG performance to meet the expectations of stakeholders.

本集團致力盡量減低對環境的影響，以確保業務的可持續增長。作為肩負社會責任的企業，本集團一直就不同方面採取措施，減少對環境的影響，並定期審閱有關措施的成效。此外，本集團深明就其環境、社會及管治表現設定目標的重要性。因此，本集團已就對本集團而言屬重大的環境、社會及管治議題設定目標。董事會及環境、社會及管治工作小組利用所收集數據比較本集團在不同年份的表現，以跟進環境、社會及管治目標的進展。為實現環境、社會及管治目標，本集團實施不同的環保措施，並提高員工對環境、社會及管治的認識。本集團相信，該等目標及環保措施有助提高本集團員工的環保意識，提升本集團的環境、社會及管治表現，以符合持份者的期望。

**Wang Xiaoqi**

*Director*

13 June 2023

**董事**

**王曉琦**

二零二三年六月十三日

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### GOVERNANCE FOR SUSTAINABILITY

The Group has established the ESG Working Group to raise employees' awareness of ESG issues. The ESG Working Group is comprised of senior management and general staff with adequate knowledge on ESG. Its members span across different business departments. They are responsible for executing the Group's ESG measures, collecting and analysing ESG data, giving suggestions to the Board on ESG issues and reviewing ESG-related matters across the Group's different departments.

With the assistance of the ESG Working Group, the Board continuously evaluates and monitors the Group's ESG performance, risk, opportunities and targets. The Board and the ESG Working Group arrange meetings at least once per year to discuss the effectiveness of the Group's policies and procedures and seek opportunities to improve the Group's ESG performance. The ESG Working Group reports its findings to the Board at least once per year so that the Board can find solutions to manage the Group's ESG risks and opportunities.

The Group has established a quantitative ESG performance management mechanism that includes important ESG indicators to review the Group's progress on the relevant ESG targets. The ESG Working Group is responsible for assisting in the execution of the relevant measures to strive to achieve the expected progress.

### STAKEHOLDER ENGAGEMENT

Stakeholder engagement plays a core role in the sustainability of the Group. The Group fully appreciates the needs to build both online and offline communication channels and to provide stakeholders with timely reports on strategic planning and performance of the Group in order to establish a continuing communication mechanism with the stakeholders. In addition, the Group consults the stakeholders on their recommendations and propositions to ensure its business practices can meet the expectations of the stakeholders.

### 可持續發展管治

本集團已成立環境、社會及管治工作小組，以提高僱員對環境、社會及管治議題的認識。環境、社會及管治工作小組由高級管理層及具有充分環境、社會及管治知識的一般員工組成，成員橫跨不同的業務部門，負責執行本集團的環境、社會及管治措施，收集及分析環境、社會及管治數據，就環境、社會及管治議題向董事會提出建議，並審閱本集團不同部門的環境、社會及管治相關事宜。

在環境、社會及管治工作小組的協助下，董事會持續評估及監察本集團的環境、社會及管治表現、風險、機會及目標。董事會以及環境、社會及管治工作小組每年至少安排一次會議，討論本集團政策及程序的成效，並尋求機會改善本集團的環境、社會及管治表現。環境、社會及管治工作小組每年至少向董事會報告其調查結果一次，以便董事會能尋求管理本集團環境、社會及管治風險及機會的解決方案。

本集團建立環境、社會及管治表現量化管理機制，包括重要的環境、社會及管治指標，以檢討本集團在相關環境、社會及管治目標方面的進展。環境、社會及管治工作小組負責協助執行相關措施，致力達成預期進展。

### 持份者參與

持份者參與在本集團的可持續發展中發揮核心作用。本集團深明需要設立線上及線下溝通渠道，並適時向持份者提供本集團策略規劃及表現的報告，以與持份者建立持續溝通機制。此外，本集團向持份者諮詢建議及提議，以確保其業務常規符合持份者之期望。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

The stakeholders include the shareholders, governments and regulatory bodies, employees, customers, suppliers as well as society and the public. The Group discusses with the stakeholders through various channels for their expectations and relevant feedback of the Group as shown below:

持份者包括股東、政府及監管機構、僱員、客戶、供應商以及社會及公眾。本集團透過多種渠道與持份者討論彼等的期望及本集團的相關反饋，詳情如下：

Stakeholders 持份者	Communication channels 溝通渠道	Expectations 期望
Stakeholders 股東	<ul style="list-style-type: none"> <li>Annual general meetings and other general meetings</li> <li>股東週年大會及其他股東大會</li> <li>Financial reports</li> <li>財務報告</li> <li>Announcements and circulars</li> <li>公告及通函</li> </ul>	<ul style="list-style-type: none"> <li>Financial results</li> <li>財務業績</li> <li>Corporate transparency</li> <li>企業透明度</li> <li>Sound risk management and internal control</li> <li>完善風險管理及內部監控</li> <li>Corporate sustainability</li> <li>企業可持續發展</li> </ul>
Governments and regulatory bodies 政府及監管機構	<ul style="list-style-type: none"> <li>Regular reporting</li> <li>定期匯報</li> <li>Written or electronic communication</li> <li>以書面或電子方式溝通</li> <li>Public consultation</li> <li>公眾徵詢</li> </ul>	<ul style="list-style-type: none"> <li>Compliance operation</li> <li>合規經營</li> <li>Continuous communication</li> <li>持續溝通</li> <li>Beneficial cooperation</li> <li>友好合作</li> </ul>
Employees 僱員	<ul style="list-style-type: none"> <li>Training and seminars</li> <li>培訓及研討會</li> <li>Regular performance appraisal</li> <li>定期表現評估</li> </ul>	<ul style="list-style-type: none"> <li>Career development</li> <li>職業發展</li> <li>Competitive remuneration and benefits</li> <li>具有競爭力的薪酬及福利</li> <li>Equal opportunity</li> <li>平等機會</li> <li>Healthy and safe working environment</li> <li>健康及安全工作環境</li> </ul>
Customers 客戶	<ul style="list-style-type: none"> <li>Customer services hotline and email</li> <li>客戶服務熱線及電郵</li> <li>Company website</li> <li>公司網站</li> </ul>	<ul style="list-style-type: none"> <li>Customer rights and interests protection</li> <li>保障客戶權利及利益</li> <li>Customer privacy protection</li> <li>保障客戶私隱</li> <li>High quality products and services</li> <li>優質產品及服務</li> </ul>
Suppliers 供應商	<ul style="list-style-type: none"> <li>Supplier performance assessment</li> <li>供應商表現評估</li> <li>Tele-conference</li> <li>電話會議</li> </ul>	<ul style="list-style-type: none"> <li>Responsible supply chain management</li> <li>負責的供應鏈管理</li> <li>Business ethics and credibility</li> <li>商業道德及信譽</li> <li>Fair bidding</li> <li>公平招標</li> <li>Supplier privacy protection</li> <li>保障供應商私隱</li> </ul>
Society and the public 社會及公眾	<ul style="list-style-type: none"> <li>Community investment</li> <li>社區投資</li> <li>ESG reports</li> <li>環境、社會及管治報告</li> </ul>	<ul style="list-style-type: none"> <li>Environmental protection</li> <li>環境保護</li> <li>Employment opportunities provision</li> <li>提供就業機會</li> </ul>

# Environmental, Social and Governance Report

## 環境、社會及管治報告

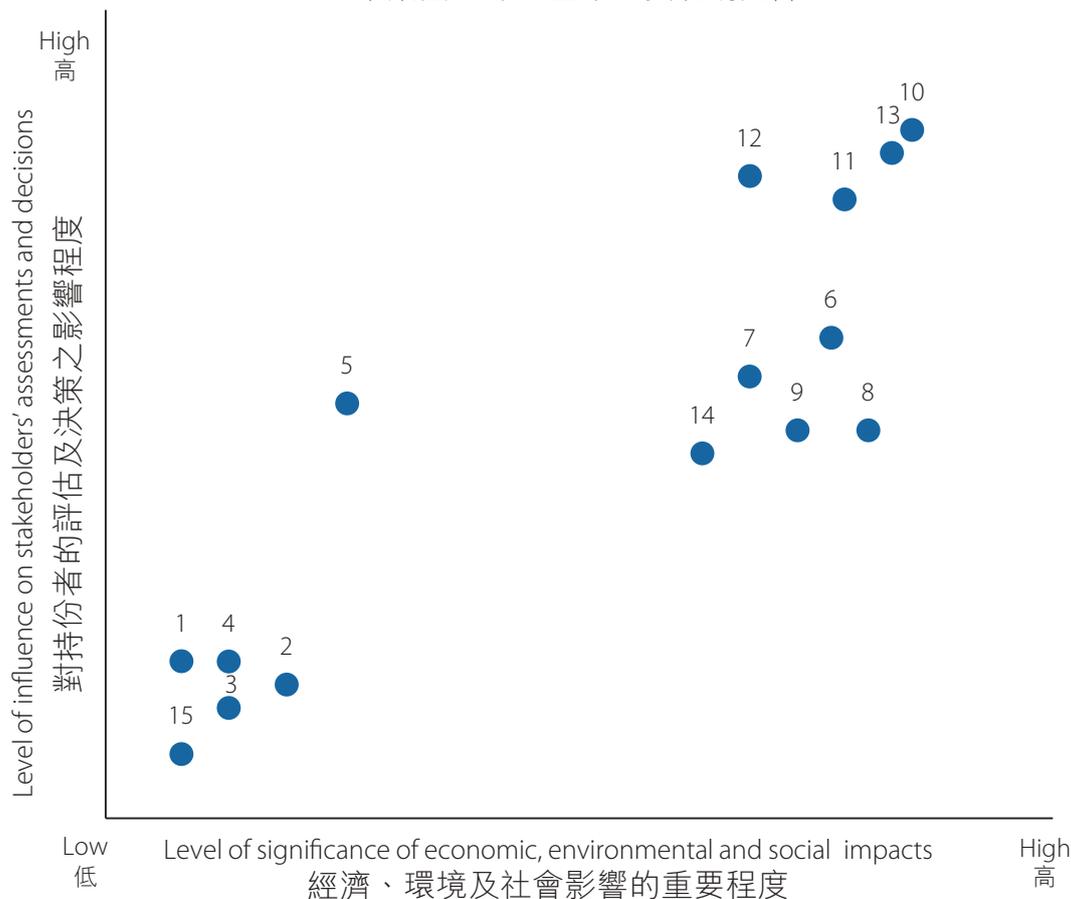
### MATERIALITY ASSESSMENT

During the Year, the Group undertook its annual materiality assessment exercise. This involved conducting interviews and surveys with internal and external stakeholders to identify the most significant operating, environmental and social impacts towards its business. The management and employees who are responsible for the key functions of the Group have participated in preparing the Report, and have assisted the Group in reviewing its operations, identifying key ESG issues and assessing the importance of these issues to its businesses and stakeholders. The material ESG topics will be covered in the Report.

### 重要性評估

於年內，本集團已進行其年度重要性評估，當中涉及對內部及外部持份者進行訪談及調查，以識別對其業務而言屬最重大的營運、環境及社會影響。本集團負責各主要職能的管理層與僱員均有參與編製本報告、協助本集團審閱其營運、識別關鍵環境、社會及管治事宜，並評估該等事宜對其業務及持份者的重要性。本報告將涵蓋重要的環境、社會及管治議題。

The Group's Materiality Matrix for 2023  
本集團二零二三年重要範疇矩陣



Number 編號	ESG issues	環境、社會及管治議題	Number 編號	ESG issues	環境、社會及管治議題
1	Greenhouse gas ("GHG") emissions	溫室氣體(「溫室氣體」)排放	9	Training and development	培訓及發展
2	Wastes management	廢棄物管理	10	Supply chain management	供應鏈管理
3	Energy consumption	能源消耗	11	Customer satisfaction	客戶滿意度
4	Water consumption	水資源消耗	12	Customer privacy protection	客戶隱私保護
5	Climate change	氣候變化	13	Anti-corruption	反貪污
6	Employee benefits	僱員福利	14	Corporate governance	企業管治
7	Equal opportunity	平等機會	15	Community investment	社區投資
8	Occupational health and safety	職業健康及安全			

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### CONTACT THE GROUP

The Group values feedback from stakeholders. If you have any enquiries or suggestions regarding the Report or the Group's performance in sustainable development, please feel free to contact the Group by post. The Group's contact is as follows:

Address: Unit 1308, 13/F, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong

### A. ENVIRONMENTAL Environmental Targets

The Group strives to minimize its potential impact on the environment and takes sustainable development into consideration when developing its business strategy. With the aim to address shareholders' expectations and concerns about ESG issues, and to better manage the Group's performance on material ESG issues, the Group has set targets on GHG emissions, waste management and energy consumption in 2022. The ESG Working Group will continue to review the Group's progress towards its targets for each reporting period and make efforts to achieve such targets.

The Group's environmental targets are summarised as follows:

Aspect 範疇	Target 目標
GHG emissions 溫室氣體排放	Maintaining or reducing the total GHG emissions intensity, using approximately 17.81 kgCO <sub>2</sub> e per m <sup>2</sup> in 2022 as the baseline. 以二零二二年每平方米約17.81公斤二氧化碳當量為基準，維持或降低總溫室氣體排放密度。
Waste management 廢棄物管理	Maintaining or reducing the non-hazardous waste intensity, using approximately 0.04 kg per m <sup>2</sup> in 2022 as the baseline. 以二零二二年每平方米約0.04公斤為基準，維持或降低無害廢棄物密度。
Energy consumption 能源消耗	Maintaining or reducing the total energy consumption intensity, using approximately 22.82 kWh per m <sup>2</sup> in 2022 as the baseline. 以二零二二年每平方米約22.82千瓦時為基準，維持或降低總能源消耗密度。

### 聯繫本集團

本集團重視持份者的反饋。倘閣下對本報告或本集團在可持續發展方面的表現有任何查詢或建議，請隨時通過郵寄方式與本集團聯繫。本集團的聯繫方式如下：

地址：香港灣仔告士打道151號資本中心13樓1308室

### A. 環境 環保目標

本集團致力將可能對環境造成的影響減至最小，並在制定業務策略時考慮可持續發展。為回應股東對環境、社會及管治議題的期望及關注，並更有效管理本集團在重大環境、社會及管治議題上的表現，本集團制定二零二二年溫室氣體排放、廢棄物管理及能源消耗目標。環境、社會及管治工作小組將繼續檢討本集團在各報告期內的目標進度，並努力實現有關目標。

本集團的環保目標概述如下：

Progress 進度
Due to the decrease in the total floor area of offices, the total GHG emissions intensity for 2023 is 65.09 kgCO <sub>2</sub> e per m <sup>2</sup> , and the Group has decided to update target baseline year to 2023 for the upcoming year. 由於辦事處總樓面面積下降，二零二三年的總溫室氣體排放密度為每平方米65.09公斤二氧化碳當量，而本集團已決定更新來年的目標基準年為二零二三年。
Due to the decrease in the total floor area of offices, the non-hazardous waste intensity for 2023 is 0.17 tonnes per m <sup>2</sup> , and the Group has decided to update target baseline year to 2023 for the upcoming year. 由於辦事處總樓面面積下降，二零二三年的無害廢棄物密度為每平方米0.17噸，而本集團已決定更新來年的目標基準年為二零二三年。
Due to the decrease in the total floor area of offices, the total energy consumption intensity for 2023 is 86.66 kWh per m <sup>2</sup> , and the Group has decided to update target baseline year to 2023 for the upcoming year. 由於辦事處總樓面面積下降，二零二三年的總能源消耗密度為每平方米86.66千瓦時，而本集團已決定更新來年的目標基準年為二零二三年。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Emissions

The Group attaches great importance to good environmental management, and strives to protect the environment to fulfil social responsibilities of the Group. The Group has formulated the Corporate Social Responsibility Policy and the Environmental Protection Management Measures for Offices to regulate the limited GHG and non-hazardous wastes generated during operation, so as to contribute to environmental protection and pursue sustainable development.

Various sustainable development measures have been adopted to address environmental responsibilities, including to encourage employees to switch off the lights after the use of a room to reduce electricity usage. The Group is committed to continuously improving the ways these initiatives are being promoted.

During the Year, the major sources of GHG emissions included direct GHG emissions from unleaded petrol consumption for vehicles (Scope 1), purchased electricity (Scope 2) and paper waste disposal (Scope 3). The Group's total GHG emissions has decreased during the Year but the total GHG emissions intensity has increased significantly mainly because of the decrease in the total floor area of offices.

In addition, the Group has introduced measures to raise environmental protection awareness into its day-to-day operations. Employees are encouraged to minimise the energy consumption and paper wastage by ways such as (i) the establishment of general guidelines for efficient use of resources; (ii) daily cost-saving proposals such as the prior use of recycle papers for printing and setting double-side printing as default setting to reduce the use of paper; and (iii) paperless office initiatives to reduce paper usage. Furthermore, the Group has encouraged green office concept and promoted the 3R concept of "reduce, reuse and recycle". It has actively reminded its employees of the prevention of environmental pollution and encouraged waste reduction.

There was no hazardous waste produced from the operations of the offices in Hong Kong or Shenzhen. The Group's major non-hazardous waste produced from the operations of these two offices was office paper. The total non-hazardous waste has decreased during the Year but its intensity has increased significantly due to the decrease in the total floor area of offices.

### 排放物

本集團高度重視良好的環境管理，致力保護環境，履行本集團的社會責任。本集團已制定《企業社會責任政策》及《辦公室環境保護管理辦法》，以監管經營過程中產生的有限溫室氣體及無害廢棄物，為保護環境及追求可持續發展出一分力。

我們採取各種可持續發展措施以承擔環境責任，包括鼓勵員工在使用房間後關閉照明設備，以減少用電量。本集團致力持續改善有關措施的推廣方式。

於年內，溫室氣體排放的主要來源包括車輛消耗無鉛汽油產生的直接溫室氣體排放（範圍1）、外購電力（範圍2）及廢紙棄置（範圍3）。於年內，本集團的溫室氣體排放總量有所下降，但總溫室氣體排放密度有明顯上升，此乃主要由於辦事處總樓面面積下降。

此外，本集團在日常營運中引入提高環保意識的措施。我們鼓勵員工通過以下方式盡量減少能源消耗及浪費紙張：(i) 制定有效使用資源的一般指引；(ii) 日常節流建議，如打印時優先使用回收紙以及將默認設置設定為雙面打印以減少紙張用量；及(iii) 無紙辦公計劃以減少用紙。此外，本集團亦鼓勵綠色辦公概念，推廣「減少使用、廢棄物重用及循環再造」的3R概念。本集團積極提醒員工防止環境污染，並鼓勵減少廢棄物。

香港或深圳辦事處在營運業務時並無產生有害廢棄物。本集團該兩間辦事處營運所產生的主要無害廢棄物為辦公室紙張。無害廢棄物總量有所下降，但其密度有明顯上升，此乃主要由於辦事處樓面面積下降。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

As the Group does not consume a significant volume of water in its business activities, the Group's operation did not generate material discharges into water during the Year. Moreover, the amount of water consumption of the Group represents the sewage discharge volume.

During the Year, the Group was not aware of any material noncompliance with relevant laws and regulations relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. The relevant laws and regulations include, but are not limited to, the Environmental Protection Law of the People's Republic of China, the Atmospheric Pollution Prevention and Control Law of the People's Republic of China, the Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste, the Law of the People's Republic of China on the Prevention and Control of Water Pollution, the Air Pollution Control Ordinance of Hong Kong, the Waste Disposal Ordinance of Hong Kong and the Water Pollution Control Ordinance of Hong Kong.

The key environmental performance indicators of the Group's emissions in the Year are shown in the table below:

### Air Pollutant Emissions

The Group's air emissions mainly come from the consumption of unleaded petrol during the operation of vehicles. To minimise the impact on the environment, the Group has taken proactive measures to reduce air emissions, such as regular maintenance and repair of vehicles to prevent them from emitting excessive emissions due to broken parts, etc., and strict compliance with emission standards. The following table details the Group's air emissions data:

Indicators (Note 1)	Unit (Note 1)	2023	2022 (Note 2)
指標 (附註 1)	單位 (附註 1)	二零二三年	二零二二年 (附註 2)
Nitrogen oxides (NOx) 氮氧化物	g 克	194.22	N/A 不適用
Sulphur oxides (SOx) 硫氧化物	g 克	2.94	N/A 不適用
Particulate matter (PM) 顆粒物	g 克	14.30	N/A 不適用

Note 1: The calculation of air emissions is based on the How to Prepare an ESG Report — Appendix 2: Reporting Guidance on Environmental KPIs issued by the Stock Exchange

Note 2: Since the Group does not own any vehicles or facilities that involve fossil fuels combustion in 2022, no exhaust gas emissions (including nitrogen oxides, sulphur oxides and particulate matter) are generated in 2022.

由於本集團在其業務活動中不會消耗大量水，因此，於年內我們的經營並沒有產生大量的廢水排放。此外，本集團的用水量代表污水排放量。

於年內，本集團並不知悉任何重大違反有關空氣及溫室氣體排放、向水及土地之排放以及產生有害及無害廢棄物的法律及法規。相關法律及法規包括但不限於《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國固體廢物污染環境防治法》、《中華人民共和國水污染防治法》、香港《空氣污染管制條例》、香港《廢物處置條例》及香港《水污染管制條例》。

本集團年內排放的主要環境績效指標如下表所示：

### 空氣污染物排放

本集團的空氣污染物排放主要來自車輛行駛過程中消耗的無鉛汽油。為盡量減少對環境構成的影響，本集團已採取積極措施減少空氣污染物排放，例如定期保養及維修車輛，防止車輛因零件損壞等而排放超標，並嚴格遵守排放標準。下表詳列本集團空氣污染物排放數據：

附註 1：計算空氣污染物排放時，基於聯交所發佈的《如何編備環境、社會及管治報告》附錄二：環境關鍵績效指標匯報指引

附註 2：鑑於二零二二年本集團並無擁有任何汽車或燃燒化石燃料的設施，故二零二二年並無產生廢氣排放（包括氮氧化物、硫氧化物及顆粒物）。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### GHG Emissions

### 溫室氣體排放

Indicators (Note 1) 指標 (附註 1)	Unit 單位	2023 二零二三年	2022 二零二二年
Direct GHG emissions (Scope 1) (Note 2) 直接溫室氣體排放量(範圍1)(附註2)	kg CO <sub>2</sub> e 公斤二氧化碳當量	531.98	N/A 不適用
Energy indirect GHG emissions from electricity consumption (Scope 2) 用電所產生的能源間接溫室氣體排放量(範圍2)	kg CO <sub>2</sub> e	24,088.23	32,118.23
Other indirect GHG emissions from water consumption and disposal of paper waste at landfills (Scope 3) (Note 3) 用水及於堆填區處置廢紙的其他間接溫室氣體排放量(範圍3)(附註3)	kg CO <sub>2</sub> e	309.41	322.56
Total GHG emissions 溫室氣體排放總量	kg CO <sub>2</sub> e 公斤二氧化碳當量	24,929.62	32,440.79
Intensity of total GHG emissions per m <sup>2</sup> of floor area (Note 4) 每平方米樓面面積的溫室氣體排放總量密度(附註4)	kg CO <sub>2</sub> e/m <sup>2</sup> 公斤二氧化碳當量/平方米	65.09	17.81

Note 1: GHG emissions data is presented in terms of carbon dioxide equivalent and are based on, including but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, the "Sustainability Report 2022" published by HK Electric Investments and HK Electric Investments Limited and the "Baseline Emission Factors for Regional Power Grids in China for 2019 Emission Reduction Projects" published by the Department of Climate Change of the Ministry of Ecology and Environment of the People's Republic of China.

Note 2: Since the Group did not own any vehicles or facilities that involve fossil fuels combustion in 2022, no material amount of direct GHG emissions was generated in 2022.

Note 3: As the water supply and drainage facilities of the Group's offices in PRC and Hong Kong are managed by the property management company, the Group did not have water consumption record during the Year, hence other indirect (Scope 3) GHG emissions during the Year was only sourced from paper waste disposal.

Note 4: As at 31 March 2023, total floor area of offices included in the reporting scope were 383 m<sup>2</sup> (31 March 2022: 1,822 m<sup>2</sup>). These data are used for other intensity calculation as well.

附註 1: 溫室氣體排放資料以二氧化碳當量為單位呈列，並基於(包括但不限於)世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、港燈電力投資與港燈電力投資有限公司發佈的《2022年可持續發展報告》以及中華人民共和國生態環境部應對氣候變化司發佈的《2019年度減排項目中國區域電網基準線排放因子》。

附註 2: 鑑於本集團二零二二年並無擁有任何汽車或燃燒化石燃料的設施，故二零二二年並無產生大量直接溫室氣體排放。

附註 3: 由於我們於中國及香港辦事處的供水及排水設備乃由物業管理公司管理，故本集團年內並無錄得耗水量，因此年內的其他間接(範圍3)溫室氣體排放僅來自廢紙棄置。

附註 4: 於二零二三年三月三十一日，計入報告範圍內的辦事處總樓面面積為383平方米(二零二二年三月三十一日：1,822平方米)。有關數據亦用作計算其他密度。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Wastes

### 廢棄物

Indicators 指標	Unit 單位	2023 二零二三年	2022 二零二二年
Hazardous wastes produced in total (Note 1) 所產生有害廢棄物總量(附註1)	kg 公斤	N/A 不適用	N/A 不適用
Intensity of hazardous wastes produced per m <sup>2</sup> of floor area 每平方米樓面面積產生的有害廢棄物密度	kg/m <sup>2</sup> 公斤/平方米	N/A 不適用	N/A 不適用
Non-hazardous wastes produced in total (Note 2) 所產生無害廢棄物總量(附註2)	kg 公斤	64.46	67.20
Intensity of non-hazardous wastes 無害廢棄物密度	kg/m <sup>2</sup> 公斤/平方米	0.17	0.04

Note 1: The Group does not generate hazardous wastes including chemical wastes, clinical wastes and hazardous chemicals in its operations.

附註1：本集團在其營運過程中並無產生有害廢棄物，包括化學廢棄物、醫療廢棄物及有害化學物質。

Note 2: This figure represents the major non-hazardous waste produced by the Group, which is office paper.

附註2：該數據指本集團產生的主要無害廢棄物—辦公室紙張。

### Use of Resources

The Group is committed to minimising the impact of business activities on the environment. A number of initiative measures designed to conserve resources have been introduced to promote employees' awareness of the need for resource conservation and achieve efficient utilisation of resources.

### 資源使用

本集團銳意盡量減低業務活動對環境的影響。本集團已推出多項節約資源的措施，促進僱員認識資源節約及有效利用資源的必要性。

### Energy Management

As mentioned in the above "Emissions" section, the Group has formulated the Corporate Social Responsibility Policy and the Environmental Protection Management Measures for Offices to minimise the electricity consumed by the employees. To implement the Corporate Social Responsibility Policy, employees are required to switch off equipment, including air-conditioners, computers, printers, photocopiers and lights when they finish work. Air conditioners are set for indoor temperature between 24 to 26 degrees Celsius in summer, with an aim to reduce electricity usage. In addition, the Group has encouraged the installation of compact fluorescent light-bulbs, T5 fluorescent lamps and light emitting diode ("LED").

### 能源管理

誠如上文「排放物」一節所述，本集團已制定《企業社會責任政策》及《辦公室環境保護管理辦法》，以盡量減少僱員的用電量。為落實《企業社會責任政策》，僱員須在下班時關閉設備，包括空調、電腦、打印機、影印機及照明設備。空調的室內溫度於夏季設定為攝氏24至26度，務求降低用電量。此外，本集團鼓勵安裝慳電膽、T5光管及發光二極管（「LED」）。

The Group's total energy consumption has decreased during the Year but its intensity has increased significantly due to the decrease in the total floor area of offices.

於年內，本集團的總能源消耗有所下降，但其密度有明顯上升，此乃主要由於辦事處總樓面面積下降。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

During the Year, the Group's energy consumption mainly come from the consumption of unleaded petrol during the operation of vehicles and electricity consumption at office. Purchased electricity is the main source of indirect energy consumption. The energy consumption performance is summarised below:

### Energy Consumption

Indicators 指標	Unit 單位	2023 二零二三年	2022 二零二二年
Direct energy consumption (Note 1) 直接能源消耗 (附註 1)	kWh 千瓦時	1,938.27	N/A 不適用
Indirect energy consumption (Note 2) 間接能源消耗 (附註 2)	kWh 千瓦時	31,252.65	41,580.00
Total energy consumption 總能源消耗	kWh 千瓦時	33,190.92	41,580.00
Total energy consumption intensity 總能源消耗密度	kWh/m <sup>2</sup> 千瓦時/平方米	86.66	22.82

Note 1: Since the Group does not own any vehicles or facilities that involve fossil fuels combustion in 2022, there is no direct energy consumption in 2022.

Note 2: Indirect energy consumption represents electricity purchased from external sources and consumed by the Group.

### Water Management

Since the water supply and drainage facilities of our offices in the PRC and Hong Kong are managed by the property management company, the Group was unable to obtain water consumption data in the Year.

Since the Group did not consume a significant amount of water, no quantitative water efficiency targets were in place during the Year. However, water efficiency initiatives have been promoted as the Group has reminded its employees to check the water supply equipment, keep the water tap off when not in use and arrange for immediate repairs in case of leakage or other damages.

Due to the Group's operational location, there is no material issue in sourcing water that is fit for its purpose.

### Use of Packaging Materials

As the Group's business operation does not involve production process, no packaging material is consumed by the Group.

年內，本集團的能源消耗主要來自車輛行使過程中消耗無鉛汽油以及辦公室用電。外購電力為間接能源消耗的主要來源。能源消耗表現概述如下：

### 能源消耗

附註 1：鑑於二零二二年本集團並無擁有任何汽車或燃燒化石燃料的設施，故二零二二年並無直接能源消耗。

附註 2：間接能源消耗指從外部購買並由本集團消耗的電力。

### 水管理

由於我們在中國及香港的辦事處的供水及排水設施均由物業管理公司管理，因此本集團無法獲得年內的用水量資料。

由於本集團的用水量不大，因此於年內並無制定量化的用水效益目標。然而，本集團提醒其員工檢查供水設備，在不使用時關閉水龍頭，並在出現漏水或其他損壞時即時安排維修，從而促進提高用水效益。

鑑於本集團的經營地點，尋找適合用途的水源時並無重大問題。

### 使用包裝材料

由於本集團的業務營運不涉及生產過程，因此本集團並無消耗任何包裝材料。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### The Environment and Natural Resources

Despite that there is no significant impact on the environment and natural resources from the operations, the Group has formulated the Corporate Social Responsibility Policy and the Environmental Protection Management Measures for Offices to strive to reduce the impact of its operations on the environment. The Group is dedicated to providing employees a comfortable and green working environment by cleaning the air-conditioning system including air filters and air ducts regularly and selecting products with low or zero volatile organic compounds emitted. Also, the Group encourages all employees to participate in different kinds of recycling activities to minimise the use of natural resources.

### Climate Change

The Group recognises that climate change has been affecting the Group's stakeholders, business operations and communities in different aspects. The Group has formulated the Climate Change Policy to enhance its ability to respond to climate impacts and mitigate the risks and impacts of climate change on the Group, thereby helping the Group to adapt to and resist climate change. During the Year, the Group has been paying close attention to the impact of climate change as described below.

### 環境及天然資源

儘管我們的營運並無對環境及天然資源產生重大影響，本集團已制定《企業社會責任政策》及《辦公室環境保護管理辦法》，致力減少其營運對環境的影響。本集團致力透過定期對空氣濾網及風管等冷氣系統進行清潔，並選擇低排放或零排放揮發性有機物的產品，為僱員提供舒適環保的工作環境。此外，本集團鼓勵所有僱員參與各種循環再用活動，盡量減少使用天然資源。

### 氣候變化

本集團意識到氣候變化已經在不同方面影響到本集團的持份者、業務營運及社區。本集團已制定氣候變化政策，以提高應對氣候影響的能力，減輕氣候變化對本集團的風險及影響，從而有助本集團適應及抵禦氣候變化。於年內，本集團一直密切關注氣候變化的影響，詳情如下。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Physical Risks

Extreme weather caused by climate change such as typhoons and rainstorms may disrupt business operations in the short term. In order to minimise disruptions to the Group's business operations, the Group has put in place a set of contingency measures for adverse weather conditions as well as appropriate back-up of important information to minimise the negative impact on the Group's business.

In addition to the above, the Group is also fully aware that extreme weather conditions may endanger the health and safety of employees. Therefore, the Group has formulated comprehensive typhoon and rainstorm arrangements to protect the health and safety of employees in extreme weather conditions. The Group also takes into account the different situations faced by individual employees under extreme weather conditions as far as possible, such as residence, nearby roads and traffic conditions, and adopts flexible treatment methods depending on the actual difficulties and needs of employees. For example, the Group implements a flexible off-duty day schedule for employees. At the same time, under extreme weather conditions, the human resources department will remind and notify employees of the latest weather conditions through communication software or emails.

### Transition Risks

In terms of legal risks, the Group expects that the laws and regulations related to climate change will become more stringent, such as the possibility that local governments may adopt more aggressive policies and measures to limit GHG emissions. As a result, the Group may be exposed to legal risks and may have to incur higher operating costs to comply with regulatory changes. The Group has adopted a series of measures against possible legal risks. The Group continuously monitors any changes in laws or regulations. In addition, the Group has been taking comprehensive measures to protect the environment, including measures aimed at reducing GHG emissions. As the Group goes beyond compliance to strive to improve the environmental performance of its operations, the Group can quickly adapt to the more stringent regulations that may arise.

### 實體風險

由氣候變化引起的極端天氣(例如颱風及暴雨),可能在短期內對業務運營造成干擾。為盡量減低對本集團業務營運造成的干擾,本集團已制定一套應對惡劣天氣情況的緊急措施,並對重要資料進行適當備份,以盡量減低對本集團業務的負面影響。

除上述情況外,本集團亦充分意識到,極端天氣情況可能會危及員工的健康及安全。因此,本集團已制定全面的颱風及暴雨安排,以保障極端天氣情況下員工的健康及安全。本集團亦盡可能考慮到個別員工在極端天氣情況下面臨的不同情況,例如居住地、附近道路及交通情況等,並根據員工的實際困難及需要,採取靈活處理方法。例如,本集團對員工實施靈活的休班日安排。同時,在極端天氣情況下,人力資源部門會通過通訊軟件或電子郵件提醒及通知員工最新的天氣情況。

### 轉型風險

就法律風險而言,本集團預計與氣候變化有關的法律及法規將變得更加嚴格,例如地方政府可能會採取更積極的政策及措施限制溫室氣體排放。因此,本集團可能會面臨法律風險,並可能需要承擔更高的營運成本以符合監管變動。本集團已採取一系列措施應對可能的法律風險。本集團持續監測法律或法規的任何變動。此外,本集團一直採取全面措施保護環境,包括旨在減少溫室氣體排放的措施。由於本集團超越合規要求的程度,致力提高其營運的環境表現,故此本集團可以迅速適應可能出現的更嚴格法規。

### B. SOCIAL Employment

#### Recruitment

The Group has established a comprehensive human resources management system which requires the employment of employees based on their experience, qualifications, and knowledge during the recruitment process. To ensure that the rights and interests of employees are well protected, employment contracts must be discussed and agreed with prospective employees regarding salaries, benefits, annual leaves and other employment related issue, prior to signing by the employees.

During the Year, the Group was not aware of any material noncompliance with the relevant laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. The relevant laws and regulations include, but are not limited to, the Labour Law of the People's Republic of China, the Labour Contract Law of the People's Republic of China, the Employment Ordinance of Hong Kong and the Employees' Compensation Ordinance of Hong Kong.

#### Promotion, Compensation, and Dismissal

Appraisals are regularly performed to consider promotions and salary increments based on the results of the employees' performance reviews. Dismissals of employees have been performed in compliance with the Employment Ordinance of Hong Kong and Labour Contract Law of the People's Republic of China. The relevant provisions on termination of the employment are set out in the employment contract of every staff.

#### Working Hours, Rest Periods, and Benefits

Both the offices in Hong Kong and Shenzhen are operated under a five-day work week arrangement with statutory leaves provided such as annual leaves, sick leaves, maternity leaves, in order to allow employees to have adequate rest periods. The Group has also provided medical allowance, MPF schemes (for Hong Kong employees only) and other benefits to employees. For employees in the PRC, the Group will pay for their "five social insurance and one housing fund" including endowment insurance, medical insurance, unemployment insurance, employment injury insurance, maternity insurance and Housing Provident Fund pursuant to the law in order to safeguard the benefits of social insurance of employees.

### B. 社會 僱傭

#### 招聘

本集團已建立健全的人力資源管理體系，規定於招聘過程中，僱員之聘用乃基於其經驗、資歷及知識進行。為確保僱員之權利及權益受到保障，須在僱員簽訂僱傭合同前與其討論合同內容並就薪金、福利、年假及其他相關僱傭方面問題達成共識。

於年內，本集團並不知悉任何重大違反有關賠償及解僱、招聘及晉升、工作時數、休息時間、平等機會、多元化、反歧視及其他福利的法律及法規的情況。相關法律及法規包括但不限《中華人民共和國合同法》、《中華人民共和國勞動合同法》及香港《僱傭條例》及香港《僱員補償條例》。

#### 晉升、薪酬及解僱

我們會對僱員定期進行評估以根據他們績效評估的結果考慮晉升及加薪。解僱員工方面亦已根據香港《僱傭條例》及《中華人民共和國勞動合同法》進行。有關終止僱傭的相關條文載於各名員工的僱傭合同。

#### 工作時數、假期及福利

香港及深圳辦公室均推行五天工作週安排，並提供年假、病假、產假等法定假期以使僱員得到充足休息時間。本集團亦向僱員提供醫療福利、強積金計劃（只適用於香港僱員）及其他福利。就中國僱員而言，本集團依法為彼等支付「五險一金」，包括養老保險、醫療保險、失業保險、工傷保險、生育保險及住房公積金，以保障僱員的社會保險利益。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Equal Opportunities, Diversity, and Anti-discrimination

The Group's human resources policy states and their management ensures that no discrimination exists within the Group in terms of age, sex, marital status, family status, sexuality, disability, nationality or religion, etc. Any form of discrimination is prohibited during any of their decision-making processes, including normal operations and any recruitment process.

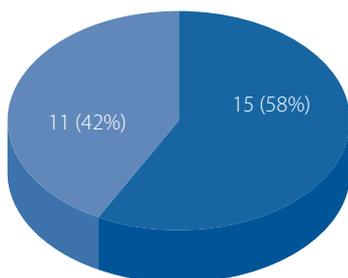
As at 31 March 2023, the Group had 26 employees (including 4 Directors) (31 March 2022: 34 employees (including 7 Directors)), 25 of them were full-time employees and 1 was part-time employee<sup>(Note 1)</sup>. The distribution of workforce classified by different categories is as follows:

### 平等機會、多元化及反歧視

本集團之人力資源政策訂明及其管理層確保，本集團於年齡、性別、婚姻狀況、家庭狀況、性取向、身體殘疾、國籍或宗教等方面不存在任何歧視。任何包括日常營運及招聘程序的決策中禁止任何形式的歧視。

於二零二三年三月三十一日，本集團總共聘用26名僱員（包括4名董事）（二零二二年三月三十一日：34名僱員（包括7名董事）），其中25人為全職僱員，1人為兼職僱員<sup>(附註1)</sup>。按不同類別劃分之僱員人數分佈如下：

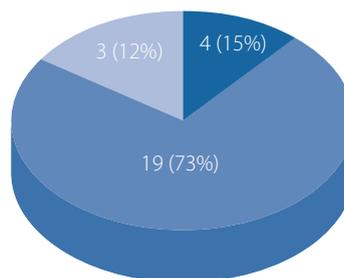
**By gender**  
按性別



■ Female  
女性

■ Male  
男性

**By age group**  
按年齡組別

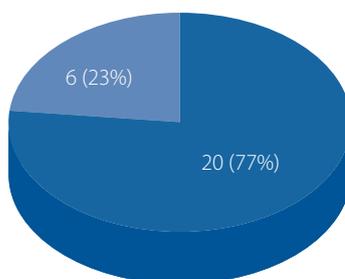


■ Under 30 years old  
30歲以下

■ 30-50 years old  
30歲至50歲

■ Over 50 years old  
50歲以上

**By location**  
按地點



■ PRC  
中國

■ Hong Kong  
香港

Note 1: Employee data of 2023 has excluded independent non-executive directors.

附註1：二零二三年之僱員數據已排除獨立非執行董事。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

During the Year, the Group's turnover rate is 14%. During the Year, the Group's employee turnover rate is as follows:

年內，本集團的離職率為14%。於年內，本集團的僱員流失率如下：

<b>Employee turnover rate (Note 1)</b>	<b>僱員流失率(附註1)</b>	<b>2023 二零二三年</b>	<b>2022 二零二二年</b>
<b>By gender</b>	<b>按性別劃分</b>		
Female	女性	8%	17%
Male	男性	18%	11%
<b>By age group</b>	<b>按年齡劃分</b>		
Under 30 years old	30歲以下	-	-
30-50 years old	30至50歲	20%	20%
Over 50 years old	50歲以上	-	-
<b>By geographical region</b>	<b>按地區劃分</b>		
PRC	中國	18%	17%
Hong Kong	香港	-	-

Note 1: Calculation method of turnover rate (by category): (total number of departures (by category) of that year ÷ (total number of employees (by category) at the beginning of the year + total number of employees (by category) at the end of the year) ÷ 2) × 100%

附註1：流失率計算方法(按類別劃分)：(當年離職總人數(按類別劃分) ÷ (年初僱員總數(按類別劃分) + 年末僱員總數(按類別劃分) ÷ 2) × 100%

### Health and Safety

The Group highly values employees' health and safety and is always committed to providing employees with a healthy, safe and comfortable working environment. The Group strives to eliminate potential workplace health and safety hazards and implement safety management measures, such as providing employees with masks during haze in the PRC, installing air purifiers at offices and providing medicines for employees in case of sickness, to ensure employees' health and safety during work. The Group has implemented the Regulations for Management on Employee Safety and Health to uphold its people-oriented principles and employees' health and safety.

To address the wellbeing of employees working in their offices, the Group has established a set of health and safety management practices to enhance their safety management and promote employee safety awareness and, established safety measures, for example, they will regularly send emails and relevant materials to employees to advocate the importance of a safe working environment.

During the Year, the number of working days lost by the Group due to work-related injuries was zero (2022: zero). No work-related fatalities occurred from 1 April 2020 to 31 March 2023. The Group will continue to strive to ensure the safety of its employees.

### 健康及安全

本集團重視僱員之健康及安全，並始終致力於為僱員提供健康、安全、舒適的工作環境。本集團致力消除潛在的工作場所健康及安全危害，並實施安全管理措施，例如我們在中國出現霧霾時會為僱員提供口罩、於辦公室安裝空氣淨化器，並於僱員生病時提供藥物，以確保僱員於工作期間的健康及安全。本集團實施《僱員安全健康管理規定》，堅持以人為本，維護員工健康及安全。

為保障辦公室僱員之健康，本集團已制訂安全健康管理常規以改善其安全管理以及提高僱員安全意識並採取各項安全措施，例如：本集團將定期發送電郵及相關資訊至僱員，以宣傳安全工作環境之重要性。

於年內，本集團因工傷損失的工作日數為零(二零二二年：零)。於二零二零年四月一日至二零二三年三月三十一日期間，概無發生因工作關係的死亡事故。本集團將繼續努力確保僱員的安全。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Under the COVID-19 pandemic, the Group remains highly vigilant to the potential impact on the health and safety of its employees. Apart from strengthening the sanitation in the office area, the Group has provided surgical masks, disinfectant, and alcohol wipes. Besides, the Group implemented precautionary measures such as temperature screening before entering the office, and constantly update relevant policies to keep in line with the government's guidelines.

During the Year, the Group was not aware of any material noncompliance with the relevant laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards. The relevant laws and regulations include, but are not limited to, the Law of the People's Republic of China on the Prevention and Treatment of Occupational Diseases, Provisions on the Administration of Occupational Health at Workplaces of the PRC and Occupational Safety and Health Ordinance of Hong Kong.

### Development and Training

The Group cares about employees' development and encourages them to participate in continuous learning through their career. The Group has its tailor-made IT-related examination system for internal employees of most of the departments. Apart from this, it has also provided training courses to employees or subsidised them in joining external training courses organised by professional bodies. The Group has established the Company Employee Training Management Measures to standardise and promote the continuous and effective provision of training to employees. A training plan is developed by the management based on the requirements from various departments and employees. On the other hand, learning experiences will also be provided to employees through job allocation, improvements in soft skills will also benefit employees in their career development in the long run.

在 COVID-19 疫情中，本集團對其僱員健康及安全的潛在影響保持高度警惕。除加強辦公區域的衛生設備外，本集團亦提供口罩、消毒劑及酒精濕巾。此外，本集團實施預防措施，如在進入辦公室前進行溫度篩檢，並不斷更新相關政策以符合政府的指引。

於年內，本集團並不知悉任何重大違反有關提供安全工作環境及保障僱員免受職業危害的法律及法規的情況。相關法律及法規包括但不限於《中華人民共和國職業病防治法》、中國《工作場所職業衛生管理規定》及香港《職業安全及健康條例》。

### 發展及培訓

本集團心繫僱員之發展，且鼓勵僱員從工作中不斷學習。本集團為相關內部僱員定制資訊科技相關的考試系統。此外，本集團亦向僱員提供培訓課程或資助彼等參加專業機構舉辦的外部培訓課程。本集團制定《公司僱員培訓管理措施》，以規範及促進持續有效地為僱員提供培訓。管理層根據各部門及僱員的要求制定培訓計劃。另一方面，僱員亦可以通過工作調配獲得學習經驗，提升軟性技能亦有利於僱員長遠的職業發展。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

During the Year, the Group's employees received a total of 126 hours of training (2022: 186 hours). The percentage of trained employees and average training hours completed per employee of the Group by category are as follows:

於年內，本集團的員工接受合共126小時（二零二二年：186小時）培訓。本集團按類別劃分的接受培訓的員工百分比及平均每位員工已完成的培訓時數如下：

<b>Percentage of employees trained (Note 1)</b>		<b>2023</b>	<b>2022</b>
<b>接受培訓的員工百分比(附註1)</b>		<b>二零二三年</b>	<b>二零二二年</b>
<b>By gender</b>		<b>按性別劃分</b>	
Female	女性	36%	54%
Male	男性	40%	39%
<b>By employee category</b>		<b>按員工類別劃分</b>	
Executive directors	執行董事	100%	100%
Management	管理層	100%	100%
General staff	一般員工	6%	15%
<b>Average number of training hours for employees (Note 2)</b>		<b>2023</b>	<b>2022</b>
<b>員工平均已完成的培訓時數(附註2)</b>		<b>二零二三年</b>	<b>二零二二年</b>
<b>By gender</b>		<b>按性別劃分</b>	
Female	女性	4.91	7.62
Male	男性	4.80	4.83
<b>By employee category</b>		<b>按員工類別劃分</b>	
Executive directors	執行董事	13.00	13.00
Management	管理層	12.80	13.43
General staff	一般員工	0.59	2.00

Note 1: Calculation method of percentage of employees trained by category: (number of employees trained in that category ÷ total number of employees in that category at the end of the year) × 100%. Training data of directors include those from executive directors

附註1：按類別劃分的接受培訓的員工百分比計算方法：（該類別接受培訓的員工人數 ÷ 年末該類別員工總數）× 100%。董事的培訓數據包括來自執行董事的數據。

Note 2: Calculation method of training hours by category: total training hours of employees in that category ÷ number of employees in that category at the end of the year. Training data of directors include those from executive directors.

附註2：按類別劃分的培訓時數計算方法：該類別員工總培訓時數 ÷ 年末該類別員工人數。董事的培訓數據包括來自執行董事的數據。

### Labour Standards

Child labour and forced labour are strictly prohibited within the Group. During the Year, the Group has strictly complied with all respective laws and regulations regarding the employment of child labour and forced labour. Further, clauses regarding the prevention of child labour and forced labour were included in the Employee Handbook and human resources policies.

### 勞工準則

本集團嚴禁聘用童工及強制勞工。於年內，本集團已嚴格遵守所有禁止僱用童工及強制勞工的相關法律及法規。此外，有關禁止童工及強制勞工的規定已列入員工手冊及人力資源政策內。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Personal data is collected during the employment process to select suitable candidates and verify candidates' data. The identity documents such as physical examination certificates, academic credentials, identity cards, and account information are carefully checked in the recruitment process. Furthermore, employees of the Group working overtime are based on voluntary principles so as to avoid the violation of labour standards and safeguard the rights and interests of employees. To prevent any form of forced labour, a job description outlining the principal responsibilities of the employee is attached to the labour contract. The Group also prohibits any punitive measures, management methods and behaviours such as abusive punishment, violence, mental stress, sexual harassment (including inappropriate language, posture and physical contact) for any reason.

If child labor or forced labor is found to be employed as a result of a breach of the requirements under the Employee Handbook and human resources policies, the Group will immediately stop the work of such child labour or forced labour and conduct investigation.

Each department of the Group has designated personnel responsible for regularly tracking and understanding the updates of regulations, and will notify the affected departments in real time to comply with the latest laws and regulations, and to fully implement the compliance principle. During the Year, the Group was not aware of any material non-compliance with the relevant laws and regulations relating to the prevention of child and forced labour. The relevant laws and regulations include, but are not limited to, the Labour Law of the People's Republic of China, the Employment Ordinance of Hong Kong and the Employment of Children Regulations of Hong Kong.

### Supply Chain Management

During the operations, the Group encourages its suppliers and business partners to uphold high moral standards that are in line with the Group. Therefore, the Group has adopted the Supplier Code of Conduct, which outlines the sustainability standards and practices that the Group expects its business partners and suppliers to comply with. Its partners are all worldwide reputable companies and known for their ethical standards. In selecting and evaluating its suppliers and business partners, their attitudes towards environmental and social issues, including human rights, equal opportunities were also considered. During the Year, there were a total of 3 major suppliers and all of the 3 major suppliers were located in the PRC.

個人資料於僱傭過程中收集，以選擇合適的候選人並驗證候選人資料。招聘過程中對體檢證明、學歷證書、身份證、賬戶資料等身份證明文件進行認真核對。此外，本集團員工加班遵循自願原則，以避免違反勞工標準，保障員工權益。為防止發生任何形式的強迫勞動，勞動合約中附有概述僱員基本職責的職務說明。本集團亦禁止以任何理由對員工進行任何懲罰性措施、管理方法及行為，例如虐待懲罰、暴力、精神壓力、性騷擾(包括不恰當的語言、姿勢及身體接觸)。

如果發現因違反《員工手冊》及人力資源政策的規定而僱用童工或強迫勞動，本集團將立即停止該童工或強迫勞動的工作並進行調查。

本集團各部門有指定人員負責定期跟蹤及了解法規的更新，並實時通知受影響部門遵守最新的法律及法規要求，以全面貫徹合規原則。於年內，本集團並不知悉任何重大違反有關防止童工或強制勞工的法例及法規的情況。相關法例及法規包括但不限於《中華人民共和國勞動法》以及香港《僱傭條例》及香港《僱用兒童規例》。

### 供應鏈管理

於營運過程中，本集團鼓勵其供應商及業務夥伴秉持與我們一致的高度道德標準。因此，本集團採納《供應商行為準則》，其中概述本集團期望其業務夥伴及供應商遵守的可持續發展標準及操守。本集團的所有夥伴均為世界知名公司，並以其道德標準見稱。於篩選及評估我們的供應商及業務夥伴時，亦會考慮彼等對環境及社會問題(包括人權、平等機會)的態度。於年內，本集團共有3家主要供應商及所有3家主要供應商均位於中國。

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The Group strictly follows the procurement procedures to evaluate the business practices of its suppliers. In the procurement process, suppliers are assessed based on price, reputation, track record, initiative to tackle problems, customer service and product and service quality. During the Year, 3 suppliers were qualified suppliers that met the standards in the Group's regular evaluation (2022: all major suppliers). If the Group discovers any violation of the code by its business partners or suppliers, the Group will try to communicate with them to rectify the situation.

### Environmental and Social Risks Management

The Group requires environmentally friendly practices on its suppliers and business partners. For example, it required its business partners to be certified with the ISO14001 or GB/T24001 or other related environmental management system certifications. During the supplier and business partner selection processes, it considers environmental protection as one of the key assessment criteria and expects the potential impact on the environment to be minimised during normal operations by its suppliers and business partners. The Group has also set up health and safety requirements for its suppliers and business partners, for example, business partners have to be certified with OHSAS18001 or GB/T28001 or other related occupational health and safety management system certifications. The Group regularly reviews the compliance of its supplier candidates with laws and regulations, including those related to the environment and society. If the suppliers fail to properly control their environmental and social risks, they may not be retained in the Group's list of approved suppliers.

The Group continues to pay attention to the policies implemented by the local governments where it operates. If the Group finds information on environmentally friendly products or services published by the official authorities, the Group will seriously consider adopting the recommendations of the official authorities to procure goods and services that have less impact on the environment during the product cycle. The Group closely monitors the environmental impacts of its suppliers and explore improvement potential to further optimise its supplier management practices.

本集團嚴格遵守採購程序以評估其供應商的營商操守。在採購過程中，供應商的評估基於價格、聲譽、業績記錄、解決問題的主動性、客戶服務以及產品及服務質量。於年內，3家供應商為符合本集團定期評估標準的合資格供應商(二零二二年：所有主要供應商)。如本集團發現其業務夥伴或供應商有任何行為違反守則，本集團將嘗試與其溝通以糾正情況。

### 環境及社會風險管理

本集團要求其供應商及業務夥伴採取環保作業手法。例如，我們要求業務夥伴需具備ISO14001或GB/T24001認證或其他相關環境管理體系認證。於供應商及業務夥伴的篩選過程中，本集團將環境保護視為其中一項主要評估標準，並期望供應商及業務夥伴將日常營運中對環境之潛在影響降至最低。本集團亦已對其供應商及業務夥伴制定健康及安全規定，例如業務夥伴需取得OHSAS18001或GB/T28001認證或其他相關職業健康及安全系統認證。本集團定期審查其供應商候選人是否遵守法律法規，包括與環境及社會相關的法律法規。如供應商未能妥善控制其環境及社會風險，供應商可能不會獲保留在本集團的批准供應商之名單中。

本集團持續關注其經營所在地的地方政府所實施的政策。如本集團發現官方發布的環保產品或服務資料，本集團將認真考慮採納官方建議，在產品週期內採購對環境影響較小的商品及服務。本集團密切監察其供應商對環境的影響，並探索改善空間以進一步優化其供應商管理手法。

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### Product Responsibility

The Group has continuously paid considerable attention to brand effect and product quality. Besides setting high requirements for its suppliers and business partners during its selection phases, the Group has also emphasised product quality improvements, provided after-sales services to its customers, and has continuously worked closely with its customers and business partners to solve problems. The Group has adopted the Shipment and Return Management System to standardize the Group's shipment and return procedures to ensure the fulfilment of sales contracts.

During the Year, the Group was not aware of any material noncompliance with relevant laws and regulations relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. The relevant laws and regulations include, but are not limited to, the Patent Law of the People's Republic of China, the Trademark Law of the People's Republic of China, the Copyright Law of the People's Republic of China, the Law of the People's Republic of China on the Protection of Consumer Rights and Interests, the Advertising Law of the People's Republic of China, the Trade Marks Ordinance of Hong Kong, the Trade Descriptions Ordinance of Hong Kong and the Personal Data (Privacy) Ordinance of Hong Kong.

### Quality Management

Achieving and maintaining high quality standard for projects are utmost important for sustainable development of the Group. In order to ensure that the Group delivers high quality services and sustainable projects to its customers, the process of the projects is controlled and monitored regularly. By conducting a series of tests, actual results are compared with the expected results, so as to identify any abnormalities and areas for improvement and strive for excellence. The Group ensure that each customer's needs are met and that the standard and outcome of every product is consistent. During the Year, no recalls of products had taken place.

The Group carefully manages and monitors the quality of products. All products the Group sells are properly labelled to help the Group to keep track of its products. If there are quality issues with the products sold by the Group, the Group can use the label tracking system to promptly identify the source of defects and the defective batch of products. When necessary, the products will be recalled to rectify the issues and prevent recurrence in the future.

### 產品責任

本集團一直高度重視品牌效應及產品質量。除了本集團於篩選期間向其供應商及業務夥伴設定高要求外，本集團亦重視產品質量改進，為彼等的客戶提供售後服務，以及與彼等的客戶及業務夥伴持續緊密合作以解決問題。本集團已採用《發貨及退貨管理制度》規範本集團的發貨退貨程序，以確保履行銷售合同。

於年內，本集團並不知悉有任何重大違反有關所提供產品及服務的健康及安全、廣告活動、標籤、私隱事宜及賠償方法的法例及法規的情況。相關法律及法規包括但不限於《中華人民共和國專利法》、《中華人民共和國商標法》、《中華人民共和國著作權法》、《中華人民共和國消費者權益保護法》、《中華人民共和國廣告法》以及香港《商標條例》、香港《商品說明條例》及香港《個人資料(私隱)條例》。

### 質量管理

對本集團的可持續發展而言，達致及維持高水平項目質量標準乃屬至關重要。為確保我們向客戶提供優質服務及可持續項目，本集團定期對項目流程進行監察。通過一系列的測試，我們將實際結果與預期結果進行比較，從而發現異常情況及需要改進的地方，力求精益求精。本集團確保每位客戶的需求都得到滿足，並且每個產品的標準及結果均一致。於年內，概無發生產品召回事件。

本集團謹慎管理及監察產品質量。本集團銷售的所有產品均貼有適當標籤，以幫助本集團追蹤其產品。如本集團銷售的產品出現質量問題，本集團可利用標籤追蹤系統及時識別缺陷來源及次品批次。必要時，本集團將召回產品以糾正問題，並防止將來再次發生。

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### Customer Service

The Group continuously improves the quality of its products and services. If a complaint should arise, the Group will immediately assess the complaint and conduct an internal investigation into the matter to identify the source of the issue. If customers are not satisfied with the quality of products and services or have safety concerns about products and services, the Group will arrange sufficient channels and personnel to communicate with customers in a timely manner and solve the problems as soon as possible. During the Year, the Group did not receive any complaints from customers due to product quality or customer service quality (2022: nil).

### Privacy and Intellectual Property Protection

As a responsible service provider, all confidential data related to the Group's business, financial and customer information are securely protected and only used for internal purpose. Besides, confidentiality agreements must be signed between the Group and its suppliers and business partners to protect customers' data and privacy. Employees are trained to maintain the confidentiality of customers' information.

Regarding the Group's trademarks, terms in relation to such intellectual property rights are included in the cooperation agreements between the Group and its suppliers and business partners. The Group recognises the importance of intellectual property protection, so it is dedicated to protecting and enforcing the Group's own IP rights as well as the IP rights of third party.

The Group regularly reviews the effectiveness of the confidentiality agreements and the terms in relation to intellectual property rights to evaluate whether any pattern of improprieties or alleged improprieties exist that need to be addressed.

### Advertising and Labelling

The Group strictly complies with laws and regulations including the Advertising Law of the People's Republic of China and continues to strengthen fair marketing practices. The Group has regulated the conduct of marketing personnel in the process of advertisement release, product sales and contract signing, strictly prohibiting the dissemination of misleading and ambiguous product information and excessive commitment, and protecting customers' information rights.

### 客戶服務

本集團不斷提高產品及服務質量。如出現投訴，本集團將立即評估投訴並對事件進行內部調查，以確定問題根源。如客戶對產品及服務質量不滿意或對產品及服務有安全顧慮，本集團將安排充足的渠道及人員及時與客戶溝通，以盡快解決問題。於年內，本集團概無收到客戶因產品或客戶服務質量問題提出的投訴(二零二二年：無)。

### 保護私隱及知識產權

作為負責的服務供應商，有關本集團業務、財務及客戶資料的所有機密數據均受保障，僅供內部使用。此外，本集團與其供應商及業務夥伴亦須簽訂保密協議，以保障客戶數據及私隱。僱員接受培訓，為客戶的資料保密。

就本集團的商標而言，有關該等知識產權的條款已載於本集團與其供應商及業務夥伴訂立的合作協議內。本集團明白保障知識產權的重要性，因此，我們致力保障及行使本集團自身的知識產權及第三方的知識產權。

本集團定期審查保密協議及知識產權條款的有效性，以評估是否存在任何需要解決的不當行為或涉嫌不當行為。

### 廣告及標籤

本集團嚴格遵守《中華人民共和國廣告法》等法律及法規，不斷加強公平營銷手法。本集團規範營銷人員於發布廣告、銷售產品及簽訂合同過程中的行為，嚴禁傳播誤導性、模稜兩可的產品信息及過度承諾，以及保護客戶知情權。

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### Anti-corruption

The Group is committed to prohibiting any form of corruption such as bribery, money laundering, extortion, and fraud. As stipulated in the Employee Handbook, all employees are required to uphold business integrity, safeguard confidential information and take reasonable steps to avoid any conflict of interest. The Group believes that its employees, suppliers, and business partners have maintained a strong ethical conduct during regular business.

During the Year, the Group was not aware of any incidents of noncompliance with the relevant laws and regulations in relation to bribery, extortion, fraud and money laundering. The relevant laws and regulations include, but are not limited to, the People's Republic of China Criminal Law, Anti-Money Laundering Law of the People's Republic of China, the Anti-Unfair Competition Law of the People's Republic of China and the Prevention of Bribery Ordinance of Hong Kong.

There was no concluded legal case regarding corrupt practices brought against the Group's issuer or its employees during the Year.

### Corporate Governance

The Group realises the importance of internal control to a zero-corruption company culture. Information on preventing conflict of interest is included in the Employee Handbook of the Group and was distributed to all employees to follow. Besides, during every tendering process, an Integrity Agreement must be signed by both the Group and the suppliers or business partners. The Group has ensured that all relevant parties will act in accordance with its requirements on anti-corruption in order to prevent any bribery, extortion, fraud and money laundering during the operation.

As stated in the Employee Handbook, employees should not have a financial or other personal interest in a transaction between the Group and any of its business units and a vendor, supplier, provider or customer in order to avoid conflict of interest. Employees are required to declare situation which may present a conflict of interest to their supervisors and the Board will be notified.

### 反貪污

本集團致力防止任何形式的貪污事件，例如賄賂、洗黑錢、勒索及欺詐。根據《員工手冊》的規定，所有員工必須維護商業誠信、保護機密資料並採取合理措施避免任何利益衝突。本集團相信其僱員、供應商及業務夥伴於進行日常業務時已維持高度的道德操守。

於年內，本集團並不知悉任何違反有關賄賂、勒索、欺詐及洗黑錢的法例及法規的情況。相關法例及法規包括但不限於《中華人民共和國刑法》、《中華人民共和國反洗錢法》、《中華人民共和國反不正當競爭法》及香港的《防止賄賂條例》。

於年內，概無針對本集團發行人或其僱員貪污的法律案件結案。

### 企業管治

本集團明白內部監控對零貪污公司文化的重要性。有關防止利益衝突的資料已載入本集團的員工手冊內，並已分發予全體僱員供其遵守。此外，於所有投標程序中，本集團及供應商或業務夥伴必須簽署廉潔誠信承諾書。本集團已確保所有相關人士將遵照本集團的反貪污規定行事，以於營運期間防止任何賄賂、勒索、欺詐及洗黑錢。

如員工手冊所述，為避免利益衝突，僱員在本集團與其任何業務部門以及賣方、供應商、提供商或客戶之間的交易中不得擁有財務或其他個人利益。僱員必須向其主管申報可能造成利益衝突的情況，並通知董事會。

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The Group is committed to raising employees' awareness through providing training on ethical conduct and anti-corruption to all employees and the directors of the Group. The Group's directors and staff regularly receive anti-corruption training to enhance their knowledge on anti-corruption legislation as well as necessary skills to handle ethical dilemmas at the workplace. During the Year, a total of 10 personnel (2022: 11 personnel), including directors and staff, received anti-corruption training and the total anti-corruption training hours was approximately 10 hours (2022: 11 hours).

In addition, the Group has formulated a whistleblowing mechanism that allows all employees to report on any possible improprieties, misconducts, malpractices, or irregularities to the Board, a responsible director or the audit committee. Reports and complaints received will be handled in a prompt and fair manner. Such mechanism also aims at protecting whistle-blowers from unfair dismissal, victimisation and unwarranted disciplinary actions.

To monitor the effectiveness of the whistleblowing mechanism, the Group reviews all complaints received regularly and conducts investigations if any pattern of improprieties or alleged improprieties exist that need to be addressed.

### Community Investment

As a socially responsible corporate, the Group is committed to serving the communities where it operates. The Group recognises the importance of the welling-being of the local communities to the continuous growth of its business. Therefore, the Group follows its Corporate Social Responsibility Policy to encourage its employees to take part in a wide range of community activities. The Group believes that by participating in community activities, the Group can increase employees' awareness of citizenship and build positive value.

During the Year, the Group did not contribute resources to make community investment due to the social distancing measures amid the COVID-19 pandemic. However, the Group has actively considered spending money or time to benefit the community in the future.

本集團致力通過向全體員工及本集團董事提供道德操守及反貪污培訓以提高僱員的意識。本集團董事及員工定期接受反貪污培訓，以提高他們對反貪污法規的了解以及處理工作場所道德困境的必要技能。於年內，包括董事及員工在內的人員共10人(二零二二年：11人)接受反貪污培訓，反貪污培訓總時數約為10小時(二零二二年：11小時)。

此外，本集團制定舉報機制，允許所有員工向董事會、負責董事或審計委員會報告任何可能的不當、不當行為、舞弊或違規行為。收到的舉報及投訴將獲得及時及公平處理。該機制亦旨在保護舉報人免遭不公平解僱、受害及無理的紀律處分。

為監察舉報機制的有效性，本集團定期審查所收到的所有投訴，並於存在任何需要解決的不當行為或涉嫌不當行為的情況下進行調查。

### 社區投資

作為肩負社會責任的企業，本集團致力服務其經營所在地的社區。本集團深知當地社區福祉對其業務持續增長的重要性。因此，本集團遵循其企業社會責任政策，鼓勵員工參與廣泛的社區活動。本集團相信，通過參與社區活動，本集團可以提高員工的公民意識，建立積極的價值。

於年內，由於COVID-19疫情期間的社交距離措施，本集團概無投入資源進行社區投資。然而，本集團已積極考慮日後動用金錢或時間造福社會。

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### 聯交所《環境、社會及管治報告指引》索引表 (II)

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<b>A. Environmental</b>		
<b>A. 環境</b>		
<b>Aspect A1: Emissions</b>		
<b>層面 A1：排放物</b>		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste  relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	排放物
KPI A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Not applicable (explained) 不適用(已解釋)
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions — GHG Emissions
關鍵績效指標 A1.2	直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	排放物 — 溫室氣體排放
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Not applicable (explained)
關鍵績效指標 A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	不適用(已解釋)
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions — Wastes
關鍵績效指標 A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	排放物 — 廢棄物
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.	Environmental Targets, Emissions
關鍵績效指標 A1.5	描述所訂立的排放量目標及為達到這些目標所採取的步驟。	環保目標、排放物
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Environmental Targets, Emissions
關鍵績效指標 A1.6	描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	環保目標、排放物

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<b>Aspect A2: Use of Resources</b> <b>層面 A2：資源使用</b>		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Use of Resources — Energy Management 資源使用 — 能源管理
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Not applicable (explained) 不適用(已解釋)
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Environmental Targets, Use of Resources 環保目標、資源使用
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Use of Resources — Water Management 資源使用 — 水管理
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Not applicable (explained) 不適用(已解釋)
<b>Aspect A3: The Environment and Natural Resources</b> <b>層面 A3：環境及天然資源</b>		
General Disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	The Environment and Natural Resources 環境及天然資源
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environment and Natural Resources 環境及天然資源
<b>Aspect A4: Climate Change</b> <b>層面 A4：氣候變化</b>		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Climate Change 氣候變化
KPI A4.1 關鍵績效指標 A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Climate Change — Physical risks; Climate Change — Transition risks 氣候變化—實體風險；氣 候變化—轉型風險

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### B. Social

### B. 社會

### Aspect B1: Employment

### 層面 B1：僱傭

General Disclosure

Information on:

Employment

(a) the policies; and  
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

一般披露

有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：

僱傭

(a) 政策；及  
(b) 遵守對發行人有重大影響的相關法律及規例的資料。

KPI B1.1

Total workforce by gender, employment type (for example, full-or part-time), age group and geographical region.

Employment — Equal Opportunities, Diversity, and Anti-discrimination  
僱傭 — 平等機會、多元化及反歧視

關鍵績效指標 B1.1

按性別、僱傭類型（如全職或兼職）、年齡組別及地區劃分的僱員總數。

KPI B1.2

Employee turnover rate by gender, age group and geographical region.

Employment — Equal Opportunities, Diversity, and Anti-discrimination  
僱傭 — 平等機會、多元化及反歧視

關鍵績效指標 B1.2

按性別、年齡組別及地區劃分的僱員流失比率。

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<b>Aspect B2: Health and Safety</b> <b>層面 B2：健康與安全</b>		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Health and Safety 健康及安全
KPI B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年（包括匯報年度）每年因工亡故的人數及比率。	Health and Safety 健康及安全
KPI B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 因工傷損失工作日數。	Health and Safety 健康及安全
KPI B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Health and Safety 健康及安全
<b>Aspect B3: Development and Training</b> <b>層面 B3：發展及培訓</b>		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.  <i>Note:</i> Training refers to vocational training. It may include internal and external courses paid by the employer. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。  <i>附註：</i> 培訓指職業培訓。可能包括由僱主支付費用的內外部課程。	Development and Training 發展及培訓
KPI B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別（如高級管理層、中級管理層等）劃分的受訓僱員百分比。	Development and Training 發展及培訓
KPI B3.2 關鍵績效指標 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Development and Training 發展及培訓

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### Aspect B4: Labour Standards

#### 層面 B4：勞工準則

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards
一般披露	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	勞工準則
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standards
關鍵績效指標 B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工。	勞工準則
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standards
關鍵績效指標 B4.2	描述在發現違規情況時消除有關情況所採取的步驟。	勞工準則

### Aspect B5: Supply Chain management

#### 層面 B5：供應鏈管理

General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
一般披露	管理供應鏈的環境及社會風險政策。	供應鏈管理
KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management
關鍵績效指標 B5.1	按地區劃分的供應商數目。	供應鏈管理
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	Supply Chain Management
關鍵績效指標 B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	供應鏈管理
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management — Environmental and Social Risks Management
關鍵績效指標 B5.3	描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	供應鏈管理 — 環境及社會風險管理
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management Environmental and Social Risks Management
關鍵績效指標 B5.4	描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	供應鏈管理 — 環境及社會風險管理

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### Aspect B6: Product Responsibility

#### 層面 B6：產品責任

General Disclosures and KPIs	Description	Section/Statement
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General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	產品責任
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product Responsibility — Quality Management
關鍵績效指標 B6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比。	產品責任 — 質量管理
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Product Responsibility — Customer Service
關鍵績效指標 B6.2	接獲關於產品及服務的投訴數目以及應對方法。	產品責任 — 客戶服務
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility — Privacy and Intellectual Property Protection
關鍵績效指標 B6.3	描述與維護及保障知識產權有關的慣例。	產品責任 — 保護私隱及 知識產權
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility — Quality Management
關鍵績效指標 B6.4	描述質量檢定過程及產品回收程序。	產品責任 — 質量管理
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Product Responsibility — Privacy and Intellectual Property Protection
關鍵績效指標 B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	產品責任 — 保護私隱及 知識產權

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### Aspect B7: Anti-corruption

#### 層面 B7：反貪污

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	反貪污
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-corruption
關鍵績效指標 B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	反貪污
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Anti-corruption — Corporate Governance
關鍵績效指標 B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。	反貪污 — 企業管治
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption — Corporate Governance
關鍵績效指標 B7.3	描述向董事及員工提供的反貪污培訓。	反貪污 — 企業管治

### Aspect B8: Community Investment

#### 層面 B8：社區投資

General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
一般披露	有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策。	社區投資
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Community Investment
關鍵績效指標 B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	社區投資
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Community Investment
關鍵績效指標 B8.2	在專注範疇所動用資源(如金錢或時間)。	社區投資

# Biographical Information of Directors and Senior Management

## 董事及高級管理層之履歷

### DIRECTORS

#### Executive Directors

**Mr. Wang Xiaoqi (王曉琦先生) ("Mr. Wang")**, aged 44, was appointed as an executive Director on 17 March 2015 and was re-elected on 3 August 2015, 1 August 2017, 30 July 2018, 5 August 2020 and 1 August 2022, respectively, and a director of nine subsidiaries within the Group. He has been a business manager of Guangzhou YBDS IT Co., Ltd.\* (廣州韻博信息科技有限公司), an indirect wholly-owned subsidiary of the Company, since May 2014. He has over 15 years of working experience in the telecommunication industry in China. Prior to joining the Group, Mr. Wang was the deputy general manager of Hua Strong Network Science and Technology Limited Company\* (華天網絡科技有限公司) and Beijing Huaqin World Technology Limited Company\* (北京華勤天地科技有限公司), both of which were former indirect subsidiary of the Company, from 2000 to 2014. Mr. Wang resigned from both companies in April 2014. He obtained a bachelor's degree from Beijing University of Technology (北京工業大學) in Computer Controls and Applications. As at the date of this report, Mr. Wang is interested in 382,000 ordinary shares of the Company, representing approximately 0.028% of the total number of ordinary shares in issue of the Company. Save as disclosed above, Mr. Wang does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO"). Save as disclosed above, Mr. Wang does not hold any other position in the Company or any of its subsidiaries and does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he hold any other major appointments and professional qualifications. Save as disclosed above, Mr. Wang is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

### 董事

#### 執行董事

**王曉琦先生(「王先生」)**，44歲，於二零一五年三月十七日獲委任為執行董事，並分別於二零一五年八月三日、二零一七年八月一日、二零一八年七月三十日、二零二零年八月五日及二零二二年八月一日重選連任，並為本集團九間附屬公司的董事。彼由二零一四年五月起為本公司一家間接全資附屬公司廣州韻博信息科技有限公司的業務經理。彼於中國電訊業擁有超過15年的工作經驗。在加入本集團之前，王先生於二零零零年至二零一四年分別為本公司兩家間接前附屬公司華天網絡科技有限公司及北京華勤天地科技有限公司的副總經理。王先生於二零一四年四月辭任上述兩家公司的職位。彼於北京工業大學取得計算機控制及應用學士學位。於本報告日期，王先生於本公司382,000股普通股中擁有權益，佔本公司已發行普通股總數約0.028%。除上文披露者外，王先生並無於本公司股份或相關股份中擁有證券及期貨條例(香港法例第571章)(「證券及期貨條例」)第XV部所界定之任何權益。除上文披露者外，王先生於過往三年並無於本公司或其任何附屬公司擔當任何其他職位，亦無在證券於香港或海外任何證券市場上市之任何公眾公司擔任任何董事職務，且並無任何其他主要任命及專業資格。除上文披露者外，王先生與本公司任何董事、高級管理層、主要股東或控股股東概無任何關連。

# Biographical Information of Directors and Senior Management

## 董事及高級管理層之履歷

**Mr. Ho Yeung (何洋先生) ("Mr. Ho")**, aged 67, was appointed as an executive Director on 1 June 2017 and was re-elected on 3 August 2017, 5 September 2019 and 1 August 2022, respectively. Since 1999, Mr. Ho has been a senior executive at a leading high-tech software company in China and has held the post of executive director of a renowned real estate company in China for more than ten years. Since 1994, Mr. Ho has been on the board of members of the council at the China Association for the Promotion of Investment. Mr. Ho was an independent non-executive director of China Gas Holdings Limited (stock code: 384), a company listed on The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**), from 12 December 2012 to 27 November 2017. As at the date of this report, Mr. Ho is interested in 18,083,500 ordinary shares of the Company, representing approximately 1.333% of the total number of ordinary shares in issue of the Company. Save as disclosed above, Mr. Ho does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Ho does not hold any other position in the Company or any of its subsidiaries and does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he hold any other major appointments and professional qualifications. Save as disclosed above, Mr. Ho is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

**Ms. Ho Ching (何征) ("Ms. Ho")**, aged 30, was appointed as an executive Director on 18 June 2021 and was re-elected on 2 August 2021. She obtained a bachelor's degree in business administration in Humphreys College (now known as Humphreys University), California, the United States of America in December 2014. Ms. Ho has been working as a representative of Canfield Securities Company Limited since April 2019. She served as an Investment Consultant of Convoy Financial Group Limited from March 2017 to March 2019. Ms. Ho is a representative licensed under the SFO to carry on Type 1 (dealing in securities) regulated activities. Save as disclosed above, Ms. Ho does not hold any other position in the Company or any of its subsidiaries and does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor does she hold any other major appointments and professional qualifications. Save as disclosed above, Ms. Ho is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

何洋先生(「何先生」)，67歲，於二零一七年六月一日獲委任為執行董事，並分別於二零一七年八月三日、二零一九年九月五日及二零二二年八月一日重選連任。何先生自一九九九年至今擔任一中國主要高科技軟體公司高級行政人員及一中國著名地產公司執行董事，已逾十年。何先生自一九九四年至今為中國投資發展促進會理事會理事。何先生於二零一二年十二月十二日至二零一七年十一月二十七日擔任中國燃氣控股有限公司(為香港聯合交易所有限公司(「聯交所」)上市公司(股份代號：384))獨立非執行董事。於本報告日期，何先生於18,083,500股本公司普通股中擁有權益，佔本公司已發行普通股總數之約1.333%。除上文披露者外，何先生並無於本公司股份或相關股份中擁有證券及期貨條例第XV部所界定之任何權益。除上文披露者外，何先生於過往三年並無於本公司或其任何附屬公司擔當任何其他職位，亦無在證券於香港或海外任何證券市場上市之任何公眾公司擔任任何董事職務，且並無任何其他主要任命及專業資格。除上文披露者外，何先生與本公司任何董事、高級管理層、主要股東或控股股東概無任何關連。

何征女士(「何女士」)，30歲，於二零二一年六月十八日獲委任為執行董事並於二零二一年八月二日重選連任。她於二零一四年十二月取得美利堅合眾國加州漢弗萊斯學院(Humphreys College)(現稱為漢弗萊斯大學(Humphreys University))的工商管理學士學位。何女士自二零一九年四月起於勤豐證券有限公司擔任代表。彼於二零一七年三月至二零一九年三月擔任康宏金融集團有限公司的投資顧問。何女士為根據證券及期貨條例可從事第1類(證券交易)受規管活動之持牌代表。除上文披露者外，何女士於過往三年並無於本公司或其任何附屬公司擔當任何其他職位，亦無在證券於香港或海外任何證券市場上市之任何公眾公司擔任任何董事職務，且並無任何其他主要任命及專業資格。除上文披露者外，何女士與本公司任何董事、高級管理層、主要股東或控股股東概無任何關連。

# Biographical Information of Directors and Senior Management

## 董事及高級管理層之履歷

### Independent Non-executive Directors

**Mr. Tse Yee Hin, Tony (謝宇軒先生) ("Mr. Tse")**, aged 53, was appointed as an independent non-executive Director on 15 May 2014, and was re-elected on 23 June 2014, 1 August 2017, 5 September 2019 and 2 August 2021, respectively. He holds a Bachelor of Science degree with honors in Finance and Accounting from University of Salford, the United Kingdom and a degree in Executive Master of Business Administration from Richard Ivey School of Business, The University of Western Ontario, Canada. Mr. Tse is a member of each of Illinois Certified Public Accountants Society, American Institute of Certified Public Accountants, Institute of Accountants Exchange, Hong Kong Securities and Investment Institute and Hong Kong Securities Professionals Association. Mr. Tse is also an associate member of The Chartered Institute of Management Accountants of the United Kingdom and Hong Kong Institute of Certified Public Accountants. Mr. Tse has over 20 years of experience in corporate finance and accounting and has worked for several international accounting firms, investment banks and the Stock Exchange. Mr. Tse is currently a managing director of corporate finance department in Essence Corporate Finance (Hong Kong) Limited and acts as its principal under the sponsor regime. Mr. Tse was a non-executive director of Century Energy International Holdings Limited (formerly known as China Oil Gangran Energy Group Holdings Limited and Fairson Holdings Limited) (Stock Code: 8132) from 10 January 2014 to 30 April 2015. Mr. Tse was also a non-executive director of Millennium Pacific Group Holdings Limited (Stock Code: 8147) from 6 October 2014 to 17 July 2017. Mr. Tse is a responsible officer licensed under the SFO to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. Mr. Tse does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Tse does not hold any other position in the Company or any of its subsidiaries and does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he hold any other major appointments and professional qualifications. Save as disclosed above, Mr. Tse is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

### 獨立非執行董事

謝宇軒先生(「謝先生」)，53歲，於二零一四年五月十五日獲委任為獨立非執行董事，並分別於二零一四年六月二十三日、二零一七年八月一日、二零一九年九月五日及二零二一年八月二日重選連任。謝先生持有英國索爾福德大學之金融及會計學榮譽理學學士學位及加拿大西安大略大學理查德·艾維商學院之行政人員工商管理碩士學位。謝先生分別為伊利諾斯州執業會計師學會、美國註冊會計師協會、青年會計師發展交流協會、香港證券及投資學會及香港證券學會的會員。謝先生亦為英國特許管理會計師公會及香港會計師公會的會員。謝先生於企業融資及會計方面擁有逾20年經驗，並曾任職於多間國際會計師行、投資銀行及聯交所。謝先生現為安信融資(香港)有限公司之企業融資董事總經理及為其保薦人制度負責人。於二零一四年一月十日及二零一五年四月三十日，謝先生擔任百能國際能源控股有限公司(前稱中油港燃能源集團控股有限公司及鉅皓控股有限公司)(股份代號：8132)的非執行董事。謝先生亦於二零一四年十月六日至二零一七年七月十七日擔任匯思太平洋集團控股有限公司(股份代號：8147)的非執行董事。謝先生乃根據證券及期貨條例可進行第1類(證券交易)及第6類(就機構融資提供意見)受規管活動的持牌負責人員。謝先生並無於本公司股份中擁有證券及期貨條例第XV部所界定之任何權益。除上文披露者外，謝先生於過往三年並無於本公司或其任何附屬公司擔當任何其他職位，亦無在證券於香港或海外任何證券市場上市之任何公眾公司擔任任何董事職務，且並無任何其他主要任命及專業資格。除上文披露者外，謝先生與本公司任何董事、高級管理層、主要股東或控股股東概無任何關連。

# Biographical Information of Directors and Senior Management

## 董事及高級管理層之履歷

**Mr. Lau Chor Ki (柳楚奇先生) ("Mr. Lau")**, aged 70, was appointed as an independent non-executive Director on 1 June 2017, and was re-elected on 3 August 2017, 30 July 2018, 5 August 2020 and 1 August 2022, respectively. Mr. Lau holds a diploma in Management from Hong Kong Polytechnic (awarded jointly by the Hong Kong Management Association), a certificate programme on writing precisely what you mean from the Hong Kong Management Association, a certificate of Practice in Chinese Property Laws — a distance learning certificate programme from the Hong Kong Management Association. Mr. Lau joined in Hang Seng Bank group (stock code: 00011) and had served in the group for 40 years from 1973 to 2013. During this period, Mr. Lau worked in various departments including retail banking, loans department, credit control and administration. Also, he was a department head monitoring the central cash of the bank when retired in May 2013. Save as disclosed above, Mr. Lau does not hold any other position in the Company or any of its subsidiaries and does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he hold any other major appointments and professional qualifications. Save as disclosed above, Mr. Lau is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Lau does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

**Mr. Wong Kin Kee (黃建基先生) ("Mr. Wong")**, aged 70, was appointed as an independent non-executive Director on 3 April 2018, and was re-elected on 30 July 2018 and 2 August 2021, respectively. Mr. Wong graduated from Columbia Radio Institute (哥林比亞無線電工程學校) majoring in radio engineering in 1978. Mr. Wong has been working for Mitsubishi Electric Hong Kong Group Ltd (三菱升降機有限公司) (formerly known as Ryoden Electric Engineering Co., Ltd (菱電工程有限公司)) from 1970 to 2010. He has been responsible for the aforesaid company's China business since 1983. He was the key responsible person for its subsidiary established in China, his last position was a supervisor of the executive department and was mainly responsible for its elevator business. Mr. Wong is currently a director of Jinxiong Plastic Industry Co., Ltd.\* (錦雄(塑膠)工業有限公司) and an executive director of Shenzhen Sanli Mechanical and Electrical Equipment Engineering Co., Ltd.\* (深圳市三利機電設備工程有限公司), both are agents for electrical products of Changzhou Sanli Electrics Company\* (常州市三利電器公司). Save as disclosed above, Mr. Wong does not hold any other position in the Company or any of its subsidiaries and does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he hold any other major appointments and professional qualifications. Save as disclosed above, Mr. Wong is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Wong does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

**柳楚奇先生(「柳先生」)**，70歲，於二零一七年六月一日獲委任為獨立非執行董事，並分別於二零一七年八月三日、二零一八年七月三十日、二零二零年八月五日及二零二二年八月一日重選連任。柳先生持有香港理工學院管理文憑(由香港管理專業協會聯合頒授)、香港管理專業協會的寫作技巧證書課程、中國物權法執業證書(香港管理專業協會遙距學習證書課程)。於一九七三年至二零一三年期間，柳先生加入恒生銀行集團(股份代號：00011)並於該集團服務40年。於該期間，柳先生曾於多個部門任職，包括零售銀行、貸款部門、信貸監控及行政管理。此外，柳先生於二零一三年五月退休，當時為監察銀行中央庫存的部門主管。除上文披露者外，柳先生於過往三年並無於本公司或其任何附屬公司擔當任何其他職位，亦無在證券於香港或海外任何證券市場上市之任何公眾公司擔任任何董事職務，且並無任何其他主要任命及專業資格。除上文披露者外，柳先生與本公司任何董事、高級管理層、主要股東或控股股東概無任何關連。柳先生並無於本公司股份中擁有證券及期貨條例第XV部所界定之任何權益。

**黃建基先生(「黃先生」)**，70歲，於二零一八年四月三日獲委任為獨立非執行董事，並分別於二零一八年七月三十日及二零二一年八月二日重選連任。黃先生於一九七八年畢業於哥林比亞無線電工程學校，主修無線電工程。於一九七零年至二零一零年，黃先生一直於三菱升降機有限公司(前稱菱電工程有限公司)工作。黃先生自一九八三年起一直負責該公司之中國業務。彼為該公司於中國成立之附屬公司之主要負責人，最後擔任職位為執行部監督，主要負責升降機業務。黃先生目前為錦雄(塑膠)工業有限公司之董事及深圳市三利機電設備工程有限公司之執行董事，該兩間公司均為常州市三利電器公司之電子產品代理。除上文所披露者外，黃先生於過往三年並無於本公司或其任何附屬公司擔當任何其他職位，亦無在證券於香港或海外任何證券市場上市之任何公眾公司擔任任何董事職務，且並無任何其他主要任命及專業資格。除上文披露者外，黃先生與本公司任何董事、高級管理層、主要股東或控股股東概無任何關連。黃先生並無於本公司股份中擁有證券及期貨條例第XV部所界定之任何權益。

# Report of the Directors

## 董事報告書

The directors (the “**Directors**”) of Quantum Thinking Limited (the “**Company**”) submit herewith the annual report and the audited consolidated financial statements of the Company and its subsidiaries (together, the “**Group**”) for the year ended 31 March 2023 (the “**Reporting Period**”).

### PRINCIPAL ACTIVITIES AND SEGMENT ANALYSIS OF OPERATIONS AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in note 37 to the consolidated financial statements.

During the Reporting Period, the Group focused to strengthen its business development in the areas of trading of high-tech software and hardware equipment; developing and establishing payment platforms to provide mobile payment services and value-added services; and setting up joint ventures with multinational companies to, among others, introduce and procure mobile application services. There were no significant changes in the nature of the Group’s principal activities during the Reporting Period.

An analysis of the Group’s revenue and operating segments for the Reporting Period is set out in note 7 to the consolidated financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group’s business, can be found in the Management Discussion and Analysis set out on pages 7 to 19 of this annual report. Such discussion forms part of this Directors’ report.

### RESULTS AND DIVIDENDS

The results of the Group for the Reporting Period are set out in the consolidated statement of profit or loss and other comprehensive income on page 98.

The Directors do not recommend the payment of a final dividend for the Reporting Period.

### SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements and restated/reclassified as appropriate, is set out on page 87. Such summary does not form part of the audited consolidated financial statements.

量子思維有限公司(「**本公司**」)董事(「**董事**」)謹此提呈本公司及其附屬公司(統稱「**本集團**」)截至二零二三年三月三十一日止年度(「**報告期間**」)之年報及經審核綜合財務報表。

### 主要業務、經營分部分分析及業務概覽

本公司之主要業務為投資控股。附屬公司之主要業務及其他資料載列於綜合財務報表附註37。

於報告期間，本集團專注於加強買賣高科技軟件及硬件設備之業務發展範疇；開發及建立支付平台提供手機支付服務以及增值服務；及與跨國公司成立合營企業，以(其中包括)引入及採購手機應用程式服務等。於報告期間，本集團主要業務之性質並無重大變動。

本集團於報告期間收益及經營分部之分析載於綜合財務報表附註7。

按公司條例(香港法例第622章)附表5所規定有關該等業務的進一步討論及分析，包括有關本集團面臨的主要風險及不明朗因素的討論以及本集團業務的未來可能發展動向，載於本年報第7至19頁的管理層討論及分析中。該討論構成本董事報告書的一部分。

### 業績及股息

本集團於報告期間之業績載於第98頁之綜合損益及其他全面收益表。

董事不建議派發報告期間之末期股息。

### 財務資料概要

摘自經審核綜合財務報表並作出適當重列／重新分類之本集團過去五個財政年度已刊發業績以及資產、負債及非控股權益之概要載於第87頁。該概要並不構成經審核綜合財務報表一部分。

# Report of the Directors

## 董事報告書

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

### SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and share options are set out in notes 31 and 34 to the consolidated financial statements, respectively.

### RESERVES

Details of movements in the reserves of the Group and of the Company during the Reporting Period are set out in the consolidated statement of changes in equity on page 101 and note 36 to the consolidated financial statements, respectively.

### DISTRIBUTABLE RESERVES

As at 31 March 2023, in the opinion of the Directors, the Company's reserve available for distribution to shareholders (comprising share premium) amounted to approximately HK\$101,852,000.

### RELATIONSHIP OF STAKEHOLDERS

To the best knowledge of the Group, employees, customers and business partners are the key to continuous sustainable development. We commit to be people-oriented and build up good relationship with employees, and work together with our business partners to provide high quality products and services to achieve the goal of sustainable development and contribution to the society.

### ENVIRONMENTAL POLICY AND PERFORMANCE

The Group paid close attention to environmental protection and energy conservation to enhance the capacity of sustainable development and to undertake relative social responsibility.

### COMPLIANCE WITH RELATED LAW AND REGULATIONS

As far as the board (the "Board") of Directors and management are aware, the Group has complied with all related laws and regulations in all material aspects which may have significant impact on the operation of the Group.

### PLANT AND EQUIPMENT

Details of movements in the plant and equipment of the Group are set out in note 16 to the consolidated financial statements.

### 優先購買權

本公司之組織章程細則或開曼群島法例並無規定本公司須向現有股東按比例提呈新股之優先購買權條文。

### 股本及購股權

本公司股本及購股權之詳情分別載於綜合財務報表附註31及34。

### 儲備

於報告期間，本集團及本公司之儲備變動詳情分別載於第101頁之綜合權益變動表及綜合財務報表附註36。

### 可供派發儲備

於二零二三年三月三十一日，董事認為，本公司可供分派予股東之儲備（包括股份溢價）約為101,852,000港元。

### 持份者關係

本集團深知員工、客戶和商業夥伴是我們持續穩定發展的關鍵。我們致力於以人為本，與員工建立良好關係，與商業夥伴同心協力，為顧客提供優質的產品和服務，以達到可持續發展和為社會作出貢獻的目的。

### 環境政策及表現

本集團高度重視環境保護，開展節能減排，提高本公司可持續發展能力，承擔相應的社會責任。

### 遵守相關法律及法規

就董事會（「董事會」）及管理層所知，本集團已於所有重大方面遵守可能對本集團運營產生重大影響的所有相關法律和法規。

### 廠房及設備

本集團廠房及設備之變動詳情載於綜合財務報表附註16。

# Report of the Directors

## 董事報告書

### PURCHASE, SALE OR REDEMPTION OF LISTED SHARES

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

### SHARE OPTION SCHEME

A share option scheme was adopted on 1 August 2011 by the shareholders of the Company under which the executive 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 aforesaid share option scheme. The purpose of such 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 such share option scheme since its adoption by the Company or outstanding, lapsed, cancelled or exercised at any time during the Reporting Period.

The aforesaid 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 by the shareholders of the Company, and expired on 31 July 2021.

### DIRECTORS

The Directors during the Reporting Period and up to the date of this report were:

#### Executive Directors

Mr. Wang Xiaoqi  
Mr. Ho Yeung  
Mr. Cai Dan (resigned on 31 May 2023)  
Ms. Ho Ching

#### Independent Non-executive Directors

Mr. Tse Yee Hin, Tony  
Mr. Lau Chor Ki  
Mr. Wong Kin Kee

Pursuant to Articles 84 (1) of the articles of association of the Company, Mr. Tse Yee Hin, Tony and Mr. Wong Kin Kee shall retire at the forthcoming annual general meeting and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

### 購買、出售或贖回上市股份

本公司及其任何附屬公司於報告期間概無購買、出售或贖回任何本公司上市股份。

### 購股權計劃

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，執行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上述購股權計劃批准日期已發行股份10%之股份。購股權計劃旨在可讓本公司向參與人士授出購股權，作為彼等向本公司或其附屬公司作出貢獻之獎勵或回報。

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。

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

### 董事

於報告期間及截至本報告日期，董事為：

#### 執行董事

王曉琦先生  
何洋先生  
蔡丹先生(於二零二三年五月三十一日辭任)  
何征女士

#### 獨立非執行董事

謝宇軒先生  
柳楚奇先生  
黃建基先生

根據本公司組織章程細則第84(1)條，謝宇軒先生及黃建基先生須於應屆股東週年大會上退任，並符合資格於應屆股東週年大會上重選連任。

# Report of the Directors

## 董事報告書

### DIRECTORS OF THE COMPANY'S SUBSIDIARIES

During the Reporting Period and up to the date of this report, Mr. Wang Xiaoqi is also a director of the Company's subsidiaries. The other director of the Company's subsidiaries during the Reporting Period and up to the date of this report was Mr. Li Kwan Shing.

### DIRECTORS' SERVICE CONTRACTS

As at the date of this report, the Company has entered into a letter of appointment with each of the current independent non-executive Directors, namely, (a) Mr. Tse Yee Hin, Tony for a term of three years commencing from 17 May 2022; (b) Mr. Lau Chor Ki for a term of three years commencing from 1 June 2023; and (c) Mr. Wong Kin Kee for a term of three years commencing from 3 April 2021, and subject to retirement by rotation and re-election in accordance with the Company's articles of association.

Mr. Wang Xiaoqi presently does not have a fixed term of service with the Company but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Wang Xiaoqi will be determined with reference to his qualifications, experience and duties and responsibilities in the Group and prevailing market conditions.

Mr. Ho Yeung has entered into a service contract with the Company for a term of 3 years commencing on 1 June 2023, and subject to retirement by rotation and re-election in accordance with the Company's articles of association.

Ms. Ho Ching presently does not have a fixed term of service with the Company but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The remuneration of Ms. Ho Ching will be determined with reference to her qualifications, experience and duties and responsibilities in the Group and prevailing market conditions.

Mr. Cai Dan resigned as executive Director on 31 May 2023 due to his wish to devote more time on his other personal endeavours. Mr. Cai Dan did not have a fixed term of service with the Company but was subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Cai Dan was determined with reference to his qualifications, experience and duties and responsibilities in the Group and prevailing market conditions.

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### 本公司附屬公司之董事

於報告期間及截至本報告日期，王曉琦先生亦為本公司附屬公司之董事。於報告期間及截至本報告日期本公司附屬公司之另一名董事為李君承先生。

### 董事服務合約

於本報告日期，本公司已與各現任獨立非執行董事訂立委任函，即(a)謝宇軒先生，由二零二二年五月十七日起計為期三年；(b)柳楚奇先生，由二零二三年六月一日起計為期三年；及(c)黃建基先生，由二零二一年四月三日起計為期三年，惟須根據本公司組織章程細則輪席退任及重選連任。

王曉琦先生現時並無與本公司訂立固定服務年期，惟須根據本公司之組織章程細則於本公司股東週年大會輪席退任及重選連任。王曉琦先生之薪酬將參考其資歷、經驗、於本集團擔任之職務及職責以及現行市況釐定。

何洋先生與本公司訂立服務合約，自二零二三年六月一日起為期三年，惟須根據本公司組織章程細則輪席退任及重選連任。

何征女士現時並無與本公司訂立固定服務年期，惟須根據本公司之組織章程細則於本公司股東週年大會輪席退任及重選連任。何征女士之薪酬將參考其資歷、經驗、於本集團擔任之職務及職責以及現行市況釐定。

蔡丹先生因有意投放更多時間在其他個人事業上而於二零二三年五月三十一日辭任執行董事。蔡丹先生並無與本公司訂立固定服務年期，惟須根據本公司之組織章程細則於本公司股東週年大會輪席退任及重選連任。蔡丹先生之薪酬參考其資歷、經驗、於本集團擔任之職務及職責以及現行市況釐定。

擬於應屆股東週年大會重選連任之董事概無與本公司訂立不可由本公司於一年內免付賠償(法定賠償除外)予以終止之服務合約。

# Report of the Directors

## 董事報告書

### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group are set out on pages 75 to 78.

### DIRECTORS' REMUNERATION

The Directors' remuneration is determined by the remuneration committee of the Company (the "Remuneration Committee") with reference to their relevant qualifications, experience, duties and responsibilities in the Group and prevailing market conditions.

### REMUNERATION COMMITTEE

The Remuneration Committee was established in November 2005 and the Company had adopted revised specific terms of reference on (i) 4 December 2013 in accordance with Rules 5.34 to 5.36 of the GEM Listing Rules and the requirements under the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules; and (ii) 15 December 2022 to be in line with, among other matters, Rule 23.07A of the GEM Listing Rules.

During the Reporting Period, the Remuneration 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 Remuneration Committee.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance to which any of the Company's holding company, subsidiaries or fellow subsidiaries was a party and in which a Director or a connected entity of the Director had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the Reporting Period.

### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, as at 31 March 2023, 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.

### 董事及高級管理層之履歷詳情

董事及本集團高級管理層之履歷詳情載於第75至78頁。

### 董事薪酬

董事薪酬乃由本公司薪酬委員會（「薪酬委員會」）經參考彼等之相關資歷、經驗以及於本集團之職務與職責及現行市況而釐定。

### 薪酬委員會

薪酬委員會於二零零五年十一月成立，本公司已(i)根據GEM上市規則第5.34至5.36條及GEM上市規則附錄十五所載企業管治守則規定於二零一三年十二月四日採納；及(ii)於二零二二年十二月十五日採納以符合(其中包括)GEM上市規則第23.07A條之經修訂之具體職權範圍。

於報告期內，薪酬委員會由謝宇軒先生、柳楚奇先生及黃建基先生組成，彼等均為獨立非執行董事。謝宇軒先生為薪酬委員會現任主席。

### 董事於交易、安排或合約之權益

於報告期末或報告期間任何時間，概無存續本公司任何控股公司、附屬公司或同系附屬公司為訂約方，且董事或董事之關連實體在當中直接或間接擁有重大權益的重大交易、安排或合約。

### 董事收購股份或債券之權利

除上文披露者外，於二零二三年三月三十一日，於報告期間任何時間概無授出任何權利予任何董事、彼等各自之配偶或未成年子女，致使彼等可透過購買本公司股份或債券而獲取利益，彼等亦無行使任何該等權利；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。

# Report of the Directors

## 董事報告書

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2023, (i) Mr. Wang Xiaohui was interested in 382,000 ordinary shares of the Company, representing approximately 0.028% of the total number of ordinary shares of the Company in issue; (ii) Mr. Ho Yeung was interested in 18,083,500 ordinary shares of the Company, representing approximately 1.333% of the total number of ordinary shares of the Company in issue; and (iii) Mr. Cai Dan, who resigned on 31 May 2023, was interested in 682,000 ordinary shares of the Company, representing approximately 0.05% of the total number of ordinary shares of the Company in issue. 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, underlying shares and debentures 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 standards of dealing by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES OR UNDERLYING SHARES

As at 31 March 2023, so far as the Directors were aware of and having made due enquires, the following persons 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:

### 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於二零二三年三月三十一日，(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) 於二零二三年五月三十一日辭任之蔡丹先生於本公司682,000股普通股擁有權益，佔本公司已發行普通股總數約0.05%。除上文所披露者外，概無其他本公司董事或彼等各自之聯繫人士及本公司主要行政人員於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證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條所指上市發行人董事進行交易之規定標準須另行知會本公司及聯交所之任何權益或淡倉。

### 主要股東於股份或相關股份之權益及淡倉

於二零二三年三月三十一日，據董事作出周詳查詢後所知悉，下列人士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 31 March 2023
股東名稱/姓名	身份	所持已發行普通股數目 (Note 2) (附註2)	於二零二三年三月三十一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) Happy On Holdings Limited (「Happy On」)(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%

# Report of the Directors

## 董事報告書

### 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 those 987,888,771 shares held by Happy On.
2. "L" means long position in the shares.
3. Based on 1,356,250,000 shares of the Company in issue as at 31 March 2023.

Save as disclosed above, as at 31 March 2023, there was no other persons (other than a Director or chief executive of the Company) who had any interest or short position in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Reporting Period, the largest and the five largest suppliers of the Group accounted for approximately 85% and 100% of the Group's total purchases, respectively. Sales to the largest and the five largest customers of the Group accounted for approximately 78% and 92% of the Group's total sales, respectively.

None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest suppliers and customers.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Reporting Period, none of the Directors or substantial shareholders or their respective associates (as defined in the GEM Listing Rules) of the Company had an interest in a business which competed with or might compete with the business 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. 根據本公司於二零二三年三月三十一日已發行1,356,250,000股股份計算。

除上文所披露者外，於二零二三年三月三十一日，並無其他人士（本公司董事或主要行政人員除外）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或根據證券及期貨條例第XV部第2及3分部條文須予披露之任何權益及淡倉。

### 管理合約

於報告期間，概無訂立或存在任何與本公司業務之整體或任何重要部分有關之管理及行政合約。

### 主要客戶及供應商

於報告期間，本集團最大及五大供應商分別佔本集團採購總額約85%及100%。本集團最大及五大客戶之銷售額分別佔本集團銷售總額約78%及92%。

董事或彼等各自之任何聯繫人士或任何股東（就董事所深知擁有本公司已發行股本5%以上）概無於本集團五大供應商及客戶擁有任何實益權益。

### 董事於競爭業務中之權益

於報告期間，概無董事或本公司主要股東或彼等各自之聯繫人士（定義見GEM上市規則）於與本集團業務產生競爭或可能產生競爭之業務中擁有權益。

# Report of the Directors

## 董事報告書

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float of not less than 25% of the total issued share capital of the Company as required under the GEM Listing Rules throughout the Reporting Period and up to the date of this report.

### PERMITTED INDEMNITY PROVISION

At no time during the Reporting Period and up to the date of this report, there was or is any permitted indemnity provision being in force for the benefit of any Directors (whether made by the Company or otherwise) or of its associated company (made by the Company).

### AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established in May 2000, and the Company had adopted a revised specific terms of reference as of 10 January 2019 in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules.

At present, 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.

### CORPORATE GOVERNANCE

The Company’s corporate governance principles and practices are set out in the corporate governance report on pages 20 to 40 of this annual report.

### AUDITORS

For the years ended 31 March 2022 and 2023, the financial statements of the Company had been audited by Prism Hong Kong and Shanghai Limited (formerly known as UniTax Prism (HK) CPA Limited) (“**Prism**”) whose term of office will expire upon the forthcoming annual general meeting. A resolution to re-appoint Prism as the auditors of the Company will be proposed to the shareholders of the Company for approval at the forthcoming annual general meeting.

On behalf of the Board

**Wang Xiaoqi**

*Executive Director*

Hong Kong, 13 June 2023

### 足夠之公眾持股量

根據本公司取得之公開資料及就董事所知，於整個報告期間及截至本報告日期，本公司已按GEM上市規則之規定維持足夠公眾持股量，即不少於本公司已發行股本總額之25%。

### 獲准許彌償條文

於報告期間及截至本報告日期止任何時間，概不存在任何以任何董事（不論是否由本公司或以其他方式制定）或其聯營公司（由本公司制定）為受益人的獲准許彌償條文。

### 審核委員會

本公司審核委員會（「**審核委員會**」）於二零零零年五月成立，本公司已根據GEM上市規則第5.28至5.33條於二零一九年一月十日採納經修訂之特定職責範圍。

目前，審核委員會由謝宇軒先生、柳楚奇先生及黃建基先生組成，彼等均為獨立非執行董事。謝宇軒先生為審核委員會現任主席。

### 企業管治

本公司之企業管治原則及常規載於本年報第20至40頁企業管治報告內。

### 核數師

截至二零二二年及二零二三年三月三十一日止年度，本公司之財務報表已經由上會栢誠會計師事務所有限公司（「**栢誠**」）（前稱為尤尼泰·栢淳（香港）會計師事務所有限公司）審核，其任期將於應屆股東週年大會屆滿。重新委任栢誠為本公司核數師之決議案將於應屆股東週年大會上提呈，以供本公司股東批准。

代表董事會

**執行董事**

**王曉琦**

香港，二零二三年六月十三日

# Summary Financial Information

## 財務資料摘要

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements, is set out below:

本集團過去五個財政年度之已公佈業績以及資產、負債及非控股權益(摘錄自經審核財務報表)之概要如下:

### FINANCIAL SUMMARY

For the year ended 31 March 2023

### 財務摘要

截至二零二三年三月三十一日止年度

		<b>2023</b>	2022	2021	2020	2019
		<b>二零二三年</b>	二零二二年	二零二一年	二零二零年	二零一九年
		<b>HK\$'000</b>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元 (restated) (經重列)
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	<b>18,290</b>	32,800	41,242	26,556	12,256
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(16,840)</b>	(21,920)	6,345	(33,225)	(34,232)
Income tax credit/(expense)	所得稅抵免/(開支)	-	5	15	606	(229)
(Loss)/profit for the year	年內(虧損)/溢利	<b>(16,840)</b>	(21,915)	6,360	(32,619)	(34,461)
Attributable to:	以下人士應佔:					
Owners of the Company	本公司擁有人	<b>(10,108)</b>	(18,189)	16,703	(26,710)	(22,928)
Non-controlling interests	非控股權益	<b>(6,732)</b>	(3,726)	(10,343)	(5,909)	(11,533)
		<b>(16,840)</b>	(21,915)	6,360	(32,619)	(34,461)
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	總資產	<b>34,633</b>	58,207	62,017	89,277	112,611
Total liabilities	總負債	<b>(48,006)</b>	(54,956)	(37,125)	(98,718)	(89,828)
		<b>(13,373)</b>	3,251	24,892	(9,441)	22,783
Attributable to:	以下人士應佔:					
Owners of the Company	本公司擁有人	<b>246</b>	10,707	28,413	11,892	39,463
Non-controlling interests	非控股權益	<b>(13,619)</b>	(7,456)	(3,521)	(21,333)	(16,680)
		<b>(13,373)</b>	3,251	24,892	(9,441)	22,783

# Independent Auditor's Report 獨立核數師報告書



## TO THE SHAREHOLDERS OF QUANTUM THINKING LIMITED

(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of Quantum Thinking Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 98 to 204, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the “**Code**”) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## 致量子思維有限公司全體股東

(於開曼群島註冊成立的有限公司)

### 意見

我們已審計量子思維有限公司(「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)列載於第98至204頁的綜合財務報表，包括於二零二三年三月三十一日的綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而公平地反映了 貴集團於二零二三年三月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥善編製。

### 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「**守則**」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們已取得充分且恰當的審計憑證，為我們的意見提供基礎。

# Independent Auditor's Report 獨立核數師報告書

## MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 3 to the consolidated financial statements concerning the adoption of the going concern basis on which the consolidated financial statements have been prepared. The Group experienced a loss of approximately HK\$16,840,000 for the year ended 31 March 2023 and had net liabilities of approximately HK\$13,373,000 as at that date. These conditions, along with other matters as set forth in note 3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The directors of the Company, having considered the measures being taken by the Group, are of the opinion that the Group would be able to continue as a going concern. Our opinion is not modified in respect of this matter.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## 與持續經營相關的重大不明朗因素

我們提請注意綜合財務報表附註3有關採納持續經營基準編制綜合財務報表。截至二零二三年三月三十一日止年度，貴集團錄得虧損約16,840,000港元，而於該日的負債淨額約為13,373,000港元。該等情況連同綜合財務報表附註3所載的其他事項顯示存在重大不明朗因素，或會導致貴集團持續經營的能力構成重大質疑。貴公司董事經考慮貴集團採取的措施後，認為貴集團將能夠持續經營。我們不會就此事項修改意見。

## 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

# Independent Auditor's Report

## 獨立核數師報告書

### KEY AUDIT MATTERS (Continued)

### 關鍵審計事項(續)

#### The key audit matter

#### 關鍵審計事項

#### How the matter was addressed in our audit

#### 我們的審計如何處理關鍵審計事項

#### Revenue recognition from project-based system development contracts

Refer to note 7 to the consolidated financial statements and the accounting policies on pages 112 to 116.

We have identified revenue from project-based system development contract as a key audit matter as the amount is significant to the consolidated financial statements as a whole and there are significant degree of management judgement exercised by the management of the Group in determining the total outcome of the system development projects as well as the percentage of completion of system development and the amount of contract revenue recognised in profit or loss.

As stated in note 3 to the consolidated financial statements, the Group recognised contract revenue and costs by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. Accordingly, revenue recognition on contract revenue involves a significant degree of management estimates and judgment, with estimates being made to assess the total contract costs and stage of completion of the contracts.

The Group has recognised revenue from project-based system development contracts of approximately HK\$14,418,000 for the year ended 31 March 2023.

Our audit procedures were designed to assess the recognition of revenue in profit or loss.

We have discussed with the project managers and the management of the Group and sample checked the supporting documents, such as system development contracts and payment certificates to assess the reasonableness of the management's estimation of the budgeted revenue and total budgeted contract costs.

We have recalculated the percentage of completion based on accumulated actual cost incurred to date over the total budgeted contract cost.

We have assessed the reliability of management's assessment in total budgeted contract cost by considering the historical actual costs and estimation of total budgeted contract costs of completed project.

## KEY AUDIT MATTERS (Continued)

## 關鍵審計事項(續)

### The key audit matter

#### 關鍵審計事項

#### 有關項目式系統開發合約的收益確認

請參閱綜合財務報表附註7以及第112至116頁的會計政策。

我們認為項目式系統開發合約的收益識別為一項關鍵審計事項，原因是該等金額對綜合財務報表整體而言屬重大，且涉及 貴集團管理層於釐定系統開發項目總成果及系統開發完成百分比及已於損益確認合約收益金額時由 貴集團管理層實行重大管理判斷。

正如綜合財務報表附註3所述， 貴集團已於報告期末通過參考合約活動完成階段確認合約收益及成本，根據迄今為止所完成活動所產生的合約成本相對於估計合約總成本的比例來計算。因此，對合約收益確認涉及重大管理估計及判斷，且估計用於評估合約總成本及合約完成階段。

截至二零二三年三月三十一日止年度， 貴集團已確認項目式系統開發合約的收益約為14,418,000港元。

### How the matter was addressed in our audit

#### 我們的審計如何處理關鍵審計事項

我們的審核程序乃為評估於損益確認的收益而設。

我們已與 貴集團的項目經理及管理層討論，並已抽查支持文件，例如系統開發合約及付款憑證，以評估管理層對預算收益及預算合約成本總額估計的合理性。

我們已根據截至目前產生的累計實際成本對預算合約成本總額重新計算完成百分比。

我們考慮過往實際預算合約成本總額及已完成項目預算合約成本總額估計，評估管理層預算成本評估的可靠程度。

# Independent Auditor's Report

## 獨立核數師報告書

### KEY AUDIT MATTERS (Continued)

### 關鍵審計事項 (續)

#### The key audit matter

#### 關鍵審計事項

#### How the matter was addressed in our audit

#### 我們的審計如何處理關鍵審計事項

#### Loss allowance on trade and other receivables and contract assets

Refer to notes 20 and 21 to the consolidated financial statements and the accounting policies from pages 129 to 136.

As at 31 March 2023, the carrying amount of the Group's trade and other receivables and contract assets are approximately HK\$14,921,000, HK\$3,214,000 and HK\$246,000 respectively, net of accumulated loss allowance on trade and other receivables and contract assets are approximately HK\$384,000, HK\$986,000 and HK\$6,000 respectively.

We have identified the loss allowance on trade and other receivables and contract assets as a key audit matter because the amount is significant to the consolidated financial statements as a whole and there is involvement of a significant degree of management's judgements and estimates involved in assessing the expected credit loss ("ECL") model, based on the historical credit loss experience and forward-looking information specific to the debtors and their economic environments.

Our audit procedures were designed to review the management's assessment of the ECL model adopted for the loss allowance on trade and other receivables and contract assets.

We have obtained an understanding of the methodology used, its development processes and relevant controls adopted by the management of the Group in the ECL model.

We have also assessed the reasonableness of assumptions and judgements made by the management of the Group on the ECL model adopted, parameters selected and the internal credit rating used. We have also examined the key data used in the ECL model on a sample basis to assess their accuracy and reasonableness.

We have assessed the competency, objectivity and independence of the external valuer used by management and discussed with external valuer their scope of work, and assessed the appropriateness of the valuation methodology.

We have assessed the adequacy of the disclosure of the financial statements.

# Independent Auditor's Report 獨立核數師報告書

## KEY AUDIT MATTERS (Continued)

## 關鍵審計事項 (續)

### The key audit matter

#### 關鍵審計事項

#### 貿易及其他應收款項及合約資產虧損撥備

請參閱綜合財務報表附註20及21以及第129至136頁會計政策。

於二零二三年三月三十一日，貴集團的貿易及其他應收款項及合約資產的賬面值分別約為14,921,000港元、3,214,000港元及246,000港元，扣除貿易及其他應收款項及合約資產的累計虧損撥備分別約為384,000港元、986,000港元及6,000港元。

我們認為貿易及其他應收款項及合約資產虧損撥備識別為關鍵審計事項，原因是該等金額對綜合財務報表整體而言屬重大，且根據過往信貸虧損經驗以及對債務人具體的前瞻性因素及經濟環境涉及評估預期信貸虧損模式的重大管理層判斷及估計。

### How the matter was addressed in our audit

#### 我們的審計如何處理關鍵審計事項

我們的審核程序旨在覆核管理層對貿易及其他應收款項及合約資產的虧損撥備所採納的預期信貸虧損模式作出的評估。

我們已了解 貴集團管理層於預期信貸虧損模式所使用方法、其制定程序及相關監控。

我們亦已評估 貴集團管理層就所採納的預期信貸虧損模式、所選用參數及所使用內部信貸評級所作出的假設及判斷的合理性。我們亦已抽樣審查所使用的預期信貸虧損模式，以評估其準確性及合理性。

我們評估管理層聘用的外部估值師的能力、客觀性及獨立性，並與外部估值師討論其工作範圍，亦評估有關估值方法是否適當。

我們評估財務報表是否充分披露資源。

# Independent Auditor's Report

## 獨立核數師報告書

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Audit Committee are responsible for overseeing the Group's financial reporting process.

### 綜合財務報表及核數師報告以外的資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的核證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。我們就此並無任何匯報。

### 貴公司董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求編製真實而公平的綜合財務報表，並落實其認為編製綜合財務報表所必要之內部監控，以使綜合財務報表不存在由於欺詐或錯誤導致之重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會須負責監督貴集團的財務申報過程。

# Independent Auditor's Report 獨立核數師報告書

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion, solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

## 核數師就審計綜合財務報表承擔的責任

我們的目標為合理確定此等綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。我們僅根據協定委任條款向全體股東報告，不作其他用途。我們概不就本報告內容向任何其他人士承擔或負上任何責任。合理確定屬高層次的核證，惟根據《香港審計準則》進行的審計工作概不保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤而產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

# Independent Auditor's Report

## 獨立核數師報告書

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Conclude on the appropriateness of the Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

### 核數師就審計綜合財務報表承擔的責任(續)

- 對 貴公司董事採用持續經營會計基礎的恰當性作出結論，根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修訂我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評估綜合財務報表的整體呈報方式、結構和內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充分及合適的審計憑證，以便對綜合財務報表發表意見。我們須負責 貴集團審計的方向、監督和執行。我們須為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，就消除威脅或作出防範所採取行動。

# Independent Auditor's Report 獨立核數師報告書

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

From the matters communicated with audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Fan Chi Hang Stephen.

### Prism Hong Kong and Shanghai Limited

*Certified Public Accountants*

#### Fan Chi Hang Stephen

Practising Certificate Number: P06144

Hong Kong  
13 June 2023

## 核數師就審計綜合財務報表承擔的責任(續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律或法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具獨立核數師報告的審計項目合夥人是范志恒先生。

### 上會栢誠會計師事務所有限公司

*執業會計師*

#### 范志恒

執業證書編號：P06144

香港  
二零二三年六月十三日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	7	<b>18,290</b>	32,800
Cost of sales	銷售成本		<b>(16,470)</b>	(28,921)
<b>Gross profit</b>	<b>毛利</b>		<b>1,820</b>	3,879
Other income	其他收入	8	<b>1,593</b>	2,416
Gain on disposal of subsidiaries	出售附屬公司收益	28	-	233
Distribution costs	分銷成本		<b>(48)</b>	(217)
Administrative expenses	行政開支		<b>(18,812)</b>	(26,251)
Impairment loss on financial assets	金融資產的減值虧損		<b>(427)</b>	(878)
Finance costs	財務費用	9	<b>(966)</b>	(1,102)
<b>Loss before taxation</b>	<b>除稅前虧損</b>		<b>(16,840)</b>	(21,920)
Income tax credit	所得稅抵免	10	-	5
<b>Loss for the year</b>	<b>年內虧損</b>	11	<b>(16,840)</b>	(21,915)
<b>Loss for the year attributable to:</b>	<b>以下人士應佔年內虧損：</b>			
Owners of the Company	本公司擁有人		<b>(10,108)</b>	(18,189)
Non-controlling interests	非控股權益		<b>(6,732)</b>	(3,726)
			<b>(16,840)</b>	(21,915)
<b>Other comprehensive income</b>	<b>其他全面收益</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>216</b>	247
<b>Other comprehensive income for the year</b>	<b>年內其他全面收益</b>		<b>216</b>	247
<b>Total comprehensive expense for the year</b>	<b>年內全面開支總額</b>		<b>(16,624)</b>	(21,668)
<b>Total comprehensive expense for the year attributable to:</b>	<b>以下人士應佔年內全面開支總額：</b>			
Owners of the Company	本公司擁有人		<b>(10,461)</b>	(17,719)
Non-controlling interests	非控股權益		<b>(6,163)</b>	(3,949)
			<b>(16,624)</b>	(21,668)
<b>Loss per share attributable to the owners of the Company</b>	<b>本公司擁有人應佔每股虧損</b>			
Basic and diluted (HK cents)	基本及攤薄(港仙)	15	<b>(0.75)</b>	(1.34)

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 March 2023 於二零二三年三月三十一日

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Plant and equipment	廠房及設備	16	1,503
Right-of-use assets	使用權資產	17	1,374
Intangible assets	無形資產	18	14
Goodwill	商譽	19	–
<b>Total non-current assets</b>	<b>非流動資產總值</b>	<b>1,977</b>	2,891
<b>Current assets</b>	<b>流動資產</b>		
Trade and other receivables	貿易及其他應收款項	20	23,870
Contract assets	合約資產	21	574
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	22	22,894
Bank balances and cash	銀行結餘及現金	23	7,978
		<b>32,054</b>	55,316
Assets classified as held for sale	分類為待出售資產	29	–
<b>Total current assets</b>	<b>流動資產總值</b>	<b>32,656</b>	55,316
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付款項	24	53,503
Lease liabilities	租賃負債	17	1,355
Contract liabilities	合約負債	25	–
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	26	–
Income tax payable	應付所得稅		18
		<b>21,566</b>	54,876
Liabilities associated with assets classified as held for sale	與分類為待出售資產有關的負債	29	–
<b>Total current liabilities</b>	<b>總流動負債</b>	<b>47,195</b>	54,876
<b>Net current (liabilities)/assets</b>	<b>流動(負債)/資產淨值</b>	<b>(14,539)</b>	440
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>(12,562)</b>	3,331
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	17	80
<b>Net (liabilities)/assets</b>	<b>(負債)/資產淨值</b>	<b>(13,373)</b>	3,251
<b>Equity</b>	<b>權益</b>		
Share capital	股本	31	135,625
Reserves	儲備		(124,918)
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>	<b>246</b>	10,707
Non-controlling interests	非控股權益		(7,456)
<b>(Capital deficiency)/total equity</b>	<b>(資本虧絀)/權益總額</b>	<b>(13,373)</b>	3,251

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 March 2023 於二零二三年三月三十一日

The consolidated financial statements on pages 98 to 204 were approved and authorised for issue by the board of directors on 13 June 2023 and are signed on its behalf by:

第98至204頁綜合財務報表獲董事會於二零二三年六月十三日批准及授權刊發，並由下列董事代表簽署：

**Wang Xiaoqi**

王曉琦

*Director*

董事

**Ho Ching**

何征

*Director*

董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔				Non-controlling interests 非控股權益		Total 總額
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Translation reserve 兌換儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>At 1 April 2022</b>	於二零二二年四月一日	135,625	99,935	(5,147)	(219,706)	10,707	(7,456)	3,251
Loss for the year	年內虧損	-	-	-	(10,108)	(10,108)	(6,732)	(16,840)
<b>Other comprehensive (expense)/income</b>	其他全面(開支)/收入							
Exchange differences arising on translating 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	-	-	(353)	-	(353)	569	216
<b>Total comprehensive expense for the year</b>	年內全面開支總額	-	-	(353)	(10,108)	(10,461)	(6,163)	(16,624)
<b>At 31 March 2023</b>	於二零二三年三月三十一日	135,625	99,935	(5,500)	(229,814)	246	(13,619)	(13,373)

		Attributable to owners of the Company 本公司擁有人應佔				Non-controlling interests 非控股權益		Total 總額
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Translation reserve 兌換儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>At 1 April 2021</b>	於二零二一年四月一日	135,625	99,935	(5,630)	(201,517)	28,413	(3,521)	24,892
Loss for the year	年內虧損	-	-	-	(18,189)	(18,189)	(3,726)	(21,915)
<b>Other comprehensive income/(expense)</b>	其他全面收入/(開支)							
Exchange differences arising on translating 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	-	-	470	-	470	(223)	247
<b>Total comprehensive income/(expense) for the year</b>	年內全面收入/(開支)總額	-	-	470	(18,189)	(17,719)	(3,949)	(21,668)
Acquisition of a subsidiary (note 27)	收購一間附屬公司(附註27)	-	-	-	-	-	(460)	(460)
Disposal of subsidiary (note 28)	出售附屬公司(附註28)	-	-	13	-	13	474	487
<b>At 31 March 2022</b>	於二零二二年三月三十一日	135,625	99,935	(5,147)	(219,706)	10,707	(7,456)	3,251

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Loss before taxation	除稅前虧損	<b>(16,840)</b>	(21,920)
Adjustments for:	經下列各項調整：		
Depreciation of plant and equipment	廠房及設備折舊	<b>1,023</b>	2,151
Depreciation of right-of-use assets	使用權資產折舊	<b>1,417</b>	2,436
Amortisation of intangible assets	無形資產攤銷	<b>13</b>	14
Gain on disposal of subsidiaries	出售附屬公司收益	-	(233)
Investment income from financial assets at fair value through profit or loss	來自按公平值計入損益的 金融資產的投資收入	<b>(425)</b>	(701)
Gain on disposal of plant and equipment	出售廠房及設備收益	<b>(534)</b>	-
Interest income from bank deposits	銀行存款的利息收入	<b>(29)</b>	(10)
Income from waived of lease repayment	豁免租賃還款的收益	<b>(435)</b>	(140)
Impairment loss on financial assets, net	金融資產的減值虧損淨額	<b>427</b>	878
Finance costs	財務費用	<b>966</b>	1,102
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	<b>(14,417)</b>	(16,423)
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少/(增加)	<b>1,392</b>	(15,511)
Decrease/(increase) in contract assets	合約資產減少/(增加)	<b>286</b>	(340)
(Decrease)/increase in trade and other payables	貿易及其他應付款項(減少)/增加	<b>(4,196)</b>	16,888
Decrease in contract liabilities	合約負債減少	-	(706)
Cash used in operations	經營業務動用的現金	<b>(16,935)</b>	(16,092)
Income tax refund	已退回所得稅	-	-
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>經營活動動用的現金淨額</b>	<b>(16,935)</b>	(16,092)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Purchases of financial assets at fair value through profit or loss	購入按公平值計入損益的金融資產	(17,121)	(85,199)
Net cash inflow on acquisition of a subsidiary (note 27)	收購一間附屬公司的現金流入淨額 (附註27)	-	6
Net cash outflows from disposal of subsidiaries (note 28)	出售附屬公司的現金流出淨額 (附註28)	-	(12)
Purchase of plant and equipment	購買廠房及設備	(291)	(20)
Proceeds from disposal of financial assets at fair value through profit or loss	處置按公平值計入損益的金融資產的所得款項	30,216	91,991
Proceeds from disposal of plant and equipment	出售廠房及設備所得款項	573	-
Investment income from financial assets at fair value through profit or loss	來自按公平值計入損益的金融資產的投資收入	425	701
Interest income from bank deposit	銀行存款的利息收入	29	10
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES</b>	<b>投資活動所得的現金淨額</b>	<b>13,831</b>	7,477
<b>FINANCING ACTIVITY</b>	<b>融資活動</b>		
Repayment of lease liabilities	租賃負債的還款	(1,115)	(2,487)
<b>NET CASH USED IN FINANCING ACTIVITY</b>	<b>融資活動動用的現金淨額</b>	<b>(1,115)</b>	(2,487)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物減少淨額</b>	<b>(4,219)</b>	(11,102)
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>年初現金及現金等價物</b>	<b>7,978</b>	18,847
Effect of foreign exchange rate changes	匯率變動的影響	(208)	233
Bank balance and cash transferred to assets classified as held for sale	轉撥至分類為持作出售資產的銀行結餘及現金	(58)	-
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, REPRESENTED BY BANK BALANCES AND CASH</b>	<b>年終現金及現金等價物 (即銀行結餘及現金)</b>	<b>3,493</b>	7,978
<b>Analysis of balances of cash and cash equivalents</b>	<b>現金及現金等價物結餘分析</b>		
Cash and cash equivalents	現金及現金等價物	<b>3,493</b>	7,978

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 1. GENERAL INFORMATION

Quantum Thinking Limited (the “**Company**”) was incorporated in the Cayman Islands under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as an exempted company with limited liability on 8 May 2000 and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 24 July 2000.

The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of the principal place of business of the Company was situated at Room 1403, 14/F, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong and has changed to Room 1308, 13/F, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong on 1 March 2023.

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

The Company is an investing holding company. Its major operating subsidiaries are mainly engaged in the provision of system development services and other value-added technical consultation services and trading of hardware products.

The functional currency of the Company and the subsidiaries incorporated in Hong Kong are Hong Kong dollars (“**HK\$**”) while that of the subsidiaries established in the People’s Republic of China (the “**PRC**”) are Renminbi (“**RMB**”). For the purpose of presenting the consolidated financial statements, the Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) adopted HK\$ as its presentation currency which is the same as the functional currency of the Company.

### 1. 編製基準

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第22章公司法(一九六一年第3號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司，其股份於二零零零年七月二十四日於香港聯合交易所有限公司(「**聯交所**」)GEM上市。

本公司註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司的主要營業地點地址位於香港灣仔告士打道151號資本中心14樓1403室，並於二零二三年三月一日更改為香港灣仔告士打道151號資本中心13樓1308室。

本公司董事認為，本公司的直接控股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。

本公司為一間投資控股公司。其主要營運附屬公司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。

本公司及於香港註冊成立的附屬公司的功能貨幣為港元，而於中華人民共和國(「**中國**」)成立的附屬公司的功能貨幣為人民幣。就呈列綜合財務報表而言，本公司及其附屬公司(以下統稱「**本集團**」)採納港元為其呈列貨幣，其與本公司的功能貨幣相同。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied, for its first time, the following amendments to HKFRSs, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) where are effective for the Group’s financial year beginning 1 April 2022:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020 cycle

The application of the amendments to HKFRSs in the current year has had no material effect on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

### 2. 應用新訂及經修訂香港財務報告準則

於本年度，本集團已首次應用由香港會計師公會頒佈的以下經修訂香港財務報告準則，均自二零二二年四月一日開始的本集團財政年度生效：

香港財務報告準則第3號的修訂	概念框架的提述
香港會計準則第16號的修訂	物業、廠房及設備：擬定用途前的所得款項
香港會計準則第37號的修訂	虧損性合約 — 履行合約的成本
香港財務報告準則的修訂	香港財務報告準則二零一八年至二零二零年之年度改進

於本年度內應用經修訂香港財務報告準則對本集團本期間及過往期間的財務表現及狀況及／或此等綜合財務報表所載的披露並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### New and amendments to HKFRSs issued but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including the October 2020 and February 2022 amendments to HKFRS 17)	Insurance Contracts and related Amendments <sup>1</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5 (2020) Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause <sup>2</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>2</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>1</sup>
Amendments to HKAS 8	Definition of Accounting Estimate <sup>1</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2024

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of the new and amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

### 2. 應用新訂及經修訂香港財務報告準則(續)

#### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第17號 (包括香港財務報告準則第17號二零二零年十月及二零二二年二月的修訂)	保險合約及有關修訂 <sup>1</sup>
香港財務報告準則第16號的修訂	售後租回中的租賃負債 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號的修訂	投資者及其聯營公司或合營企業出售或注入資產 <sup>3</sup>
香港會計準則第1號的修訂	負債分類為流動或非流動及相關香港詮釋第5號相關修訂(二零二零年)財務報表呈列—借款人對載有應要求償還條款的定期貸款的分類 <sup>2</sup>
香港會計準則第1號的修訂 香港會計準則第1號及香港財務報告準則實務聲明第2號的修訂	附帶契諾的非流動負債 <sup>2</sup> 會計政策披露 <sup>1</sup>
香港會計準則第8號的修訂	會計估計的定義 <sup>1</sup>
香港會計準則第12號的修訂	單一交易中產生的資產及負債相關的遞延稅項 <sup>1</sup>

<sup>1</sup> 於二零二三年一月一日或之後開始的年度期間生效

<sup>2</sup> 於二零二四年一月一日或之後開始的年度期間生效

<sup>3</sup> 於尚未決定生效日期開始的年度期間生效

本公司董事預期，應用新訂及經修訂香港財務報告準則將不會對本集團的業績及財務狀況構成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange and by the Hong Kong Companies Ordinance (Chapter 622 of the laws of Hong Kong) (the “**Hong Kong Companies Ordinance**”).

The consolidated financial statements have been prepared on historical cost basis, except for certain financial assets at fair value though profit or loss and financial liabilities at fair value though profit or loss that are measured at fair values at the end of each reporting period.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The principal accounting policies are set out below.

#### Going concern assessment

The Group incurred a net loss of approximately HK\$16,840,000 for the year ended 31 March 2023 and had net liabilities of approximately HK\$13,373,000 as at that date. Notwithstanding the above results, the consolidated financial statements have been prepared on a going concern basis, the validity of the going concern basis is dependent upon the success of the Group’s future operations, its ability to generate adequate cash flows in order to meet its obligations as and when fall due and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements.

### 3. 重大會計政策

綜合財務報表乃根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括聯交所GEM證券上市規則及香港法例第622章香港公司條例（「香港公司條例」）所規定的適用披露資料。

除按公平值計入損益的若干金融資產及按公平值計入損益的金融負債於各報告期末按公平值計量外，綜合財務報表已根據歷史成本法編製。

歷史成本一般根據為交換商品及服務所給予代價的公平值釐定。

公平值乃指市場參與者之間在計量日進行的有序交易中出售一項資產所收取或轉移一項負債所支付的價格，無論該價格為直接觀察所得的結果或是採用其他估值技術作出的估計。有關公平值計量的詳情於下列會計政策內解釋。

重大會計政策載列如下。

#### 持續經營評估

截至二零二三年三月三十一日止年度，本集團錄得虧損淨額約16,840,000港元，於該日的負債淨額約為13,373,000港元。縱有上述業績，綜合財務報表按持續經營基礎編製，持續經營基礎是否有效取決於本集團未來成功經營業務、產生足夠現金流量以於到期時履行其義務的能力及其再融資或重組借貸的能力以便本集團能滿足未來營運資金及融資需要。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Going concern assessment (Continued)

Also, the directors of the Company are of the opinion that the Group will be able to finance its future financing requirements and working capital based on the following considerations:

- The Group will continue to take active measures to control administrative costs through various channels including human resources optimisation and management remuneration adjustments and containment of capital expenditures.
- The Group will seek to dispose of Guangzhou YBDS IT Co., Ltd. (廣州韻博信息科技有限公司), an indirect wholly-owned subsidiary of the Company, with net liabilities of approximately HK\$24,952,000 as at 31 March 2023.
- The Group, through its newly acquired subsidiaries namely, Beijing Hongchang Yayun Technology Co. Ltd (北京弘昌雅韻科技有限公司) and Shenzhen Xinyoutong Technology Co. Ltd (深圳市馨優通科技有限公司) respectively based in the People's Republic of China (the "PRC"), signed two contracts in April 2023 to cooperate with two information technology company in providing such a value-added service as multimedia short messaging service. The Directors consider that this new project will be profitable and would contribute towards the Group's business in other value-added technical consultation services.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries.

Control is achieved where the Group has:

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of the Group's returns.

### 3. 重大會計政策 (續)

#### 持續經營評估 (續)

此外，本公司董事認為，基於以下考慮因素，本集團將能為其未來融資需要及營運資金提供資金：

- 本集團將繼續採取積極措施，通過各種渠道控制行政成本，包括優化人力資源及調整管理層薪酬以及控制資本支出。
- 本集團將尋找出售本公司間接全資附屬公司廣州韻博信息科技有限公司，其於二零二三年三月三十一日之負債淨額約為24,952,000港元。
- 本集團透過其新收購於中華人民共和國(「中國」)的附屬公司北京弘昌雅韻科技有限公司及深圳市馨優通科技有限公司於二零二三年四月訂立兩份合約，與兩家信息技術公司合作，提供多媒體短信服務增值服務。董事認為此項新項目將會獲利，並將為本集團在其他增值技術顧問服務之業務作出貢獻。

#### 綜合基準

綜合財務報表包括本公司以及本公司及其附屬公司控制的實體的財務報表。

當本集團有權控制以下各項時，即擁有控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔及獲得可變回報的風險或權利；及
- 有能力對投資對象使用其權力影響本集團回報金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements;
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control stated above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss of subsidiaries are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

### 3. 重大會計政策 (續)

#### 綜合基準 (續)

倘本公司於被投資方之投票權未能佔大多數，則本公司認為於投票權足以賦予本公司實際能力以單方面指示被投資方的相關活動時對被投資方擁有權力。本公司於評估本公司於被投資方的投票權是否足以賦予其權力時考慮所有相關事實及情況，包括：

- 本公司持有投票權之規模相對於其他擁有投票權的人士持有投票權之規模及分散性；
- 本公司、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排產生的權利；
- 任何表明本公司於需要作出決定之時本公司目前能夠或不能指示相關活動的任何額外事實及情況(包括於過往股東會議上的投票模式)。

倘根據事實及情況，上述三個控制權因素的一個或以上發生變動，則本集團會重新評估其是否對投資對象擁有控制權。

綜合附屬公司賬目於本集團取得對附屬公司控制權時開始，並於本集團失去對附屬公司控制權時終止。

附屬公司的收入及開支，會由本集團取得控制權之日期起直至本集團失去附屬公司控制權之日期止計入綜合損益及其他全面收益表。

附屬公司的損益歸至本公司擁有人及非控股權益。儘管非控股權益業績存在虧絀結餘，附屬公司全面收益總額歸至本公司擁有人及非控股權益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group are eliminated in full on consolidation.

#### Business combinations

Business combinations are accounted for by using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes on input and substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

### 3. 重大會計政策 (續)

#### 綜合基準 (續)

倘有需要，本集團會對附屬公司的財務報表作出調整，使其會計政策與本集團的會計政策保持一致。

有關本集團的實體之間交易的所有集團內公司間的資產及負債、權益、收入、開支及現金流量均於綜合入賬時悉數抵銷。

#### 業務合併

業務合併採用收購法入賬。於業務合併中轉讓的代價以公平值計量，包括在收購日期，本集團為換取被收購方的控制權而轉讓的資產、拖欠被收購方前擁有人的負債，以及已發行股本權益的公平值之和。就每項業務合併而言，本集團能選擇是否計量收購中的非控股權益，而有關權益須為現時的擁有權權益，並在清盤時按公平值或按應佔被收購方資產淨值份額賦予其持有人權利分佔資產淨值份額。非控股權益的所有其他組成部分均按公平值計量。與收購相關的成本在發生時支銷。

倘所收購一系列活動及資產包括投入資源與實質過程，而投入資源與實質過程共同顯著促進可締造成果的能力，則本集團將其釐定為收購一項業務。

倘本集團收購一項業務，其會根據合約條款、於收購日期的經濟環境及相關狀況，評估承擔的金融資產及負債，以供適當分類並作指定用途。其包括將被收購方主合約中的嵌入式衍生工具分拆。

倘分階段實現業務合併，則先前持有的股權按照其收購日期的公平值重新計量，由此產生的收益或虧損於損益中確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations (Continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

#### Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

### 3. 重大會計政策 (續)

#### 業務合併 (續)

收購方轉讓的任何或然代價按收購日期的公平值確認。分類為資產或負債的或然代價按公平值計量，而公平值變動於損益中確認。分類為權益的或然代價不會重新計量，後續結算於權益中列賬。

#### 商譽

商譽初始按成本計量，即所轉讓代價、於被收購方已確認的非控股權益金額及本集團先前所持被收購方股權公平值的總額超出所收購可識別資產及所承擔可識別負債的差額。倘該代價及其他項目的總和低於所收購資產淨值的公平值，則有關差額經重新評估後，於損益確認為議價收購收益。

初始確認後，商譽按成本減任何累計減值虧損計量。如有事件或情況變動顯示賬面值可能減值，則商譽將每年或更頻繁地進行減值測試。本集團於每年十二月三十一日對商譽進行減值測試。就減值測試而言，在業務合併中取得的商譽自收購日期起分配至本集團各現金產生單位或現金產生單位組別，有關單位或組別預期可因合併產生協同效應而受惠，而不論本集團的其他資產或負債是否分配至有關單位或單位組別。

減值透過評估與商譽有關的現金產生單位(現金產生單位組別)的可收回金額釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於其賬面值，則確認減值虧損。就商譽確認的減值虧損在往後期間不予撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition

Revenue is recognised to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services to a customer. Specifically, the Group uses a five-step approach to recognise revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

### 3. 重大會計政策(續)

#### 收益確認

本集團確認收益以描述向客戶轉讓承諾商品及服務，該金額反映實體預期就向客戶交換該等商品或服務有權獲得的代價。具體而言，本集團採用五個步驟確認收益：

- 步驟1：識別與客戶的合約
- 步驟2：識別合約中的履約責任
- 步驟3：釐定交易價
- 步驟4：就合約中的履約責任分配交易價
- 步驟5：在本集團履約責任獲達成的情況下(或就此)確認收益

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (Continued)

The Group recognised revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to customers.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Revenue is measured based on the consideration specified in a contract with a customer, excludes amounts collected on behalf of third parties, discounts and sales related taxes.

### 3. 重大會計政策 (續)

#### 收益確認 (續)

在本集團履約責任獲達成的情況下(或就此)即當特定履約責任相關的商品或服務的「控制權」轉讓予客戶時確認收益。

履約責任指明確商品或服務(或一組商品或服務)或一系列大致相同的明確商品或服務。

控制權會隨時間轉移，而倘符合以下其中一項標準，則收益參照完全達成相關履約責任的進度而隨時間確認：

- 於本集團履約時客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約行為創造或提升客戶於創造或提升資產時已控制的資產；或
- 本集團的履約行為並無創造對本集團而言有其他用途的資產，且本集團擁有就迄今為止已完成的履約行為獲付款的可強制執行權利。

否則，收益於客戶取得明確商品或服務控制權的時間點確認。

收益按客戶合約指定的代價計量，不包括代表第三方收回的金額、貼現及稅項有關的銷售。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (Continued)

##### Contract assets and contract liabilities

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9 *Financial Instruments*. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

The Group recognised revenue from the following major sources:

- Sales of hardware products;
- Revenue from system development and consultancy services; and
- Revenue from maintenance services.

##### *Sales of hardware products*

Revenue from sales of hardware products is recognised at a point in time when the control of the goods is transferred to the customers. Control of the goods is considered transferred to customers at the time of delivery.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

##### *Revenue from system development and consultancy services*

Revenue from system development and consultancy services were recognised over time.

### 3. 重大會計政策 (續)

#### 收益確認 (續)

##### 合約資產及合約負債

合約資產指本集團就交換本集團已向客戶轉讓的商品或服務而收取代價的權利(尚未成為無條件)。其按照香港財務報告準則第9號金融工具評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

合約負債指本集團因已向客戶收取代價而須向客戶轉讓商品或服務的責任。倘本集團擁有無條件權利可於本集團確認相關收益之前收取代價，亦將確認合約負債。在該等情況下，亦將確認相應的應收款項。

就與客戶訂立的單一合約而言，會列報合約資產淨值或合約負債淨額。就多重合約而言，不會按淨額基準列報不相關合約的合約資產及合約負債。

本集團確認來自下列主要來源的收益：

- 銷售硬件產品；
- 系統開發及諮詢服務的收益；及
- 維修服務收益。

##### *銷售硬件產品*

銷售硬件產品的收益於商品的控制權轉移至客戶時的時間點予以確認。商品的控制權被視為在交付時轉讓予客戶。

應收款項於商品交付時確認，乃由於代價於該時間點成為無條件，且該代價僅須隨時間推移於付款到期前收取。

##### *系統開發及諮詢服務的收益*

系統開發及諮詢服務的收益隨時間確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (Continued)

##### Contract assets and contract liabilities (Continued)

*Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation (Input method)*

The progress towards complete satisfaction of a performance obligation is measured based on input method. Input methods recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation (for example, resources consumed, labour hours expended, or costs incurred) relative to the total expected inputs to the satisfaction of that performance obligation. The Group's efforts or inputs are expended evenly throughout the performance period, the Group recognise revenue on a straight-line basis.

##### Revenue from maintenance services

The Group enters into fixed price maintenance contracts with its customers. Customers are required to pay in advance and the relevant payment due dates are specified in each contract. Revenue is recognised at a point of time based on the maintenance service period.

##### Warranties

If a customer has the option to purchase a warranty separately, the Group accounts for the warranty as a separate performance obligation and allocates a portion of the transaction price to that performance obligation.

If a customer does not have the option to purchase a warranty separately, the Group accounts for the warranty in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" unless the warranty provides the customer with a service in addition to the assurance that the product complies with agreed-upon specifications (i.e. service-type warranties).

Provisions for the expected cost of warranty obligations are recognised at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation.

For service-type warranties, the promised service is a performance obligation. In that case, the Group allocates a portion of the transactions price to the warranty.

### 3. 重大會計政策 (續)

#### 收益確認 (續)

##### 合約資產及合約負債 (續)

*隨時間確認收益：計量完全履行履約責任的進度 (投入法)*

完全履行履約責任的進度乃根據投入法計量。投入法即透過按本集團為完成履約責任而產生的付出(例如消耗的資源、消耗的工時、或產生的費用)或投入相對於預期為完成履約責任的總投入確認收益。本集團的付出或投入在整個表現期間均勻支出，本集團以直線法確認收益。

##### 維護服務的收益

本集團與客戶簽訂固定價格維護合約。客戶需提前付款，並在每個合約中規定相關付款到期日。收益基於維護服務期於某時間點確認。

##### 保修

倘客戶可選擇個別購買保修，則本集團將保修入賬為個別的履約責任，並將部分交易價格分配至該履約責任。

倘客戶不可選擇個別購買保修，則本集團會根據香港會計準則第37號撥備、或然負債及或然資產將保修入賬，除非保修在除了保證產品符合協定規格外亦為客戶提供一項服務(即服務型保修)則作別論。

就保修責任的預期成本所計提的撥備乃於銷售相關產品的日期按董事對履行本集團責任所需的開支的最佳估計確認。

就服務型保修而言，承諾的服務屬一項履約責任。在該情況下，本集團將部分交易價格分配至保修。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (Continued)

##### Revenue from maintenance services (Continued)

###### *Principal versus agent*

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

#### Leasing

##### Definition of a lease

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

###### *The Group as lessee*

For the contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease, at inception of the contract or modification date. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

### 3. 重大會計政策 (續)

#### 收益確認 (續)

##### 維護服務的收益 (續)

###### *委託人與代理人*

當另一方參與向客戶提供商品或服務時，本集團確定其承諾的性質是以自身提供特定商品或服務(即本集團為委託人)或安排另一方向客戶提供商品或服務(即本集團為代理人)的履約義務。

倘本集團在將特定商品或服務轉移給客戶之前控制該商品或服務，則本集團為委託人。

倘履約義務是安排另一方提供特定商品或服務，則本集團為代理人。這種情況下，本集團在特定商品或服務轉移給客戶前不擁有由另一方提供的商品或服務的控制權。當本集團為代理人時，其應當將因安排另一方向客戶提供特定商品或服務而預期有權獲得的手續費及佣金確認為收入。

#### 租賃

##### 租賃的定義

倘合約為換取代價而授予於一段時間內控制使用已識別資產的權利，則該合約為租賃或包含租賃。

###### *本集團作為承租人*

對於首次應用日期或之後訂立或修訂的合約，本集團於合約初始或修訂日期評估有關合約是否屬租賃或包含租賃。本集團就其作為承租人的所有租賃安排確認使用權資產及相應的租賃負債，除短期租賃(定義乃租期為12個月或以下的租賃)外。就該等租賃而言，本集團於租期內以直線法確認租賃款項為經營開支，惟倘有另一系統化基準更能代表耗用租賃資產經濟利益的時間模式則除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasing (Continued)

##### Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.

### 3. 重大會計政策 (續)

#### 租賃 (續)

##### 租賃負債

於開始日期，本集團按當日尚未支付的租賃款項現值計算租賃負債。租賃款項使用租賃中隱含的利率貼現。倘未能輕易釐訂該利率，則本集團使用其增量借款利率。

計入租賃負債計量的租賃款項包括：

- 固定租賃款項(包括實質固定款項)減任何應收租賃優惠；
- 於開始日期，本集團按當日未付租賃付款的現值計量租賃負債。租賃付款以租賃隱含的利率貼現。倘無法即時釐定該利率，則本集團將使用其遞增借款利率。

租賃負債在綜合財務狀況表中單獨呈列。

租賃負債隨後藉增加賬面值以反映租賃負債利息(使用實際利率法)及減少賬面值以反映作出的租賃款項計量。

倘出現以下情況，重新計量租賃負債(並對相關使用權資產作出相應調整)：

- 租期有變或存在重大事件或情況有變，從而導致對購買選擇權的行使評估發生變化，在這種情況下，通過使用修訂後的折現率對修訂後的租賃款項進行折現來重新計量租賃負債。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasing (Continued)

##### Lease liabilities (Continued)

- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used)
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

##### Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under HKAS 37 *Provision, Contingent Liabilities and Contingent Assets*. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses and adjusted for any measurement of lease liabilities. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group presents right-of-use assets as a separate line item in the consolidated statement of financial position.

The Group applies HKAS 36 *Impairment of Assets* to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

### 3. 重大會計政策 (續)

#### 租賃 (續)

##### 租賃負債 (續)

- 租賃款項因指數或利率變動或有擔保剩餘價值下預期付款變動而出現變動，在此情況下，租賃負債使用初始貼現率貼現經修訂租賃款項重新計量（除非租賃款項由於浮動利率改變而有所變動，在這種情況下則使用經修訂貼現率）。
- 租賃合約已修改且租賃修改不作為一項單獨租賃入賬，在該情況下，租賃負債於修訂的生效日期透過使用經修訂貼現率貼現經修訂租賃款項而重新計量。

##### 使用權資產

使用權資產包括相應租賃負債、在開始日或之前支付的租賃款項以及任何初始直接成本減已收取的租賃優惠的初始計量。當本集團產生拆除及移除租賃資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態的成本責任時，將根據香港會計準則第37號撥備、或然負債及或然資產確認及計量撥備。成本計入相關使用權資產中，除非該等成本乃因生產存貨而產生。

使用權資產隨後以成本減累計折舊及減值虧損計量，並就租賃負債的任何計量作出調整。使用權資產乃按租期及相關資產的可使用年期以較短者為準折舊。折舊於租賃開始日期開始計算。

本集團在綜合財務狀況表中將使用權資產單獨呈列。

本集團應用香港會計準則第36號資產減值釐定使用權資產是否已減值，將任何已識別減值虧損入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasing (Continued)

##### Lease modification

Except for Covid-19 — related concessions in which the group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

##### The Group as lessor

The Group enters into lease agreements as a lessor with respect to its leased properties. Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When a contract includes both lease and non-lease components, the Group applies HKFRS 15 *Revenue from Contracts with Customers* to allocate the consideration under the contract to each component.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

### 3. 重大會計政策 (續)

#### 租賃 (續)

##### 租賃修訂

除因新冠肺炎疫情相關之寬減(本集團就此採用實用的權宜之計)外，倘出現以下情況，本集團將租賃修訂入賬作為一項單獨租賃：

- 有關修訂增加一項或多項相關資產的使用權，令租賃範圍擴大；及
- 租賃代價增加，增加金額相當於擴大範圍對應的單獨價格，加上反映特定合約情況對該單獨價格作出的任何適當調整。

就並非入賬為單獨租賃的租賃修訂而言，本集團根據經修訂租賃的租賃期重新計量租賃負債，計量方式為使用修訂生效日期的經修訂貼現率貼現經修訂租賃款項。

##### 本集團作為出租人

本集團就其租賃物業作為出租人訂立租賃協議。本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款將擁有權的絕大部分風險及回報轉讓予承租人時，該項合約被分類為融資租賃。所有其他租賃分類為經營租賃。

倘合約包括租賃及非租賃組成部分，本集團應用香港財務報告準則第15號來自客戶合約收益，將合約代價分配至各組成部分。

經營租賃的租金收入在相關租賃期內按照直線法確認。於協商及安排經營租賃所產生之初始直接費用，加在租賃資產的賬面值及以直線法於租期內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

### 3. 重大會計政策(續)

#### 外幣

編製個別集團實體的財務報表時，以該相關功能貨幣以外貨幣(外幣)進行的交易乃按交易日當時的匯率以各自的功能貨幣(即實體經營的主要經濟環境的貨幣)記賬。於報告期末，以外幣為單位的貨幣項目以該日當時的匯率重新換算。以外幣計值按公平值列賬的非貨幣項目按釐定公平值當日的適用匯率重新換算。以外幣歷史成本計量的非貨幣項目則不會重新換算。

結算貨幣項目及重新換算貨幣項目產生的匯兌差額於其產生期間於損益確認，惟因構成於海外業務投資淨值一部份的貨幣項目產生之匯兌差額則除外，在此情況下，有關匯兌差額乃於其他全面收益內確認及於權益中累計，並於出售海外業務時從權益重新分類至損益。換算非貨幣項目所產生的匯兌差額按公平值計入期間的損益。

就綜合財務報表呈列而言，本集團海外業務的資產及負債乃按於各報告期末的適用匯率換算為本集團的呈列貨幣(即港元)，而收支項目按年內的平均匯率換算。除非期內匯率波動明顯，在此情況下，則採用交易日的現行匯率。產生的匯兌差額(如有)乃於其他全面收益確認並累計入權益中的匯兌儲備(歸屬於非控股權益(如適用))。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies (Continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint arrangement that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

#### Borrowing costs

All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

#### Retirement benefits cost

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

### 3. 重大會計政策 (續)

#### 外幣 (續)

對於出售海外業務(即出售本集團在海外業務中的全部權益,或出售涉及喪失對擁有海外業務的附屬公司的控制權,或出售涉及喪失對擁有海外業務的合營公司的共同控制權,或涉及喪失對擁有海外業務聯營公司的重大影響力),就該項經營累計計入權益的歸屬於本公司權益持有人的所有匯兌差額均獲重新分類至損益。此外,對於並不會導致本集團失去對該附屬公司控制權的部分附屬公司出售,本集團在累計匯兌差額中的比例份額重新歸屬於非控制性權益,且不會於損益確認。對於所有其他部分出售(即聯營公司或合營公司的部分出售不會導致本集團喪失重大影響力或共同控制權),累計匯兌差額中的比例份額獲重新分類至損益。

因收購海外業務而產生的商譽及可識別資產的公平值調整被視為海外業務資產及負債,於每個報告期末以當日的匯率重新換算。由此產生的匯兌差額計入其他全面收益。

#### 借貸成本

所有其他借款成本在產生期間支銷。借款成本包括利息及其他與借款有關的成本。

#### 政府補助

政府補助須待有合理保證本集團將符合其附帶條件且將會領取有關補助後方予以確認。政府補助於其擬定補償的相關成本獲本集團確認為開支的期間有系統地確認於損益。

#### 退休福利成本

若員工提供服務且有權獲得供款時,向國家管理的退休福利計劃及強制性公積金計劃的供款被確認為開支。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

#### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group; or
- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

### 3. 重大會計政策 (續)

#### 短期員工福利

員工有關工資及薪金、年假及病假的應計福利乃於提供有關服務期間，按預期將就換取該服務而支付的未貼現福利金額確認負債。

就短期員工福利確認的負債乃按預期將就換取有關服務而支付的未貼現福利金額計量。

就其他長期員工福利確認的負債乃按預期由本集團就直至報告日期員工所提供的服務而作出的估計未來現金流出的現值進行計量。

#### 關聯方

任何人士如出現以下情況，則視為與本集團有關聯：

- (a) 該人士為一名人士或該人士家庭的近親，且該人士
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司主要管理人員的成員；或
- (b) 倘以下何情況適用，則該人士為一名實體：
  - (i) 該實體與本集團為同一集團的成員公司；
  - (ii) 一名實體為另一名實體（或另一名實體的母公司、附屬公司或同系附屬公司）的聯營公司或合資公司；
  - (iii) 該實體與本集團為同一第三方的合資公司；
  - (iv) 一名實體為第三方實體的合資公司，而另一名實體為第三方實體的聯營公司；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Related parties (Continued)

(b) (Continued)

- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before taxation" as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

### 3. 重大會計政策 (續)

#### 關聯方 (續)

(b) (續)

- (v) 該實體乃為本集團或與本集團相關的實體僱員利益而設的離職後福利計劃；
- (vi) 該實體由(a)項所識別人士控制或共同控制；
- (vii) (a)(i)項所識別人士對該實體有重大影響力，或為該實體(或該實體的母公司)的主要管理人員的成員；及
- (viii) 該實體或其所屬集團的任何成員為本集團或本集團母公司提供主要管理人員服務。

#### 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

本期應付稅項乃按年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所報告的「除稅前溢利」不同，乃由於前者不包括在其他年度應課稅或可扣稅收入或支出，亦不包括從來無須課稅或可扣稅之項目。本集團的本期稅項負債乃使用於報告期末已制訂或實際上已制訂的稅率計算。

遞延稅項乃按綜合財務報表中資產及負債賬面值與計算應課稅溢利的相應稅基間的暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產一般乃於有可能為應課稅利潤抵銷將可動用扣減暫時差額時予以確認。若於一項交易中，因初次確認其他資產及負債而引致的暫時差額既不影響應課稅溢利亦不影響會計溢利時，則不會確認該等資產及負債。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle current tax liabilities and assets on a net basis.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

### 3. 重大會計政策 (續)

#### 稅項 (續)

遞延稅項負債乃按因於附屬公司的投資而引致的應課稅暫時差額而確認，惟倘本集團可控制暫時差額的撥回及暫時差額很可能不會於可見將來撥回的情況除外。與有關投資及權益相關的可扣稅暫時差額產生的遞延稅項資產，僅會於可能有足夠應課稅溢利可動用暫時差額的利益，以及預期其於可見將來可撥回時確認。

遞延稅項資產的賬面值於各報告期末作出檢討，並在不大可能再有足夠應課稅溢利收回全部或部份資產時減少。

遞延稅項資產及負債乃根據於各報告期末已頒佈或實質頒佈的稅率（及稅法），按預期於負債清償或資產變現期間適用的稅率計算。

遞延稅項負債及資產之計量反映本集團預期於各報告期末收回或償還資產及負債賬面值產生的稅務後果。

遞延稅項資產及負債於可依法以即期稅項資產與即期稅項負債抵銷時，及於該等遞延稅項資產及負債與同一稅務機關徵收的所得稅相關且本集團擬以淨額結清即期稅項負債及資產時抵銷。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Current and deferred tax are recognised in profit or loss.

#### Plant and equipment and depreciation

Plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets over their estimated useful lives, using the straight-line method for the plant and equipment. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### 3. 重大會計政策 (續)

#### 稅項 (續)

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號*所得稅*規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額並未於初步確認時及於租期內確認。

即期及遞延稅項均於損益中確認。

#### 廠房以及設備及折舊

廠房及設備，乃按成本減去日後累計折舊及累計減值虧損(如有)入賬綜合財務狀況表。

折舊乃以直線法按廠房及設備的估計可使用年期撇銷資產成本確認。估計可使用年期及折舊方法會在各報告期末覆核，而任何估計變更之影響乃按前瞻性基準入賬。

廠房及設備項目於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或報廢廠房及設備項目所產生任何盈虧以出售所得款項與該資產賬面值之差額計算並於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Intangible assets

##### Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimate useful lives. The amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

#### Cash and cash equivalents

Bank balances and cash in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of bank balances and cash, as defined above.

#### Investments in subsidiaries

Investments in subsidiaries are stated on the statement of financial position of the Company at cost less accumulated impairment loss.

### 3. 重大會計政策 (續)

#### 無形資產

##### 個別購入之無形資產

個別購入且擁有有限使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。有限可使用年期的無形資產攤銷乃以直線法於其估計可使用年期確認。估計可使用年期及攤銷方法於各報告期末檢討，其估計的任何變動影響按預期基準入賬。

擁有有限使用年期的無形資產乃於彼等的估計可使用年期內以直線法攤銷。攤銷方法將於各個報告期末審閱，任何估計變動的影響按相應基準入賬。

#### 現金及現金等價物

綜合財務狀況表內的銀行結餘及現金包括銀行及手頭現金及到期日為三個月或以下的短期存款。

就綜合現金流量表而言，現金及現金等價物包括上文界定的銀行結餘及現金。

#### 於附屬公司的投資

於附屬公司的投資於本公司財務狀況表內按成本減累計減值虧損列賬。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment losses on plant and equipment, right-of-use assets and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit (“CGU”) to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGU, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value-in-use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss was recognised immediately in profit or loss.

### 3. 重大會計政策(續)

#### 廠房及設備、使用權資產及無形資產的減值虧損

本集團於報告期末審閱其具有有限使用年期的廠房及設備、使用權資產及無形資產的賬面值，以確定該等資產有否出現減值虧損的跡象。倘有任何有關跡象存在，則會估計資產的可收回金額，以確定減值虧損(如有)的程度。當未能估計個別資產的可收回金額，本集團會估計該資產所屬的現金產生單位的可收回金額。倘能識別合理一致的分配基準，公司資產亦會分配至個別現金產生單位，或以其他方式分配至能識別合理一致分配基準的現金產生單位最小組別。

可收回金額乃公平值減出售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量將按稅前貼現率貼現至其現值，而該稅前貼現率乃反映貨幣時間值及尚未調整未來現金流量之估計時資產特有風險之現時市場估量。

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則資產(或現金產生單位)的賬面值將調減至其可收回金額。對於不能按合理及一致基準分配至現金產生單位的企業資產或部分企業資產，本集團將一組現金產生單位的賬面值(包括分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額進行比較。在分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值(如適用)，然後根據單位或現金產生單位組別的各项資產的賬面值按比例分配至其他資產。資產的賬面值不會減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零之最高者。原本應分配至資產的減值虧損金額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損即時於損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

### 3. 重大會計政策(續)

#### 金融工具

金融資產及金融負債乃當集團實體成為工具合約條文之訂約方時，在綜合財務狀況表確認。

金融資產及金融負債最初以公平值計量，惟自客戶合約產生的貿易應收款項則初步根據香港財務報告準則第15號計量。收購或發行金融資產及金融負債直接應佔的交易成本(按公平值計入損益的金融資產或金融負債除外)於初步確認時於金融資產或金融負債的公平值計入或扣除(如適用)。收購按公平值計入損益的金融資產或金融負債直接應佔的交易成本即時於損益表確認。

#### 金融資產

所有以常規方式購入或出售的金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產的金融資產購入或出售。

所有已確認的金融資產，視乎金融資產的分類而定，其後全面按攤銷成本或公平值進行計量。金融資產於首次確認時分類為隨後按攤銷成本、按公平值計入損益計量。

首次確認時，金融資產的分類視乎金融資產合約現金流特點及本集團管理金融資產的業務模式而定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Financial assets at amortised cost (debt instruments)*

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

##### (i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

*按攤銷成本計量的金融資產 (債務工具)*

倘以下條件均達成，本集團隨後按攤銷成本計量金融資產：

- 持有金融資產的商業模式是以收取合約現金流量為目標；及
- 金融資產的合約條款於指定日期產生之現金流，僅為支付本金及未償還本金的利息款項的情況下。

按攤銷成本計量的金融資產隨後使用實際利率法計量，且可能會減值。

##### (i) 攤銷成本及實際利率法

實際利率法是計算債務工具的攤銷成本及於相關期間攤分利息收入的方法。

就金融資產而言，實際利率乃按債務工具之預計年期或(如適用)較短期間準確貼現估計未來現金收入(包括所有構成實際利率組成部分的已付或已收費用及費率、交易成本及其他溢價或折讓，不包括預期信貸虧損至初步確認時債務工具總賬面值的利率。

金融資產的攤銷成本指金融資產於初步確認時計量的金額減去本金還款，加上初始金額與到期金額之間任何差額採用實際利率法計算的累計攤銷(就任何虧損撥備作出調整)。金融資產的總賬面值指金融資產就任何虧損撥備作出調整前的攤銷成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Financial assets at amortised cost (debt instruments) (Continued)*

(i) Amortised cost and effective interest method (Continued)

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Interest income is recognised in profit or loss and is included in the "Other income" line item (note 8).

*Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost is measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. Fair value is determined in the manner described in note 6.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

*按攤銷成本計量的金融資產 (債務工具) (續)*

(i) 攤銷成本及實際利率法 (續)

其後按攤銷成本及按公平值計入及其他全面收益計量的債務工具的利息收入乃使用實際利率法確認。就購買或發起之信貸減值金融資產以外的金融資產而言，利息收入以金融資產總賬面值按實際利率計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，利息收入透過將實際利率應用至金融資產攤銷成本予以確認。倘在後續報告期內，信貸減值金融工具的信貸風險改善，以致金融資產不再出現信貸減值，則利息收入透過將實際利率應用至金融資產賬面總值予以確認。

利息收入於損益確認並計入「其他收入」項目(附註8)。

*按公平值計入損益的金融資產*

不符合條件按攤銷成本條件的債務工具乃按公平值計入損益計量。

按公平值計入損益的金融資產按於各報告期間末的公平值計量，而任何公平值收益或虧損則於損益中確認。公平值乃按附註6所述方式釐定。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9*

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

##### Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's operations.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

*金融資產及根據香港財務報告準則第9號須進行減值評估的其他項目的減值*

本集團就按攤銷成本計量的債務工具投資確認預期信貸虧損的虧損撥備。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初始確認有關金融工具以來的變動。

本集團經常就貿易應收款項及合約資產確認全期預期信貸虧損。該等金融資產的預期信貸虧損將根據本集團過往信貸虧損經驗採用撥備矩陣進行估計，並按債務人的特定因素，一般經濟狀況以及於報告日期當前及預測狀況的評估(包括貨幣的時間價值(如適用))作出調整。

就所有其他金融工具而言，本集團按相等於12個月預期信貸虧損金額計量虧損撥備，惟倘信貸風險自初步確認以來顯著增加，則本集團會確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損依據自初步確認以來發生違約的可能性或風險大幅增加情況。

##### 信貸風險大幅增加

於評估金融工具的信貸風險是否自初步確認以來大幅增加時，本集團會比較於報告日期金融工具發生違約風險與於初步確認日期金融工具發生違約的風險。於作出此項評估時，本集團會考慮合理及言之有據的定量及定性資料，當中包括過往經驗及毋須花費過度成本或精力即可獲得的前瞻性資料。所考慮的前瞻性資料包括獲取自經濟專家報告、金融分析師、政府機構、相關智囊團及其他類似組織的本集團債務人經營所在行業的未來前景，以及本集團業務相關的實際及預測經濟資料的各種外部來源。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)*

##### Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估的其他項目的減值 (續)

##### 信貸風險大幅增加 (續)

特別是，在評估自初步確認起信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部 (如有) 或內部信貸評級實際或預期重大惡化；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況現有或預測不利變動；
- 債務人經營業績實際或預期重大惡化；
- 相同債務人的其他金融工具信貸風險顯著上升；
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

無論上述評估結果如何，本集團假設，於合約付款逾期超過30日時，金融資產信貸風險已自初始確認起顯著增加，除非本集團有合理且可證實的資料證明可予收回則當別論。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)*

##### Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估的其他項目的減值 (續)

##### 信貸風險大幅增加 (續)

儘管如此，倘於報告日期釐定債務工具的信貸風險低微，則本集團假設該債務工具的信貸風險自初步確認以來並無顯著增加。倘 i) 金融工具違約風險低微，ii) 借款人在短期內有充裕能力履行其合約現金流量義務以及 iii) 經濟及商業環境的長期不利變動可能但未必會降低借款人履行合約現金流量義務之能力，則債務工具釐訂為信貸風險低微。本集團認為，若根據眾所周知的定義，資產的外部信貸評級為「投資級」，或若無外部評級，資產的內部信貸評級為「履行」，則該債務工具具有較低信貸風險。「履行」意味著交易對方具有強大的財務狀況且無逾期金額。

就財務擔保合約而言，本集團訂立不可撤銷承諾的日期被視為評估金融工具減值的初步確認日期。於評估信貸風險自初步確認財務擔保合約以來是否顯著增加時，本集團會考慮特定債務人之違約風險變動。

本集團定期監控用於識別信貸風險是否顯著增加的標準的有效性，並適當對其作出修訂，以確保該標準能在款項逾期前識別信貸風險的顯著增加。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)*

##### Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

##### Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written-off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估的其他項目的減值 (續)

##### 違約的定義

本集團認為以下事項構成內部信貸風險管理違約事件，此乃由於過往經驗顯示符合以下任何一項標準的應收款項通常無法收回：

- 債務人違反財務契約時；或
- 內部建立或自外部取得的資料顯示，債務人不大可能支付全額款項予債權人 (包括本集團) (並未考慮本集團所持有的任何抵押品)。

無論上述分析結果如何，本集團認為，倘財務資產逾期超過90日，則違約已發生，除非本集團擁有合理且可證實的資料顯示一項更滯後的違約標準較合適則當別論。

##### 撇銷政策

當有資料顯示債權人陷入嚴重財政困難，且並無實際收回的可能之時 (例如交易對方已清盤或進入破產程序或貿易應收款項已逾期三年以上 (以較早者為準))，本集團會撇銷金融資產。於在適當情況下考慮法律意見後，已撇銷的金融資產可能仍會根據本集團之收回程序予以強制執行。所收回之任何款項會於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)*

##### Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估的其他項目的減值 (續)

##### 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約虧損 (即違約時虧損大小) 及違約時風險敞口的函數。違約概率及違約虧損的評估乃基於上述過往數據按前瞻性資料作調整。金融資產的違約風險則由資產於報告日期的賬面總值代表；就財務擔保合約而言，風險包括於報告日期提取的款項連同基於歷史趨勢釐定的預期日後於違約日期之前將提取的任何額外款項、本集團對債務人特定日後融資需求的瞭解及其他相關前瞻性資料。

金融資產的預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量 (按原定實際利率折現) 之間的差額估算。

就財務擔保合約而言，由於根據擔保工具條款，本集團僅須於債務人違約時付款，預期虧損撥備為償還持有人所產生信貸虧損的預計款項減本集團預計自持有人、債務人或任何其他方收取的任何金額。

倘本集團已於前一個報告期間以相當於全期預期信貸虧損的金額計量一項金融工具的虧損撥備，但於當前報告日期確定全期預期信貸虧損的條件不再符合，則本集團按於當前報告日期相當於12個月預期信貸虧損的金額計量虧損撥備，惟使用簡化法計量的資產除外。

本集團於損益確認所有金融工具的減值收益或虧損，並透過虧損撥備賬對其賬面值作出相應調整。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)*

##### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

##### Modification of financial assets

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

When the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset, after reducing gross carrying amount that has been written off.

For non-substantial modifications of financial assets that do not result in derecognition, the carrying amount of the relevant financial assets will be calculated at the present value of the modified contractual cash flows discounted at the financial assets' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial assets and are amortised over the remaining term. Any adjustment to the carrying amount of the financial asset is recognised in profit or loss at the date of modification.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估的其他項目的減值 (續)

##### 終止確認金融資產

僅當自資產收取現金流量的合約權利屆滿時，或本集團將金融資產及資產擁有權絕大部分風險及回報轉讓予另一方時，本集團方會終止確認金融資產。

倘終止確認按攤銷成本計量的金融資產，資產的賬面值與已收及應收代價總和之間的差額會於損益確認。

##### 修改金融資產

倘重新磋商或以其他方式修改合約現金流量，則金融資產將予修改。

當一項金融資產的合約條款被修改時，本集團會在考慮所有相關事實及情況(包括定性因素)後，評估修訂後的條款是否對原條款產生實質性修改。倘定性評估並非具有決定性，則本集團認為，於扣除已撇銷的總賬面值後，若根據新條款按原實際利率將現金流量折現的現值(包括任何已付費用減任何已收費用)與原金融資產餘下現金流量的折現現值相差最少10%，則有關條款為顯著不同。

對於不導致終止確認的金融資產非重大修改，有關金融資產的賬面值將按金融資產的原實際利率折現經修改合約現金流量至現值計算。因而產生的交易成本或費用會調整至經修改金融資產的賬面值，並於餘下年期攤銷。對金融資產賬面值的任何調整於修改當日的損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments

###### Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

###### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

###### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

###### Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is 1) contingent consideration of an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies, 2) held-for-trading, or 3) it is designated as at FVTPL.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融負債及權益工具

###### 分類為債務或權益

由集團實體發行的債務及權益工具按合約安排性質以及金融負債及權益工具的定義分類為金融負債或權益工具。

###### 權益工具

權益工具為帶有實體資產剩餘權益(經扣除其所有負債)的任何合約。集團實體發行的權益工具以取得的所得款項扣除直接發行成本後的金額確認。

本公司購回本身股本工具於權益確認及直接扣減。本公司購回、出售、發行或註銷本身股本工具不會於損益中確認收益或虧損。

###### 金融負債

所有金融負債其後以實際利率法按攤銷成本或按公平值計入損益計量。

於轉撥金融資產不符合資格進行終止確認時或應用持續參與法時產生的金融負債以及本集團發出的財務擔保合約根據下文所載指定會計政策計量。

###### 按公平值計入損益的金融負債

當金融負債為1)於香港財務報告準則第3號業務合併適用的業務合併中收購方的或然代價；2)持作買賣用途；或3)指定為按公平值計入損益計量，則金融負債分類為按公平值計入損益計量。

倘屬下列情況，金融負債(持作買賣的金融負債或收購方於業務合併中的或然代價除外)於初步確認時可被指定為按公平值計入損益：

- 該指定消除或顯著減少原應出現的計量或確認的不一致性；或

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments (Continued)

###### Financial liabilities (Continued)

###### Financial liabilities at FVTPL (Continued)

- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 *Financial Instruments* permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on changes in fair value recognised in profits or losses to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities and is included in the "other gains and losses" line item in profit or loss.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融負債及權益工具 (續)

###### 金融負債 (續)

###### 按公平值計入損益的金融負債 (續)

- 金融負債組成一組金融資產或金融負債或兩者的一部分，其管理及其表現評估均根據本集團存檔的風險管理或投資策略按公平值基準進行，而有關編組的資料亦按該基準由內部提供；或
- 屬於包含一個或多個嵌入式衍生工具的合約的一部分，並且香港財務報告準則第9號金融工具允許整個合約被指定為按公平值計入損益。

按公平值計入損益的金融負債按公平值列賬，公平值變動產生的任何收益或虧損於損益確認（以並非指定對沖關係的一部分為限）。於損益中確認的收益或虧損淨額包括就金融負債支付的任何利息，並計入損益「其他收益及虧損」項目。

然而，就指定為按公平值計入損益的金融負債而言，該負債的信貸風險變動導致的金融負債的公平值變動金額計入其他全面收益，除非於其他全面收益確認該負債信貸風險變動的影響會產生或擴大損益中的會計錯配。負債公平值的剩餘金額於損益中確認。於其他全面收益確認的金融負債信貸風險導致的公平值變動其後不會重新分類至損益；相反，會於終止確認該金融負債時轉撥至保留盈利。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments (Continued)

###### *Financial liabilities subsequently measured at amortised cost*

Financial liabilities that are not (1) contingent consideration of an acquirer in a business combination, (2) held-for-trading, or (3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

###### *Derecognition of financial liabilities*

The Group derecognised financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

###### *Modification of financial liabilities*

A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

### 3. 重大會計政策 (續)

#### 金融工具 (續)

##### 金融負債及權益工具 (續)

###### *隨後按攤銷成本計量的金融負債*

並非(1)業務合併中收購方的或然代價，(2)持作買賣用途，或(3)指定為按公平值計入損益的金融負債，隨後按攤銷成本採用實際利率法計量。

實際利率法為計算金融負債的攤銷成本及於有關期間攤分利息開支的方法。實際利率乃將於金融負債的預計使用年期或較短期間(如適用)支付的估計日後現金款項(包括所有構成整體實際利率的已付或已收費用及費率、交易成本及其他溢價或折讓)實際貼現至金融負債的攤銷成本的利率。

###### *終止確認金融負債*

當及僅於本集團的責任被解除、取消或屆滿時，本集團方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價之間的差額(包括任何已轉讓的非現金資產或所承擔的負債)於損益內確認。

###### *修改金融負債*

對現有金融負債或其一部分條款的重大的修改(無論是否歸因於本集團的財務困難)被視為終止原始金融負債及確認新金融負債。本集團認為，倘新條款項下現金流量的貼現現值(包括扣除使用原實際利率收取及貼現的任何費用後的已付費用)與原金融負債剩餘現金流量的貼現現值至少有10%的差異，則存在重大差異。因此，該等債務工具的交換或條款的修改被視為終止，所產生的任何成本或費用被確認為終止時損益的一部分。當差異少於10%時，交換或修改被視為非重大修改。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

#### Contingent liabilities acquired in a business combination

Contingent liabilities acquired in a business combination are initially measured at fair value at the date of acquisition. At the end of the subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* and the amount initially recognised less cumulative amortisation (if appropriate) recognised in accordance with the principles of HKFRS 15 *Revenue from Contracts with Customers*.

#### Fair value measurement

When measuring fair value except net realisable value of inventories and value-in-use of plant and equipment, right-of-use assets and intangible assets for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

### 3. 重大會計政策 (續)

#### 撥備

若本集團須就過往事件而承擔現有責任(法律或推定)及將來可能需要有資源流出以履行責任，且對該責任的金額可作出可靠估計，則會確認撥備。

撥備乃以於報告期末履行現時責任所需代價的最佳估計計量，而估計乃經考慮圍繞責任的風險及不確定性而作出。倘撥備以估計履行現時責任的現金流量計量時，其賬面值為該等現金流量的現值(倘貨幣時間價值的影響屬重大)。

#### 業務合併所收購的或然負債

業務合併所收購的或然負債於收購日期當日按公平值初步計量。於其後報告期末，有關或然負債按根據香港會計準則第37號撥備、或然負債及或然資產確認的金額與根據香港財務報告準則第15號來自客戶合約的收益原則初步確認的金額減所確認的累計攤銷(如適當)兩者之中較高者計量。

#### 公平值計量

在計量公平值時(用於減值評估的存貨可變現淨值以及廠房及設備、使用權資產及無形資產的使用價值除外)，本集團會計及市場參與者於計量日期對資產或負債定價時所計及的資產或負債的特點。

計量非金融資產公平值時會計及一名市場參與者透過以最大限度使用該資產達致最佳用途，或透過將資產出售予將以最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Fair value measurement (Continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

#### Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("**equity-settled transactions**").

### 3. 重大會計政策(續)

#### 公平值計量(續)

本集團使用適用於不同情況且具備足夠可用數據以計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。具體而言，本集團根據輸入數據的特色將公平值計量分類為三個層級如下：

- 第1層 — 相同資產或負債於活躍市場的報價(未經調整)。
- 第2層 — 對公平值計量而言屬重大的最低層級輸入數據為直接或間接可觀察數據的估值方法。
- 第3層 — 對公平值計量而言屬重大的最低層級輸入數據為不可觀察數據的估值方法。

於報告期末，本集團透過審閱資產及負債各自的公平值計量，釐定經常性按公平值計量的資產及負債的公平值層級之間是否存在轉移。

#### 以股份為基礎的付款

本公司設有一項購股權計劃作為給予為本集團業務成功作出貢獻的合資格參與人士的激勵及獎勵。本集團僱員(包括董事)按以股份為基礎的付款方式收取酬金，據此，僱員提供服務以作為股本工具的代價(「**股本結算交易**」)。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Share-based payments (Continued)

##### Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the date of grant is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share options reserve).

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 34 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

### 3. 重大會計政策(續)

#### 以股份為基礎的付款(續)

##### 授予僱員的購股權

於所授出購股權即時歸屬時將參考所授出購股權於授出日期的公平值而釐定的已收服務公平值，於授出日期全數確認為開支，並於權益作相應增加(購股權儲備)。

與員工進行股本結算交易的成本，乃參考授出當日的公平值計算。公平值由外部估值師使用二項式模型確定，其進一步詳情於財務資料附註34提述。

以股本結算交易的成本，連同權益相應增幅，在績效及／或服務條件獲達成的期間於僱員福利開支內確認。在歸屬日期前，每個報告期末確認的股本結算交易的累計開支，反映歸屬期已屆滿部分及本集團對最終將會歸屬的股權工具數目的最佳估計。在某一期間內在收益表內扣除或進賬，指於期初與期末確認的累計開支變動。

釐定獎勵於授出日期的公平值時，不會考慮服務及非市場績效條件，但會評估達成該等條件的可能性，作為本集團對最終將歸屬的股權工具數量的最佳估計部分。市場績效條件反映於授出日期公平值內。獎勵所附帶但並無相關服務要求的任何其他條件視為非歸屬條件。除非有另外的服務及／或績效條件，否則非歸屬條件反映於獎勵的公平值內，並將即時支銷獎勵。

就因未達成非市場績效及／或服務條件導致最終並未歸屬的獎勵而言，概不確認任何開支。當獎勵包括市場或非歸屬條件，只要所有其他績效及／或服務條件已經達成，不論市場或非歸屬條件是否已達成，該等交易均會被視為已歸屬。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Share-based payments (Continued)

##### Share options granted to employees (Continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make estimates and assumptions about the carrying amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### 3. 重大會計政策(續)

#### 以股份為基礎的付款(續)

##### 授予僱員的購股權(續)

倘若以股本結算獎勵的條款有所變更，所確認的開支最少須達到猶如條款並無任何變更的水平(倘符合獎勵原先條款)。此外，倘若按變更日期所作計量，任何變更導致以股份為基礎的付款總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘若以股本結算的獎勵被註銷，應被視為猶如其已於註銷日期歸屬，任何尚未確認的授予獎勵的開支，均應立刻確認。此包括未符合屬本集團或僱員控制範圍內的非歸屬條件所涉及的任何獎勵。然而，若授予新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷及新獎勵均應被視為猶如原獎勵的變更，一如前段所述。

計算每股盈利時，尚未行使購股權的攤薄效應，反映為額外股份攤薄。

### 4. 估計不確定性的主要來源

在應用附註3所述的本集團會計政策時，本公司董事須就綜合財務報表所呈報及披露的資產、負債、收益及開支的賬面值作出估計及假設。該等估計及相關假設乃根據過往經驗及被視為相關的其他因素作出。實際結果可能有別於該等估計。

該等估計及相關假設會持續進行檢討。倘會計估計修訂僅影響作出修訂的期間，則有關修訂會在該期間確認，或倘有關修訂同時影響當前及未來期間，則在修訂期間及未來期間確認。

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

##### System development contracts revenue recognition

The Group recognised contract revenue and costs by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the accumulated actual of contract costs incurred for work performed to date over the estimated total contract costs. Notwithstanding that the management reviews and revises the estimates of both contract revenue and costs for the system development contract as the contract progresses, the actual outcome of the contract in terms of its total revenue and costs may be higher or lower than the estimates and this will affect the revenue and profit recognised.

##### Impairment of plant and equipment and right-of-use assets

The Group assesses whether there are any indicators of impairment for plant and equipment and right-of-use assets at the end of each reporting period. Plant and equipment and right-of-use assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Impairment exists when the carrying value of an asset or a CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or CGU and choose a suitable discount rate in order to calculate the present value of those cash flows.

As at 31 March 2023, the carrying amounts of plant and equipment and right-of-use assets are approximately HK\$345,000 and HK\$1,631,000 respectively (2022: HK\$1,503,000 and HK\$1,374,000 respectively). Based on the estimated recoverable amounts, no impairment loss in respect of plant and equipment and right-of-use assets has been recognised in profit or loss for the year ended 31 March 2023 and 31 March 2022.

#### 4. 估計不確定性的主要來源(續)

##### 估計不確定性的主要來源

以下為於報告期末有關未來的關鍵假設及估計不確定性的其他關鍵來源，而該等假設及不確定性會造成須對下一個財政年度內資產及負債賬面值作出重大調整的重大風險。

##### 系統開發合約的收益確認

本集團於報告期末透過參考合約活動的完成階段確認合約收益及成本，根據迄今已完成工作所產生的合約成本相對於估計合約總成本的比例來計算。儘管管理層按合約進度審閱及修改系統開發合約的合約收益及成本，合約總收益及成本的實際結果可能高於或低於估計值，且此情況將影響所確認的收益及溢利。

##### 廠房及設備以及使用權資產減值

本集團會於各報告期末評估廠房及設備及使用權資產是否出現任何減值跡象。廠房及設備以及使用權資產在有跡象顯示賬面值可能無法收回時作出減值測試。當資產或現金產生單位的賬面值超逾其可收回金額(其公平價值減出售成本與其使用價值中的較高者)時，即出現減值。公平價值減出售成本乃根據同類資產進行公平交易時從具約束力的銷售交易中可獲得的數據或可觀察市價減出售該資產的增量成本計算。進行使用價值計算時，管理層須估計來自資產或現金產生單位的預期未來現金流量，並選擇合適的貼現率以計算該等現金流量的現值。

於二零二三年三月三十一日，廠房及設備以及使用權資產的賬面值分別約為345,000港元及1,631,000港元(二零二二年：分別為1,503,000港元及1,374,000港元)。截至二零二三年三月三十一日及二零二二年三月三十一日止年度，根據估計可收回金額，並無廠房及設備以及使用權資產相關的減值虧損於損益中確認。

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Key sources of estimation uncertainty (Continued)

###### Estimated useful life of plant and equipment

At the end of each reporting period, the directors of the Company review the estimated useful life of plant and equipment with finite useful life. The estimated useful life reflects the directors' estimates of the periods that the Group intends to derive future economic benefits from the use of the Group's plant and equipment. The residual values reflect the directors' estimated amount that the Group would currently obtain from disposal of the assets, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life. The carrying amounts of plant and equipment with finite useful life as at 31 March 2023 are HK\$345,000 (2022: HK\$1,503,000).

###### Allowance recognised in respect of trade and other receivables and contract assets

The impairment provisions for trade and other receivables and contract assets are based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the number of days that an individual receivable is outstanding as well as the Group's historical experience and forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income.

As at 31 March 2023, the carrying amounts of trade receivables and other receivables and contract assets are approximately HK\$14,921,000 (2022: HK\$18,686,000), HK\$3,214,000 (2022: HK\$2,582,000) and HK\$246,000 (2022: HK\$574,000) respectively, net of accumulated loss allowance of approximately HK\$384,000 (2022: HK\$383,000), HK\$986,000 (2022: HK\$813,000) and HK\$6,000 (2022: HK\$6,000) accumulated loss allowance respectively.

Impairment loss on trade receivables, other receivables and contract assets approximately HK\$29,000 (2022: HK\$376,000), HK\$398,000 (2022: HK\$496,000) and HK\$Nil (2022: HK\$6,000) respectively has been recognised during the year ended 31 March 2023.

#### 4. 估計不確定性的主要來源 (續)

##### 估計不確定性的主要來源 (續)

###### 廠房及設備的估計使用年期

於各報告期末，本公司董事檢討具有限可使用年期的廠房及設備的估計可使用年期。估計可使用年期反映董事對本集團擬從使用本集團廠房及設備以取得未來經濟利益的期間的估計。剩餘價值反映董事估計本集團現時出售資產(於扣除估計出售成本後)可取得的金額，猶如該等資產已屆其可使用年期結束的時間及當時的預期狀況。於二零二三年三月三十一日，具有限可使用年期的廠房及設備的賬面值為345,000港元(二零二二年：1,503,000港元)。

###### 就貿易及其他應收款項以及合約資產確認的撥備

貿易及其他應收款項以及合約資產的減值撥備乃根據有關預期信貸虧損的假設釐定。本集團於作出該等假設及選擇減值計算輸入數據時，根據個別未償還應收款項的日數及本集團的過往經驗以及於報告期末的前瞻性資料作出判斷。該等假設及估計的變動可能會對評估結果產生重大影響，因而可能需要於綜合損益及其他全面收益表作出額外減值支出。

於二零二三年三月三十一日，貿易應收款項、其他應收款項以及合約資產的賬面值分別約為14,921,000港元(二零二二年：18,686,000港元)、3,214,000港元(二零二二年：2,582,000港元)以及246,000港元(二零二二年：574,000港元)，扣除累計虧損撥備分別約為384,000港元(二零二二年：383,000港元)、986,000港元(二零二二年：813,000港元)及6,000港元(二零二二年：6,000港元)。

貿易應收款項、其他應收款項以及合約資產的減值虧損分別約為29,000港元(二零二二年：376,000港元)、398,000港元(二零二二年：496,000港元)以及零港元(二零二二年：6,000港元)已於截至二零二三年三月三十一日止年度獲確認。

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Key sources of estimation uncertainty (Continued)

###### Fair value of financial liabilities

As described in note 6, the directors of the Company use their judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. Financial liabilities are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market price or rates. The estimation of fair value of financial liabilities include some assumptions not supported by observable market prices or rates. The carrying amount of the financial liabilities as at 31 March 2023 is HK\$ nil (2022: HK\$ nil). Details of the assumptions used are disclosed in note 6. The directors of the Company believe that the chosen valuation techniques and assumptions are appropriate in determining the fair value of financial liabilities.

###### Income taxes

As disclosed in note 30, no deferred tax asset has been recognised in respect of the estimated unused tax losses of approximately HK\$200,156,000 (2022: HK\$175,375,000) due to the unpredictability of future profit streams as at 31 March 2023. The realisability of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary difference will be available in the future. In case where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the year in which such a reversal take place.

#### 4. 估計不確定性的主要來源(續)

##### 估計不確定性的主要來源(續)

###### 金融負債的公平值

誠如附註6所述，本公司董事於就並無活躍市場報價的金融工具挑選合適估值技術時作出判斷。有關估值技術乃市場從業者所普遍使用。於可行的情況下，金融負債乃根據可觀察市場價格或利率所支持的假設，使用貼現現金流量分析進行估值。金融負債的公平值估計包括未能獲可觀察市場價格或利率支持的部分假設。於二零二三年三月三十一日，金融負債的賬面值為零港元(二零二二年：零港元)。有關所用假設的詳情披露於附註6。本公司董事認為所選用的估值技術及假設釐定金融負債的公平值而言屬適當。

###### 所得稅

誠如附註30所披露，於二零二三年三月三十一日，由於無法預測未來溢利來源，故並無就估計未動用稅務虧損約200,156,000港元(二零二二年：175,375,000港元)確認遞延稅項資產。遞延所得稅資產能否變現主要視乎日後是否存在足夠未來溢利或應課稅暫時差額而定。倘未來產生的實際溢利少於預期，則可能產生遞延稅項資產的重大撥回，並將於撥回發生年度在損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of trade and other payables disclosed in note 24 and cash and cash equivalents disclosed in note 23, and equity attributable to the owners of Group, comprising issued capital and reserves.

The directors of the Company review the capital structure periodically. As part of the review, the directors of the Company consider the cost of capital and the risks associated with each class of capital, and take appropriate actions to adjust the Group's capital structure. Based on the recommendations of the directors of the Company, the Group will balance its overall capital structure through use of debts, payment of dividends and issuance of new shares.

### 6. FINANCIAL INSTRUMENTS

#### Categories of financial instruments

### 5. 資本風險管理

本集團管理其資本以確保本集團能夠持續經營，同時透過優化債務與股本間的平衡使股東的回報最大化。自上一年度以來，本集團的整體策略維持不變。

本集團的資本結構包括附註24所披露的貿易及其他應付款項、附註23所披露的現金及現金等價物，以及本公司擁有人應佔權益（包括已發行股本及儲備）。

本公司董事定期審閱資本架構。作為審閱的一部分，本公司董事考慮資本成本及與各類資本相關的風險，並作出適當行動調整本集團的資本架構。根據本公司董事的建議，本集團將透過使用債務、派息及發行新股份平衡其整體資本架構。

### 6. 金融工具

#### 金融工具的分類

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本計量的金融資產 (包括現金及現金等價物)	<b>22,846</b>	29,246
Financial assets at FVTPL	按公平值計入損益的金融資產	<b>8,210</b>	22,894
		<b>31,056</b>	52,140
<b>Financial liabilities</b>	<b>金融負債</b>		
Other financial liabilities at amortised cost	按攤銷成本計量的其他金融負債	<b>20,760</b>	53,503
<b>Financial liabilities of FVTPL</b>	<b>按公平值計入損益的金融負債</b>		
Designated as at FVTPL (see note 26)	指定按公平值計入損益計量 (見附註26)	-	-

**6. FINANCIAL INSTRUMENTS (Continued)****Financial risk management objectives and policies**

The Group's major financial instruments include trade and other receivables, deposits, bank balances and cash, financial assets at FVTPL, trade and other payables and financial liabilities at FVTPL. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments included market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**Market risk***(i) Currency risk*

Several subsidiaries of the Company have foreign currency bank balances, which expose the Group to foreign currency risk. USD are denominated in currencies other than the functional currency of the group entity.

The carrying amounts of the Group's foreign currency denominated monetary assets at the reporting date are as follows:

USD	美元

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging of significant foreign currency exposure should the need arise.

**Sensitivity Analysis**

The Group currently is mainly exposed to the effects of fluctuation in USD as above. Management of the Group considers the currency risk of the Group is insignificant for the years ended 31 March 2023 and 2022, hence no sensitivity analysis is presented.

**6. 金融工具(續)****金融風險管理目標及政策**

本集團的主要金融工具包括貿易及其他應收款項、存款、銀行結餘及現金、按公平值計入損益的金融資產、貿易及其他應付款項以及按公平值計入損益的金融負債。該等金融工具的詳情於相關附註中披露。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。如何減低該等風險的政策載於下文。管理層管理及監察該等風險，以確保及時有效地實行適當措施。

**市場風險***(i) 貨幣風險*

本公司若干附屬公司有外幣銀行結餘，令本集團面臨外幣風險。美元以集團實體功能貨幣以外的貨幣計值。

於報告日期，以外幣計值的本集團貨幣資產的賬面值如下：

		<b>Assets</b>	
		<b>資產</b>	
		<b>2023</b>	2022
		<b>二零二三年</b>	二零二二年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
USD	美元	<b>61</b>	61

本集團現時並無外幣對沖政策。然而，管理層監察外幣風險，並將於有需要時考慮對沖重大外幣風險。

**敏感度分析**

本集團現時主要面臨上述美元波動的影響。本集團管理層認為，截至二零二三年及二零二二年三月三十一日止年度，本集團的貨幣風險並不重大，故概無呈列敏感度分析。

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

###### (ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances (see note 23) carried at prevailing market rates. The Group also exposed to fair value interest rate risk in relation to variable-rate financial assets at fair value through profit or loss (see note 22). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

The Group's exposure to interest rate risk in relation to variable-rate bank balances is minimal due to short-term maturities, hence, no sensitivity analysis is prepared.

##### Credit risk

As at 31 March 2023, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge all obligation by the counterparties is arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

The credit risk of the Group mainly arises from trade and other receivables and bank balance and cash. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

For trade receivables, the Group has applied the simplified approach in HKFRS 9 *Financial Instruments* to measure the loss allowance at lifetime ECL. The Group determines the ECL on a collectively basis by using a provision matrix, estimated based on historical credit loss experience, as well as the general economic conditions of the industry in which the debtors operate. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

### 6. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 市場風險(續)

###### (ii) 利率風險

本集團就按現行市場利率計算的浮息銀行結餘(見附註23)面臨現金流量利率風險。本集團亦就按公平值計入損益的浮息金融資產(見附註22)面臨公平值利率風險。本集團現時並無任何利率對沖政策。然而，管理層監察利率風險，並將於預期面臨重大利率風險時考慮其他必要行動。

本集團就浮息銀行結餘面臨的利率風險甚微，原因為有關結餘於短期內到期，故並無編製敏感度分析。

##### 信貸風險

於二零二三年三月三十一日，本集團因交易對手未能履行全部責任導致本集團產生財務虧損而須承受的最大信貸風險，乃由綜合財務狀況表所列個別已確認金融資產的賬面值所產生。

本集團的信貸風險主要產生自貿易及其他應收款項以及銀行結餘及現金。該等結餘的賬面值乃本集團就金融資產所承擔的最大信貸風險。

為盡量降低信貸風險，本集團管理層已委派團隊負責釐定監察程序，以確保採取跟進措施收回逾期債務。

就貿易應收款項而言，本集團已應用香港財務報告準則第9號金融工具簡化方法按全期預期信貸虧損計量虧損撥備。本集團釐定預期信貸虧損乃根據過往信貸虧損經驗以及債務人經營所在行業的整體經濟狀況使用撥備矩陣整體估算。就此而言，本公司董事認為本集團信貸風險已大幅減少。

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Credit risk (Continued)

For other non-trade related receivables, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

The credit risk on restricted cash and cash and cash equivalents is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase the Group compares the risk of a default occurring on the asset as at the reporting date with the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating result of the borrower;
- significant increase in credit risk on other financial instruments of the borrower; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

### 6. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 信貸風險(續)

就其他非貿易相關應收賬款而言，本集團已評估信貸風險自初始確認以來是否顯著增加。倘信貸風險存在顯著增加，則本集團將按全期而非12個月預期信貸虧損基準計量虧損撥備。

受限制現金以及現金及現金等價物的信貸風險有限，原因為交易對手為獲國際信貸評級機構給予較高信貸評級的銀行。

本集團於初步確認資產時考慮違約的可能性，及信貸風險有否於報告期內按持續基準大幅增加。為評估信貸風險有否大幅增加，本集團比較資產於報告日期與於初步確認日期的違約風險，並考慮可得及可靠的前瞻性資料，尤其納入下列各項指標：

- 內部信貸評級；
- 外部信貸評級；
- 商業、金融或經濟情況實際或預期重大不利變動，預期將導致借款人履行責任的能力出現重大變動；
- 借款人的營運業績的實際或預期重大變動；
- 借款人的其他金融工具的信貸風險大幅增加；及
- 借款人的預期表現及行為出現重大變動，包括本集團借款人的付款狀況變動及借款人的經營業績變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Credit risk (Continued)

*The Group's exposure to credit risk*

In order to minimise credit risk, the Group has tasked its operation management committee to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the operation management committee uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

Category 分類	Description 描述	Basis for recognising ECL 確認預期信貸虧損的基準
Performing	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1)	12-month ECL
履約	金融資產的違約風險低或自初始確認起信貸風險並無大幅增加且並無信貸減值(指第1階段)	12個月預期信貸虧損
Doubtful	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2)	Lifetime ECL — not credit impaired
可疑	金融資產的信貸風險自初始確認起大幅增加但並無信貸減值(指第2階段)	全期預期信貸虧損 — 無信貸減值
Default	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3)	Lifetime ECL — credit impaired
違約	當發生一件或多件事件對資產估計未來現金流量有嚴重影響時金融資產評估為信貸減值(指第3階段)	全期預期信貸虧損 — 信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written-off
撇銷	有跡象表明債務人陷入嚴重的財務困境，因而本集團收回款項的希望渺茫	款項被撇銷

### 6. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 信貸風險(續)

*本集團面臨信貸風險*

為將信貸風險降至最低，本集團已安排其經營管理委員會制定並維持本集團信貸風險評級，以根據其違約風險的程度對風險敞口進行分類。信貸評級資料乃由獨立評級機構提供(如可獲得)，而在無法獲得有關資料的情況下，經營管理委員會會使用其他公開可得財務資料及本集團的自有交易記錄對其主要客戶及其他債務人進行評級。本集團會持續監控其交易對手方的風險敞口及信貸評級，並將所完成交易的總值分攤至經批准的交易對手方。

本集團目前的信貸風險評級框架包括以下類別：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Credit risk (Continued)

The Group's exposure to credit risk (Continued)

The tables below detail the credit quality of the Group's financial assets, as well as the Group's maximum exposure to credit risk by credit risk rating grades:

	Notes	Internal credit rating	12-month or lifetime ECL	2023			2022		
				Gross carrying amount	Loss allowance	Net carrying amount	Gross carrying amount	Loss allowance	Net carrying amount
	附註	內部信貸評級	12個月或全期預期信貸虧損	賬面總值 HK\$'000 千港元	虧損撥備 HK\$'000 千港元	賬面淨值 HK\$'000 千港元	賬面總值 HK\$'000 千港元	虧損撥備 HK\$'000 千港元	賬面淨值 HK\$'000 千港元
Trade receivables 貿易應收款項	20	(Note) (附註)	Lifetime ECL (simplified approach) 全期預期信貸虧損 (簡化法)	15,305	(384)	14,921	19,069	(383)	18,686
Deposits 按金	20	Performing 履約	12-month ECL 12個月預期 信貸虧損	2,514	(436)	2,078	-	-	-
Loan receivables 貸款應收款項	20	Performing 履約	12-month ECL 12個月預期 信貸虧損	-	-	-	379	(95)	284
Other receivables 其他應收款項	20	Performing 履約	12-month ECL 12個月預期 信貸虧損	1,372	(236)	1,136	1,639	(404)	1,235
Other receivable 其他應收款項	20	Doubtful 可疑	Lifetime ECL — not credit impaired 全期預期信貸虧損 — 無信貸減值	314	(314)	-	314	(314)	-
					(1,370)			(1,196)	

Note: For trade receivables, the Group has applied the simplified approach in HKFRS 9 *Financial Instruments* to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix. Note 20 includes further details on the loss allowance for these assets respectively.

### 6. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 信貸風險(續)

本集團面臨信貸風險(續)

下表詳述本集團金融資產的信貸質素以及按信貸風險評級劃分本集團面臨的最大信貸風險敞口：

附註：就貿易應收款項而言，本集團已採用香港財務報告準則第9號金融工具簡化法計量全期預期信貸虧損的虧損撥備。本集團透過使用撥備矩陣釐定該等項目的預期信貸虧損，根據應收款項逾期狀況的過往信貸虧損經驗進行估計，並作出適當調整以反映當前狀況及未來經濟狀況的估計。因此，該等資產的信貸風險組合根據撥備矩陣按期逾期狀況呈列。附註20載有該等資產各自的虧損撥備進一步詳情。

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Credit risk (Continued)

*The Group's exposure to credit risk (Continued)*

The carrying amounts of the Group's financial assets at FVTPL as disclosed in note 22 best represent their respective maximum exposure to credit risk. The Group holds no collateral over any of these balances.

The Group has concentration of credit risk as 83% (2022: 56%) and 99% (2022: 99%) of the total trade receivables was due from the Group's largest external customer and the top five largest external customers respectively as at 31 March 2023.

##### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table includes both interest and principal cash flow. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of each reporting period.

### 6. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 信貸風險(續)

*本集團面臨信貸風險(續)*

本集團於附註22所披露按公平值計入損益的金融資產賬面值最能反映其各自的最高信貸風險承擔。本集團並無就任何此等結餘持有抵押品。

於二零二三年三月三十一日，由於貿易應收款項總額約83%（二零二二年：56%）及99%（二零二二年：99%）分別來自本集團最大的外部客戶及五大外部客戶，故本集團有集中信貸風險。

##### 流動資金風險

在管理流動資金風險方面，本集團監察現金及現金等價物，並將其維持於管理層認為足夠撥付本集團業務所需，並減低現金流量波動影響的水平。

下表詳列本集團非衍生金融負債及租賃負債的餘下合約到期日。該等表格乃按照本集團可能被要求付款的最早日期的金融負債未貼現現金流量編製。

下表載有利息及本金現金流量。倘利息流量為浮動利率，則未貼現金額按各報告期末的利率曲線推衍得出。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

		At 31 March 2023 於二零二三年三月三十一日				
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flows	Carrying amount	
		超過一年 但少於兩年	超過兩年 但少於五年	合約未貼現 現金流量總額	賬面值	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Trade and other payables	貿易及其他應付款項	20,760	-	20,760	20,760	
Lease liabilities	租賃負債	852	829	1,681	1,601	

		At 31 March 2022 於二零二二年三月三十一日				
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flows	Carrying amount	
		超過一年 但少於兩年	超過兩年 但少於五年	合約未貼現 現金流量總額	賬面值	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Trade and other payables	貿易及其他應付款項	53,503	-	53,503	53,503	
Lease liabilities	租賃負債	1,387	80	1,467	1,435	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurement objective and policies

The following table provides an analysis of financial instruments that are measured at fair value at the end of each reporting period, grouped into fair value hierarchy Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

		At 31 March 2023			
		於二零二三年三月三十一日			
		Level 1	Level 2	Level 3	Total
		第一層	第二層	第三層	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Financial assets at FVTPL</b>	<b>按公平值計入損益的金融資產</b>				
— Wealth management products	— 理財產品	-	8,210	-	8,210

		At 31 March 2022			
		於二零二二年三月三十一日			
		Level 1	Level 2	Level 3	Total
		第一層	第二層	第三層	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Financial assets at FVTPL</b>	<b>按公平值計入損益的金融資產</b>				
— Wealth management products	— 理財產品	-	22,894	-	22,894

There were no transfers between levels of fair value hierarchy in the current and prior years.

### 6. 金融工具(續)

#### 公平值計量目標及政策

下表提供對於各報告期末按公平值計量的金融工具分析，此乃根據本集團的會計政策按公平值可觀察程度歸類為第一至三層公平值層級。

於當前及過往年度，公平值層級之間並無轉撥。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurement objective and policies (Continued)

#### Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

The valuation techniques and inputs used in the fair value measurements of each financial instruments on a recurring basis are set out below:

### 6. 金融工具(續)

#### 公平值計量目標及政策(續)

本集團根據經常性基準按公平值計量的金融資產及金融負債的公平值

根據經常性基準計量各金融工具的公平值時所用的估值技術及輸入數據載列如下：

	Fair value as at 31 March 於三月三十一日的公平值		Fair value hierarchy	Valuation technique and key inputs	Significant unobservable inputs	Relationship of key inputs and significant unobservable inputs to fair value 關鍵輸入數據與公平值 的重大不可觀察 輸入數據的關係
	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元				
Financial assets at FVTPL 按公平值計入損益的金融資產						
— Wealth management products — 理財產品	8,210	22,894	Level 2 第二層	Quoted rate of return by issuing bank 發行銀行的回報率報價	N/A 不適用	N/A 不適用
Financial liabilities at FVTPL 按公平值計入損益的金融負債						
— Financial liabilities arising in relation to the provision of the Profit Guarantee — 就提供溢利保證產生的金融負債	-	-	Level 3 第三層	Discounted cash flow model based on discount rate and future cash flow 基於貼現率及未來 現金流量的貼現現金 流量模型	Discount rate of 2021 was 2.53% 二零二一年 貼現率為2.53%	The higher the discount rate, the lower the value (note i) 貼現率越高， 價值越低(附註i)

Note:

- (i) If the discount rate to the valuation model were 10 basis point higher/lower while all the other variables were held constant, the carrying amount of the financial liabilities arising in relation to the provision of the Profit Guarantee would decrease/increase by nil (2022: nil).

附註：

- (i) 倘估值模式的貼現率上升/下降10個基點，而所有其他變量維持不變，則就提供溢利保證產生的金融負債的賬面值將沒有減少/增加(二零二二年：沒有減少/增加)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurement objective and policies (Continued)

#### Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

Reconciliation of Level 3 fair value measurements of financial liabilities arising in relation to the provision of the Profit Guarantee on recurring basis:

At 31 March 於三月三十一日

The directors of the Company consider that the carrying amounts of current financial liabilities recorded at amortised cost using the effective interest rate method in the consolidated financial statements approximate their fair values due to their immediate or short-term maturities.

The directors of the Company consider that the carrying amounts of the other non-current financial liabilities recorded at amortised cost using the effective interest rate method in the consolidated financial statements approximate their fair values.

### 7. REVENUE AND SEGMENT INFORMATION

Revenue represents revenue arising from system development service, consultancy service, maintenance and other services and sales of hardware products. An analysis of the Group's revenue for the year is as follows:

Revenue from contracts with customers within the scope of HKFRS 15	屬於香港財務報告準則第15號範圍內的來自客戶合約的收益
Disaggregated by major products	按主要產品分拆
— Services	— 服務
• System development	• 系統開發
• Consultancy	• 諮詢
— Sales of hardware	— 銷售硬件

### 6. 金融工具(續)

#### 公平值計量目標及政策(續)

本集團根據經常性基準按公平值計量的金融資產及金融負債的公平值(續)

根據就提供溢利保證產生的經常性基準金融負債第三層公平值計量的對賬：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
-	-

本公司董事認為，由於綜合財務報表中採用實際利率法按攤餘成本列賬的流動金融負債即時或於短期內到期，故其賬面值與其公平值相若。

本公司董事認為，於綜合財務報表中採用實際利率法按攤餘成本入賬的其他非流動金融負債的賬面價值與其公平值相若。

### 7. 收益及分部資料

收益指來自系統開發服務、諮詢服務、維護及其他服務及銷售硬件產品的收益。本集團年內收益的分析如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
14,418	15,118
994	2,676
2,878	15,006
18,290	32,800

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

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

Set out below is the disaggregation of the Group's revenue from contracts with customers within the scope of HKFRS 15:

**For the year ended 31 March 2023** 截至二零二三年三月三十一日止年度

**Timing of revenue recognition** 確認收益的時間  
At a point in time 於某一時間點  
Over time 隨時間

### 7. 收益及分部資料(續)

下文載列本集團屬於香港財務報告準則第15號範圍內來自客戶合約的收益的分拆：

	<b>Services</b> 服務 HK\$'000	<b>Sales of hardware</b> 銷售硬件 HK\$'000	<b>Total</b> 總計 HK\$'000
	千港元	千港元	千港元
At a point in time	-	2,878	2,878
Over time	15,412	-	15,412
	<b>15,412</b>	<b>2,878</b>	<b>18,290</b>

**For the year ended 31 March 2022** 截至二零二二年三月三十一日止年度

**Timing of revenue recognition** 確認收益的時間  
At a point in time 於某一時間點  
Over time 隨時間

	<b>Services</b> 服務 HK\$'000	<b>Sales of hardware</b> 銷售硬件 HK\$'000	<b>Total</b> 總計 HK\$'000
	千港元	千港元	千港元
At a point in time	-	15,006	15,006
Over time	17,794	-	17,794
	<b>17,794</b>	<b>15,006</b>	<b>32,800</b>

#### Transaction price allocated to the remaining performance obligations

As at 31 March 2023, the aggregate amount of transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) is HK\$nil (2022: HK\$146,000). The amount represents revenue expected to be recognised in the future from software development contracts. The Group will recognise this revenue as the service is completed, which is expected to occur within one to five years.

#### 分配至餘下履約責任的交易價格

於二零二三年三月三十一日，沒有分配至尚未履行(或部分尚未履行)履約責任的交易價格(二零二二年：146,000港元)。有關金額指預期於未來來自軟件開發合約確認的收益。本集團將於完成服務時(預期將於一至五年內發生)確認該項收益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

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

#### Transaction price allocated to the remaining performance obligations (Continued)

Information reported to the directors of the Company, being the chief operating decision maker (the “CODM”), for the purpose of resource allocation and assessment of segment performance focuses on types of services provided. No operating segments identified by the CODM has been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group’s reportable segments are as follows:

- System development, consultancy, maintenance and other services (“Services”); and
- Sales of hardware products.

#### Segment revenues and results

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

#### For the year ended 31 March 2023

Segment revenue	分部收益
Segment loss	分部虧損
Unallocated income	未分配收入
Unallocated corporate expenses	未分配企業開支
Unallocated finance costs	未分配財務費用
Impairment loss on other receivables	其他應收款項減值虧損
Loss before taxation	除稅前虧損

### 7. 收益及分部資料(續)

#### 分配至餘下履約責任的交易價格(續)

就資源分配及評估分部表現而向本公司董事(即主要經營決策者)呈報的資料,集中於所提供服務的類別。於達致本集團的可呈報分部時概無彙集主要經營決策者識別的經營分部。

尤其是,本集團的可呈報分部如下:

- 系統開發、諮詢、維護及其他服務(「服務」);及
- 銷售硬件產品。

#### 分部收益及業績

以下為按可呈報分部及經營分部劃分的本集團收益及業績分析。

#### 截至二零二三年三月三十一日止年度

	Services 服務 HK\$'000 千港元	Sales of hardware 銷售硬件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
	15,412	2,878	18,290
	(3,817)	(3,200)	(7,017)
			1,113
			(9,578)
			(960)
			(398)
			(16,840)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

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

#### Segment revenues and results (Continued)

For the year ended 31 March 2022

		Services	Sales of hardware	Total
		服務	銷售硬件	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Segment revenue	分部收益	17,794	15,006	32,800
Segment loss	分部虧損	(5,967)	(2,156)	(8,123)
Unallocated income	未分配收入			1,447
Unallocated corporate expenses	未分配企業開支			(13,701)
Unallocated finance costs	未分配財務費用			(1,047)
Impairment loss on other receivables	其他應收款項的減值虧損			(496)
Loss before taxation	除稅前虧損			(21,920)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment loss represents the loss of each segment without allocation of central administration costs, directors' emoluments, other income and finance costs. This is the measure reported to the directors of the Company with respect to the resource allocation and performance assessment.

### 7. 收益及分部資料(續)

#### 分部收益及業績(續)

截至二零二二年三月三十一日止年度

	Services	Sales of hardware	Total
	服務	銷售硬件	總計
	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元
Segment revenue	17,794	15,006	32,800
Segment loss	(5,967)	(2,156)	(8,123)
Unallocated income			1,447
Unallocated corporate expenses			(13,701)
Unallocated finance costs			(1,047)
Impairment loss on other receivables			(496)
Loss before taxation			(21,920)

經營分部所採用的會計政策與附註3所述本集團的會計政策相同。分部虧損指在並無分配中央行政成本、董事薪酬、其他收入及財務費用的情況下各分部所產生的虧損。此乃向本公司董事呈報以進行資源分配及表現評估的計量方法。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

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

#### Segment assets and liabilities

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

#### Segment assets

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Services	服務	14,112	13,562
Sales of hardware	銷售硬件	2,101	10,138
Total segment assets	分部資產總額	16,213	23,700
Assets classified as held for sale	分類為持作出售的資產	602	-
Corporate and other assets	企業及其他資產	17,818	34,507
Total assets	總資產	34,633	58,207

#### Segment liabilities

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Services	服務	13,631	11,621
Sales of hardware	銷售硬件	610	8,468
Total segment liabilities	分部負債總額	14,241	20,089
Liabilities associated with assets classified as held for sale	與分類為持作出售的資產相關的負債	25,629	-
Corporate and other liabilities	企業及其他負債	8,136	34,867
Total liabilities	總負債	48,006	54,956

### 7. 收益及分部資料(續)

#### 分部資產及負債

以下為按可呈報分部及經營分部劃分的本集團資產及負債的分析：

#### 分部資產

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Services	14,112	13,562
Sales of hardware	2,101	10,138
Total segment assets	16,213	23,700
Assets classified as held for sale	602	-
Corporate and other assets	17,818	34,507
Total assets	34,633	58,207

#### 分部負債

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Services	13,631	11,621
Sales of hardware	610	8,468
Total segment liabilities	14,241	20,089
Liabilities associated with assets classified as held for sale	25,629	-
Corporate and other liabilities	8,136	34,867
Total liabilities	48,006	54,956

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

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

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

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

#### Other segment information

For the year ended 31 March 2023

Amounts include in the measure of segment loss or segment assets:	計算分部虧損或分部資產時計入的款項：
Addition to non-current assets (Note)	添置非流動資產(附註)
Depreciation and amortisation	折舊及攤銷
Impairment loss on trade receivables	貿易應收款項的減值虧損
Impairment loss on other receivables	其他應收款項的減值虧損
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:	定期向主要經營決策者提供但計量分部損益或分部資產時並無計入的款項：
Interest income	利息收入
Finance costs	財務費用

### 7. 收益及分部資料(續)

就監察分部表現及分配分部間資源而言：

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

#### 其他分部資料

截至二零二三年三月三十一日止年度

	Sales of hardware	Unallocated	Total
Services	of hardware	Unallocated	Total
服務	銷售硬件	未分配	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
370	88	1,560	2,018
1,125	267	1,061	2,453
29	—	—	29
—	—	398	398
—	—	(29)	(29)
6	2	958	966

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

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

#### Other segment information (Continued)

For the year ended 31 March 2022

		Services 服務	Sale of hardware 銷售硬件	Unallocated 未分配	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Amounts include in the measure of segment loss or segment assets:	計算分部溢利／(虧損)或分部資產時計入的款項：				
Addition to non-current assets (Note)	添置非流動資產(附註)	17	–	3	20
Depreciation and amortisation	折舊及攤銷	3,396	518	687	4,601
Impairment loss on trade receivables	貿易應收款項的減值虧損	218	158	–	376
Impairment loss on other receivables	其他應收款項的減值虧損	–	–	496	496
Impairment loss on contract assets	合約資產的減值虧損	6	–	–	6
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:	定期向主要經營決策者提供但計量分部損益或分部資產時並無計入的款項：				
Interest income	利息收入	–	–	(10)	(10)
Finance costs	財務費用	53	2	1,047	1,102
Income tax credit	所得稅抵免	–	–	(5)	(5)

Note: Non-current assets excluded goodwill for the years ended 31 March 2023 and 2022.

#### Geographical information

During the years ended 31 March 2023 and 2022, the Group's operations are mainly located in the PRC.

Substantially all of the Group's operation are in the PRC, no geographical information is presented.

### 7. 收益及分部資料(續)

#### 其他分部資料(續)

截至二零二二年三月三十一日止年度

		Services 服務	Sale of hardware 銷售硬件	Unallocated 未分配	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Amounts include in the measure of segment loss or segment assets:	計算分部溢利／(虧損)或分部資產時計入的款項：				
Addition to non-current assets (Note)	添置非流動資產(附註)	17	–	3	20
Depreciation and amortisation	折舊及攤銷	3,396	518	687	4,601
Impairment loss on trade receivables	貿易應收款項的減值虧損	218	158	–	376
Impairment loss on other receivables	其他應收款項的減值虧損	–	–	496	496
Impairment loss on contract assets	合約資產的減值虧損	6	–	–	6
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:	定期向主要經營決策者提供但計量分部損益或分部資產時並無計入的款項：				
Interest income	利息收入	–	–	(10)	(10)
Finance costs	財務費用	53	2	1,047	1,102
Income tax credit	所得稅抵免	–	–	(5)	(5)

附註：截至二零二三年及二零二二年三月三十一日止年度，非流動資產不包括商譽。

#### 地區資料

截至二零二三年及二零二二年三月三十一日止年度，本集團的營運主要位於中國。

本集團絕大部分營運位於中國，故並無呈列地區資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

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

#### Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Company A <sup>1</sup>	公司A <sup>1</sup>	14,298	11,286
Company B <sup>2</sup>	公司B <sup>2</sup>	N/A 不適用 <sup>3</sup>	8,599
Company C <sup>2</sup>	公司C <sup>2</sup>	N/A 不適用 <sup>3</sup>	6,227

<sup>1</sup> Revenue from services segment.

<sup>2</sup> Revenue from sales of hardware segment.

<sup>3</sup> Revenue from relevant customers was less than 10% of the Group's total revenue for the respective year.

### 7. 收益及分部資料(續)

#### 有關主要客戶的資料

來自於相關年度為本集團總收益貢獻10%以上的客戶收益如下：

<sup>1</sup> 收益來自服務分部。

<sup>2</sup> 收益來自銷售硬件分部。

<sup>3</sup> 來自相關客戶的收益少於本集團相關年度收益總額的10%。

### 8. OTHER INCOME

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest income from bank deposits	銀行存款的利息收入	29	10
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	425	701
Income from waived of lease repayment	豁免租賃還款的收入	435	140
Government grants (note)	政府補助(附註)	120	969
Gain on disposal of plant and equipment	出售廠房及設備收益	534	-
Others	其他	50	596
		<b>1,593</b>	<b>2,416</b>

Note:

Government grants mainly included subsidy under the Employment Support Scheme. During the year ended 31 March 2023, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Government of Hong Kong Special Administrative Region.

During the year ended 31 March 2022, included in the government grants are recognised government grant of approximately HK\$969,000 related to the government grants from the PRC local government authorities in respect of subsidising the Group's scientific and technological and operating activities, which were immediately recognised as other income for the year as the Group fulfilled all the relevant granting criteria.

### 8. 其他收入

附註：

政府補助主要包括保就業計劃項下補貼。截至二零二三年三月三十一日止年度，本集團成功申請由香港特別行政區政府設立的防疫抗疫基金下保就業計劃的資金援助。

截至二零二二年三月三十一日止年度，計入政府補助的金額為已確認的新型冠狀病毒相關的政府補助約為969,000港元，該金額與就補貼本集團的科技及經營活動而自中國地方政府機關收取的政府補助有關，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年內其他收入。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 9. FINANCE COSTS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest on late settlement of litigation claims	延遲結算訴訟費用的利息	922	976
Interests on lease liabilities	租賃負債的利息	44	126
		<b>966</b>	1,102

### 9. 財務費用

### 10. INCOME TAX CREDIT

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Over provision in prior years:	過往年度超額撥備：		
PRC Enterprises Income Tax ("EIT")	中國企業所得稅 (「企業所得稅」)	-	5

### 10. 所得稅抵免

Notes:

- (a) No Hong Kong Profits Tax has been provided for the years ended 31 March 2023 and 2022 as the Company did not have any assessable profits subject to Hong Kong Profits Tax.
- (b) Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

附註：

- (a) 截至二零二三年及二零二二年三月三十一日止年度並無計提香港利得稅撥備，原因為本公司並無任何須繳納香港利得稅的應課稅溢利。
- (b) 根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，於該兩個年度，中國附屬公司的稅率為25%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 10. INCOME TAX CREDIT (Continued)

The income tax expenses can be reconciled to the loss before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss before taxation	除稅前虧損	<b>(16,840)</b>	(21,920)
Tax at the domestic income tax rate of 16.5% (2022: 16.5%)	按本地所得稅稅率 16.5% (二零二二年：16.5%) 繳付的稅項	<b>(2,779)</b>	(3,617)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支的稅務影響	<b>161</b>	34
Tax effect of income not taxable for tax purposes	毋須課稅收入的稅務影響	<b>(195)</b>	(457)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	<b>7,003</b>	5,449
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營的附屬公司 不同稅率的影響	<b>(4,190)</b>	(1,409)
Over-provision in prior years	過往年度超額撥備	-	(5)
Income tax credit for the year	年內所得稅抵免	-	(5)

Details of the deferred taxation are set out in note 30.

### 10. 所得稅抵免(續)

所得稅開支與綜合損益及其他全面收益表所載的除稅前虧損對賬如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
除稅前虧損	<b>(16,840)</b>	(21,920)
按本地所得稅稅率 16.5% (二零二二年：16.5%) 繳付的稅項	<b>(2,779)</b>	(3,617)
不可扣稅開支的稅務影響	<b>161</b>	34
毋須課稅收入的稅務影響	<b>(195)</b>	(457)
未確認稅項虧損的稅務影響	<b>7,003</b>	5,449
於其他司法權區經營的附屬公司 不同稅率的影響	<b>(4,190)</b>	(1,409)
過往年度超額撥備	-	(5)
年內所得稅抵免	-	(5)

有關遞延稅項的詳情載於附註30。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 11. LOSS FOR THE YEAR

The Group's loss before tax is arrived at after (crediting) charging:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Directors' and chief executive's emoluments (note 12)	董事及主要行政人員薪酬 (附註12)	<b>2,804</b>	3,212
Employee benefit expense (excluding directors' and chief executive's remuneration (note 12))	僱員福利開支(不包括董事及主要行政人員薪酬(附註12))		
— Wages and salaries	— 工資及薪金	<b>3,843</b>	5,529
— Pension scheme contributions	— 退休計劃供款	<b>528</b>	717
Total staff costs	員工成本總額	<b>7,175</b>	9,458
Auditor's remuneration	核數師酬金	<b>510</b>	550
Depreciation of plant and equipment	廠房及設備折舊	<b>1,023</b>	2,151
Depreciation of right-of-use assets	使用權資產折舊	<b>1,417</b>	2,436
Amortisation of intangible assets	無形資產攤銷	<b>13</b>	14
Impairment loss on trade receivables	貿易應收款項的減值虧損	<b>29</b>	376
Impairment loss on other receivables	其他應收款項的減值虧損	<b>398</b>	496
Impairment loss on contract assets	合約資產的減值虧損	<b>—</b>	6
Gain on disposal of plant and equipment	出售廠房及設備的收益	<b>(534)</b>	—
Amount of inventories recognised as an expense	確認為開支的存貨金額	<b>2,687</b>	14,210
Lease rentals for office premises (note i)	辦公室物業租賃租金(附註i)	<b>10</b>	22
Net exchange loss	匯兌虧損淨額	<b>23</b>	7

Note:

- (i) The amounts represent lease rentals relating to short-term leases under HKFRS 16.

### 11. 年內虧損

本集團的除稅前虧損經(計入)扣除下列各項後達致：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Directors' and chief executive's emoluments (note 12)	<b>2,804</b>	3,212
Employee benefit expense (excluding directors' and chief executive's remuneration (note 12))		
— Wages and salaries	<b>3,843</b>	5,529
— Pension scheme contributions	<b>528</b>	717
Total staff costs	<b>7,175</b>	9,458
Auditor's remuneration	<b>510</b>	550
Depreciation of plant and equipment	<b>1,023</b>	2,151
Depreciation of right-of-use assets	<b>1,417</b>	2,436
Amortisation of intangible assets	<b>13</b>	14
Impairment loss on trade receivables	<b>29</b>	376
Impairment loss on other receivables	<b>398</b>	496
Impairment loss on contract assets	<b>—</b>	6
Gain on disposal of plant and equipment	<b>(534)</b>	—
Amount of inventories recognised as an expense	<b>2,687</b>	14,210
Lease rentals for office premises (note i)	<b>10</b>	22
Net exchange loss	<b>23</b>	7

附註：

- (i) 該金額指香港財務報告準則第16號項下有關短期租賃的租賃租金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G of the Laws of Hong Kong), is as follows:

### 12. 董事及主要行政人員薪酬

根據香港聯合交易所有限公司GEM證券上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)以及香港法例第622G章公司(披露董事利益資料)規例第二部分披露年內董事及主要行政人員薪酬如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiaries undertaking Fees	就作為董事(不論於本公司及其附屬公司)提供個人服務已付或應收的薪酬袍金	420	420
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiaries undertaking	就董事提供有關管理本公司及其附屬公司事務的其他服務已付或應收的薪酬		
Other emoluments:	其他薪酬：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,362	2,746
Pension scheme contributions	退休計劃供款	22	46
		<b>2,384</b>	2,792
		<b>2,804</b>	3,212

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Details of directors' and chief executive's emoluments are as follows:

Emoluments paid or receivable in respect of a persons services in connection with the management of the affairs of the Company or its subsidiary undertaking:

### 12. 董事及主要行政人員薪酬(續)

董事及主要行政人員薪酬的詳情如下：

就該人士在與管理本公司或其附屬公司的事務有關連的情況下提供的服務而支付該人士的薪酬或該人士可就該等服務而收取的薪酬：

		Fees	Salaries, allowances and other benefits	Employer's contributions to retirement benefits scheme	Total
		袍金	薪金、津貼及 其他福利	僱主向退休福利 計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Year ended 31 March 2023</b>	<b>截至二零二三年 三月三十一日止年度</b>				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Ho Yeung (note i)	何洋先生(附註i)	-	600	-	600
Mr. Wang Xiaoqi (note i)	王曉琦先生(附註i)	-	607	22	629
Mr. Cai Dan (note i)	蔡丹先生(附註i)	-	522	-	522
Ms. Ho Ching (note i)	何征女士(附註i)	-	633	-	633
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Lau Chor Ki	柳楚奇先生	180	-	-	180
Mr. Tse Yee Hin Tony	謝宇軒先生	120	-	-	120
Mr. Wong Kin Kee	黃建基先生	120	-	-	120
Total	總計	420	2,362	22	2,804

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Emoluments paid or receivable in respect of a persons services in connection with the management of the affairs of the Company or its subsidiary undertaking:

		Fees	Salaries, allowances and other benefits	Employer's contributions to retirement benefits scheme	Total
		袍金	薪金、津貼及其他福利	僱主向退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Year ended 31 March 2022</b>	<b>截至二零二二年三月三十一日止年度</b>				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Ho Yeung (note i)	何洋先生(附註i)	-	650	-	650
Mr. Wang Xiaoqi (note i)	王曉琦先生(附註i)	-	690	46	736
Mr. Cai Dan (note i)	蔡丹先生(附註i)	-	1,005	-	1,005
Ms. Ho Ching (note i)	何征女士(附註i)	-	401	-	401
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Lau Chor Ki	柳楚奇先生	180	-	-	180
Mr. Tse Yee Hin Tony	謝宇軒先生	120	-	-	120
Mr. Wong Kin Kee	黃建基先生	120	-	-	120
<b>Total</b>	<b>總計</b>	<b>420</b>	<b>2,746</b>	<b>46</b>	<b>3,212</b>

Note:

(i) The remuneration includes remuneration paid to them in their capacity as an employee of the subsidiaries of the Company.

No chief executive was appointed during the years ended 31 March 2023 and 2022.

No directors and chief executive of the Company waived or agreed to waive the emolument paid by the Group during the years ended 31 March 2023 and 2022.

No emoluments were paid by the Group to the directors as an inducement for joining the Group or as compensation for loss of office during the years end 31 March 2023 and 2022.

### 12. 董事及主要行政人員薪酬(續)

就該人士在與管理本公司或其附屬公司的事務有關連的情況下提供的服務而支付該人士的薪酬或該人士可就該等服務而收取的薪酬：

	Fees	Salaries, allowances and other benefits	Employer's contributions to retirement benefits scheme	Total
	袍金	薪金、津貼及其他福利	僱主向退休福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元

<b>Year ended 31 March 2022</b>	<b>截至二零二二年三月三十一日止年度</b>				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Ho Yeung (note i)	何洋先生(附註i)	-	650	-	650
Mr. Wang Xiaoqi (note i)	王曉琦先生(附註i)	-	690	46	736
Mr. Cai Dan (note i)	蔡丹先生(附註i)	-	1,005	-	1,005
Ms. Ho Ching (note i)	何征女士(附註i)	-	401	-	401
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Lau Chor Ki	柳楚奇先生	180	-	-	180
Mr. Tse Yee Hin Tony	謝宇軒先生	120	-	-	120
Mr. Wong Kin Kee	黃建基先生	120	-	-	120
<b>Total</b>	<b>總計</b>	<b>420</b>	<b>2,746</b>	<b>46</b>	<b>3,212</b>

附註：

(i) 有關薪酬包括該等董事以本公司的附屬公司僱員的身份收取的薪酬。

截至二零二三年及二零二二年三月三十一日止年度，本公司概無委任主要行政人員。

本公司董事及主要行政人員概無放棄或同意放棄本集團截至二零二三年及二零二二年三月三十一日止年度所支付的薪酬。

截至二零二三年及二零二二年三月三十一日止年度，本集團概無向董事支付薪酬作為加入本集團的獎勵或離職補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 13. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments, four (2022: three) were directors of the Company whose emoluments are set out in note 12. The emoluments of the remaining one (2022: two) highest paid individuals were as follows:

		<b>2023</b>	2022
		<b>二零二三年</b>	二零二二年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Salaries, wages, allowances and other benefits	薪金、工資、津貼及其他福利	<b>715</b>	1,152
Contributions to retirement benefits scheme	退休福利計劃供款	<b>18</b>	51
		<b>733</b>	1,203

Their emoluments were within the following bands:

		<b>Number of individuals</b>	
		人數	
		<b>2023</b>	2022
		<b>二零二三年</b>	二零二二年
Nil to HK\$1,000,000	零至1,000,000港元	<b>1</b>	2

No emoluments were paid by the Group to the five highest paid individuals as an inducement for joining the Group or as compensation for loss of office during the years ended 31 March 2023 and 2022.

### 14. DIVIDENDS

No dividend was paid or proposed during the years ended 31 March 2023 and 2022, nor has any dividend been proposed since the end of the reporting period.

### 13. 僱員薪酬

五名最高薪人士中，四名(二零二二年：三名)為本公司董事，彼等的薪酬載於附註12。餘下一名(二零二二年：兩名)最高薪人士的薪酬如下：

彼等的酬金介乎以下範圍：

		<b>Number of individuals</b>	
		人數	
		<b>2023</b>	2022
		<b>二零二三年</b>	二零二二年
Nil to HK\$1,000,000	零至1,000,000港元	<b>1</b>	2

截至二零二三年及二零二二年三月三十一日止年度，本集團並無向五名最高薪人士支付任何酬金作為加入本集團的獎勵或作為離職補償。

### 14. 股息

截至二零二三年及二零二二年三月三十一日止年度概無派付或建議派付股息，且自報告期末起概無建議派付任何股息。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 15. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of basic and diluted loss per share, representing loss for the year attributable to owners of the Company	為計算每股基本及攤薄虧損採用的虧損，即本公司擁有人應佔年內虧損	<b>(10,108)</b>	(18,189)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share ('000 shares)	為計算每股基本及攤薄虧損採用的普通股加權平均數(千股)	<b>1,356,250</b>	1,356,250

The dilutive loss per share is equal to the basic loss per share as there were no dilutive potential ordinary shares outstanding during the years ended 31 March 2023 and 2022.

### 15. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損基於以下數據計算：

截至二零二三年及二零二二年三月三十一日止年度，由於並無發行在外的潛在攤薄普通股，故每股攤薄虧損相等於每股基本虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 16. PLANT AND EQUIPMENT

### 16. 廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture and fixtures 傢俬及固定裝置 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Office equipment 辦公設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>COST</b>	<b>成本</b>						
At 1 April 2021	二零二一年四月一日	8,888	2,061	1,008	783	255	12,995
Additions	添置	17	-	-	-	3	20
Acquisition of a subsidiary (note 27)	收購一間附屬公司 (附註27)	-	8	-	-	-	8
Disposal of a subsidiary (note 28)	出售一間附屬公司 (附註28)	-	(8)	-	-	-	(8)
Exchange alignment	匯兌調整	368	44	38	32	-	482
At 31 March 2022 and 1 April 2022	於二零二二年 三月三十一日及 二零二二年四月一日	<b>9,273</b>	<b>2,105</b>	<b>1,046</b>	<b>815</b>	<b>258</b>	<b>13,497</b>
Additions	添置	-	8	-	304	3	315
Disposal	出售	-	(422)	-	(756)	-	(1,178)
Exchange alignment	匯兌調整	(688)	(81)	(72)	(82)	-	(923)
At 31 March 2023	於二零二三年三月一日	<b>8,585</b>	<b>1,610</b>	<b>974</b>	<b>281</b>	<b>261</b>	<b>11,711</b>
<b>DEPRECIATION AND IMPAIRMENT</b>	<b>折舊及減值</b>						
At 1 April 2021	二零二一年四月一日	6,413	1,739	835	254	230	9,471
Charge for the year	年內支出	1,690	204	91	156	10	2,151
Acquisition of a subsidiary (note 27)	收購一間附屬公司 (附註27)	-	5	-	-	-	5
Disposal of a subsidiary (note 28)	出售一間附屬公司 (附註28)	-	(8)	-	-	-	(8)
Exchange alignment	匯兌調整	295	35	32	13	-	375
At 31 March 2022 and 1 April 2022	於二零二二年 三月三十一日及 二零二二年四月一日	<b>8,398</b>	<b>1,975</b>	<b>958</b>	<b>423</b>	<b>240</b>	<b>11,994</b>
Charge for the year	年內支出	813	69	59	70	12	1,023
Disposal	出售	-	(405)	-	(453)	-	(858)
Exchange alignment	匯兌調整	(626)	(71)	(65)	(31)	-	(793)
At 31 March 2023	於二零二三年 三月三十一日	<b>8,585</b>	<b>1,568</b>	<b>952</b>	<b>9</b>	<b>252</b>	<b>11,366</b>
<b>CARRYING VALUES</b>	<b>賬面值</b>						
At 31 March 2023	於二零二三年 三月三十一日	-	42	22	272	9	345
At 31 March 2022	於二零二二年 三月三十一日	875	130	88	392	18	1,503

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 16. PLANT AND EQUIPMENT (Continued)

Plant and equipment are depreciated on a straight-line basis over their estimated useful lives as follows:

Leasehold improvements	Over the lease term
Plant and machinery	20% to 50%
Furniture and fixtures	20% to 25%
Motor vehicle	20%
Office equipment	20%

### 17. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

#### (i) Right-of-use assets

Buildings	樓宇
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The Group has lease arrangements for office buildings and premises with the lease terms of generally ranged from 2 to 3 years.

Additions to the right-of-use assets for the year ended 31 March 2023 amounted to approximately HK\$1,703,000 (2022: HK\$1,819,000) due to new leases of renting property.

### 16. 廠房及設備(續)

廠房及設備按直線法在估計使用年期進行折舊，詳情如下：

租賃物業裝修	按租賃期
廠房及機器	20%至50%
傢俬及固定裝置	20%至25%
汽車	20%
辦公設備	20%

### 17. 使用權資產及租賃負債

#### (i) 使用權資產

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Buildings	1,631	1,374

本集團就辦公樓宇及物業訂有租賃安排，租賃期一般介乎2至3年。

截至二零二三年三月三十一日止年度，由於就租賃物業訂立新租賃，故添置使用權資產約1,703,000港元(二零二二年：1,819,000港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 17. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued)

#### (ii) Lease liabilities

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current	非流動	811	80
Current	流動	790	1,355
		<b>1,601</b>	1,435
Amounts payable under lease liabilities	租賃負債項下的應付款項		
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	790	1,355
After one year but within two years	一年後但兩年內	811	80
		<b>1,601</b>	1,435
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期結付的款項 (列於流動負債項下)	<b>(790)</b>	(1,355)
Amount due for settlement after 12 months	於12個月後到期結付的款項	<b>811</b>	80

During the year ended 31 March 2023, the Group entered into a lease agreement in respect of renting property and recognised lease liabilities of approximately HK\$1,703,000 (2022: HK\$1,819,000).

#### (iii) Amount recognised in profit or loss

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation of right-of-use assets	使用權資產折舊	1,417	2,436
Interests on lease liabilities	租賃負債的利息	44	126
Income from waived of lease repayment	豁免租賃還款的收入	<b>(435)</b>	(140)
Expense relating to short-term leases	有關短期租賃的開支	10	22

#### (iv) Others

During the year ended 31 March 2023, the total cash outflow for lease amounted to HK\$1,125,000 (2022: HK\$2,509,000).

### 17. 使用權資產及租賃負債(續)

#### (ii) 租賃負債

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current	非流動	811	80
Current	流動	790	1,355
		<b>1,601</b>	1,435
Amounts payable under lease liabilities	租賃負債項下的應付款項		
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	790	1,355
After one year but within two years	一年後但兩年內	811	80
		<b>1,601</b>	1,435
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期結付的款項 (列於流動負債項下)	<b>(790)</b>	(1,355)
Amount due for settlement after 12 months	於12個月後到期結付的款項	<b>811</b>	80

截至二零二三年三月三十一日止年度，本集團就租賃物業訂立一份租賃協議，並確認租賃負債約1,703,000港元(二零二二年：1,819,000港元)。

#### (iii) 於損益中確認的金額

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation of right-of-use assets	使用權資產折舊	1,417	2,436
Interests on lease liabilities	租賃負債的利息	44	126
Income from waived of lease repayment	豁免租賃還款的收入	<b>(435)</b>	(140)
Expense relating to short-term leases	有關短期租賃的開支	10	22

#### (iv) 其他

截至二零二三年三月三十一日止年度，租賃的現金流出總額為1,125,000港元(二零二二年：2,509,000港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 18. INTANGIBLE ASSETS

### 18. 無形資產

		Development cost 開發成本 HK\$'000 千港元	Trademark costs 商標成本 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>COST</b>	<b>成本</b>			
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	於二零二一年四月一日、 二零二二年三月三十一日、 二零二二年四月一日及 二零二三年三月三十一日	<b>61</b>	<b>10</b>	<b>71</b>
<b>AMORTISATION</b>	<b>攤銷</b>			
At 1 April 2021	於二零二一年四月一日	36	7	43
Charge for the year	年內支出	13	1	14
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日 及二零二二年四月一日	<b>49</b>	<b>8</b>	<b>57</b>
Charge for the year	年內支出	<b>12</b>	<b>1</b>	<b>13</b>
At 31 March 2023	於二零二三年三月三十一日	<b>61</b>	<b>9</b>	<b>70</b>
<b>CARRYING VALUES</b>	<b>賬面值</b>			
At 31 March 2023	於二零二三年三月三十一日	-	<b>1</b>	<b>1</b>
At 31 March 2022	於二零二二年三月三十一日	12	2	14

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over their estimated useful lives as follows:

Development costs	5 years
Trademark costs	10 years

上述無形資產具有有限使用年期。有關無形資產按直線法於其估計使用年年期內攤銷，詳情如下：

開發成本	5年
商標成本	10年

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 19. GOODWILL

### 19. 商譽

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>COST</b>	<b>成本</b>		
At 1 April	於四月一日	4,139	4,139
Arising on acquisition of a subsidiary (note i)	因收購一間附屬公司而產生(附註i)	–	449
Disposal of a subsidiary (note i)	出售一間附屬公司(附註i)	–	(449)
		<b>4,139</b>	4,139
<b>ACCUMULATED IMPAIRMENT LOSSES</b>	<b>累計減值虧損</b>		
At 1 April and 31 March	於四月一日及三月三十一日	<b>4,139</b>	4,139
<b>CARRYING VALUES</b>	<b>賬面值</b>		
At 31 March	於三月三十一日	–	–

Note:

- (i) The goodwill in respect of the Zhongzhisuxun Technology Development Co., Ltd\* (“**Zhongzhisuxun Technology Development**”) 中智速訊科技發展有限公司 is acquired through business combination as shown in note 27.

During the year ended 31 March 2022, the goodwill in relation to Zhongzhisuxun Technology Development has been derecognised through disposal transaction as disclosed in note 28.

\* For identification purpose only

附註：

- (i) 誠如附註27所示，有關中智速訊科技發展有限公司(「中智速訊科技發展」)的商譽乃透過業務合併取得。

截至二零二二年三月三十一日止年度，與中智速訊科技發展相關的商譽已通過附註28披露的出售交易終止確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 20. TRADE AND OTHER RECEIVABLES

### 20. 貿易及其他應收款項

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Receivables at amortised cost comprise:	按攤銷成本計算的應收款項包括：		
Trade receivables	貿易應收款項	15,305	19,069
Less: loss allowance for trade receivables	減：貿易應收款項虧損撥備	(384)	(383)
		<b>14,921</b>	18,686
Deposits	按金	3,732	1,063
Prepayments	預付款項	752	2,602
Loan receivables (note i)	貸款應收款項(附註i)	-	379
Other receivables (note ii)	其他應收款項(附註ii)	1,686	1,953
		<b>21,091</b>	24,683
Less: loss allowance for deposits, loan and other receivables (notes i and ii)	減：按金、貸款及其他應收款項的虧損撥備(附註i及ii)	(986)	(813)
		<b>20,105</b>	23,870

As at 31 March 2023, the gross amount of trade receivables arising from contracts with customers amounted to approximately HK\$15,305,000 (2022: HK\$19,069,000).

There was approximately impairment loss on trade receivables of HK\$29,000 (2022: HK\$376,000) recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2023.

The Group normally allows a credit period of not more than 120 days to its customers, although an extension of the credit period is not uncommon for customers who have a long term relationship with the Group. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of this and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk.

於二零二三年三月三十一日，客戶合約所產生的貿易應收款項總額約為15,305,000港元(二零二二年：19,069,000港元)。

截至二零二三年三月三十一日止年度，貿易應收款項的減值虧損約為29,000港元(二零二二年：376,000港元)於綜合損益及其他全面收益表中確認。

本集團一般給予客戶不超過120天的信貸期，儘管就與本集團有長期關係的客戶而言延長信貸期並不罕見。本集團力求嚴格控制未收回應收款項，而高級管理層則定期檢討逾期結餘。有見及此，加上本集團貿易應收款項與大量分散客戶相關，故並無重大信貸風險集中的情況。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 20. TRADE AND OTHER RECEIVABLES (Continued)

The following is an aged analysis of trade receivables, net of loss allowance for trade receivables, presented based on the invoice date, which approximates revenue recognition date at the end of each reporting period.

Within 90 days	90日內
91 to 180 days	91日至180日
181 to 365 days	181日至365日
Over 365 days	超過365日

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the allowance based on past due status is not further distinguished between the Group's different customer bases.

### 20. 貿易及其他應收款項(續)

以下為於各報告期末根據接近收益確認日期的發票日期呈列的貿易應收款項(經扣除貿易應收款項虧損撥備)的賬齡分析。

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
8,457	1,972
9	4,451
6,344	12,257
111	6
<b>14,921</b>	<b>18,686</b>

本集團按相等於全期預期信貸虧損的金額計量貿易應收款項的虧損撥備。貿易應收款項的預期信貸虧損使用撥備矩陣並參考債務人的過往拖欠記錄及債務人的目前財務狀況分析而作出估計，並就債務人的特定因素，債務人經營所在行業的整體經濟情況及對於報告日期的當前情況及對預測動向的評估進行調整。

由於本集團過往信貸虧損經驗並未就不同客戶分部呈現顯著不同的虧損模式，因此未就本集團不同客戶進一步區分根據過往逾期狀況作出的撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 20. TRADE AND OTHER RECEIVABLES (Continued)

The Group recognised lifetime ECL for trade receivables based on the aging of customers collectively that are not individually significant as follows:

As at 31 March 2023

Not yet due	尚未到期
Past due 1–60 days	逾期 1–60 日
Past due over 60 days	逾期超過 60 日

As at 31 March 2022

Not yet due	尚未到期
Past due 1–60 days	逾期 1–60 日
Past due over 60 days	逾期超過 60 日

### 20. 貿易及其他應收款項 (續)

本集團根據非個別重大客戶共同的賬齡確認貿易應收款項的全期預期信貸虧損如下：

於二零二三年三月三十一日

Weighted average expected loss rate 加權平均預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
1.6%	3,324	54
1.6%	793	13
2.8%	11,188	317
	<b>15,305</b>	<b>384</b>

於二零二二年三月三十一日

Weighted average expected loss rate 加權平均預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
1.1%	2,021	22
1.2%	4,531	53
2.5%	12,517	308
	<b>19,069</b>	<b>383</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 20. TRADE AND OTHER RECEIVABLES (Continued)

The movement in the loss allowance for trade receivables is set out below:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 April	於四月一日	383	-
Loss allowance recognised in profit or loss during the year	年內於損益確認的虧損撥備	29	376
Exchange alignment	匯兌調整	(28)	7
At 31 March	於三月三十一日	384	383

Notes:

- (i) As at 31 March 2022, the amount represented loans with the principal amount of approximately RMB308,000 (equivalent to HK\$379,000) made to a former subsidiary. The loans were repaid on 9 January 2023 and 21 February 2023 respectively.

As at 31 March 2022, the carrying amounts of loan receivables were approximately HK\$284,000, with accumulated loss allowance of approximately HK\$95,000.

- (ii) Included in the amount of other receivables as at 31 March 2023, approximately HK\$Nil (2022: HK\$25,000) and HK\$1,227,000 (2022: HK\$1,533,000) represented the amount due from Mr. Wang Xiaoqi, the executive director of the Company and amounts due from former subsidiaries respectively. The amounts are unsecured, interest-free and repayment on demand.

Details of other receivables are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Amount due from former subsidiaries	應收前附屬公司款項	1,227	1,533
Advances to a director	向董事墊款	-	25
Advances to staffs	向員工墊款	52	236
Other tax payables	其他應繳稅款	87	64
Consideration receivables	應收代價	50	50
Others	其他	270	45
		1,686	1,953

### 20. 貿易及其他應收款項 (續)

貿易應收款項的虧損撥備變動如下：

附註：

- (i) 於二零二二年三月三十一日，該款項為向前附屬公司支付本金約人民幣308,000元(相當於379,000港元)的貸款。該等貸款分別於二零二三年一月九日及二零二三年二月二十一日償還。

於二零二二年三月三十一日，應收貸款賬面值約為284,000港元，累計虧損撥備約為95,000港元。

- (ii) 於二零二三年三月三十一日，計入其他應收款項的金額中，約零港元(二零二二年：25,000港元)及1,227,000港元(二零二二年：1,533,000港元)分別指應收本公司執行董事王曉琦先生的款項及應收前附屬公司款項。有關款項為無抵押、免息及須按要求償還。

其他應收款項明細如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 20. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

- (iii) The Group measures the loss allowance for deposits, loan and other receivables at an amount equal to 12-month ECL. The Group recognised 12-month ECL for loan and other receivables based on the internal credit rating of receivables as follows:

As at 31 March 2023	於二零二三年三月三十一日
Performing	履約
Doubtful	可疑

### 20. 貿易及其他應收款項 (續)

附註：(續)

- (iii) 本集團按相等於12個月預期信貸虧損的金額計量按金、貸款及其他應收款項的虧損撥備。本集團按應收款項的內部信貸評級就貸款及其他應收款項確認12個月預期信貸虧損如下：

Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
17%	3,886	672
100%	314	314
	<b>4,200</b>	<b>986</b>

As at 31 March 2022	於二零二二年三月三十一日	Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Performing	履約	25%	2,018	499
Doubtful	可疑	100%	314	314
			<b>2,332</b>	<b>813</b>

The movement in the loss allowance for deposits, loan and other receivables is set out below:

按金、貸款及其他應收款項的虧損撥備的變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 April	於四月一日	813	309
Loss allowance recognised in profit or loss during the year	年內損益中確認的虧損撥備	398	496
Reallocated to asset held for sales (Note 29)	重新分配至持作銷售資產(附註29)	(221)	-
Exchange alignment	匯兌調整	(4)	8
At 31 March	於三月三十一日	<b>986</b>	813

There was approximately HK\$398,000 (2022:HK\$496,000) impairment loss recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2023.

截至二零二三年三月三十一日止年度，確認的減值虧損約398,000港元(二零二二年：496,000港元)已計入綜合損益及其他全面收益表中。

### 21. CONTRACT ASSETS

### 21. 合約資產

Unbilled revenue of system development contract 系統開發合約的未開票收益

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>246</b>	574

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 21. CONTRACT ASSETS (Continued)

The contract assets primarily relate to the Group's right to receive consideration for work completed but not yet billed because the rights are conditioned on the Group's future performance accepted by the customers. The contract assets are transferred to trade receivables when the rights become unconditional.

The Group classifies these contract assets under current assets because the Group expects to realise them in its normal operating cycle.

The movement in the loss allowance for contract assets is set out below:

At 1 April	於四月一日
Loss allowance recognised in profit or loss during the year	年內於損益確認的虧損撥備
Exchange alignment	匯兌調整
At 31 March	於三月三十一日

There was approximately HK\$6,000 impairment loss recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2022.

### 22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Wealth management products by the bank in the PRC	於中國的銀行理財產品
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The wealth management products by the bank in the PRC with underlying financial instrument mainly consist of the short-term bonds, money market investment fund and bank deposits of the PRC.

The wealth management products carried floating interest rate at 1.88%–2.85% (2022: 2.2%–3.28%) per annum as at 31 March 2023.

### 21. 合約資產(續)

合約資產主要與本集團對已完成但未開票的項目收取代價的權利有關，原因為有關權利取決於本集團獲客戶驗收的未來表現。當有關權利成為無條件時，合約資產將轉撥至貿易應收款項。

本集團將該等合約資產分類為流動資產，原因為本集團預期於正常經營週期內將有關資產變現。

合約資產虧損撥備變動載列如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
6	–
–	5
–	1
6	6

截至二零二二年三月三十一日止年度，已確認減值虧損約6,000港元已計入綜合損益及其他全面收益表中。

### 22. 按公平值計入損益的金融資產

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
8,210	22,894

中國的銀行以相關金融工具提供的理財產品主要包括中國的短期債券、貨幣市場投資基金及銀行存款。

於二零二三年三月三十一日，理財產品按浮動年利率1.88厘至2.85厘(二零二二年：2.2厘至3.28厘)計息。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 23. BANK BALANCES AND CASH

As at 31 March 2023, the Group had bank balances and cash of approximately HK\$2,333,000 (2022: HK\$2,478,000) which were denominated in Renminbi. The remittance of these funds out of the PRC is subject to the exchange control restrictions imposed by the PRC government.

Bank balances earned interest at floating rates based on daily bank deposit rates which range from 0.25% to 0.35% (2022: 0.3% to 0.35%) per annum.

### 24. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Accruals	應計費用
Other payables (note i)	其他應付款項(附註i)

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

Within 90 days	於90日內
91 to 180 days	91日至180日
181 to 365 days	181日至365日
Over 365 days	超過365日

### 23. 銀行結餘及現金

於二零二三年三月三十一日，本集團擁有以人民幣計值的銀行結餘及現金約2,333,000港元(二零二二年：2,478,000港元)。向中國境外匯款須遵守中國政府實行的外匯管制。

銀行結餘按每日銀行存款浮動利率計息，年利率介乎0.25厘至0.35厘(二零二二年：0.3厘至0.35厘)。

### 24. 貿易及其他應付款項

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade payables	13,877	19,275
Accruals	1,042	737
Other payables (note i)	5,841	33,491
	<b>20,760</b>	53,503

以下為於報告期末按發票日期呈列的貿易應付款項的賬齡分析：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 90 days	8,923	3,392
91 to 180 days	1	4,303
181 to 365 days	4,691	11,297
Over 365 days	262	283
	<b>13,877</b>	19,275

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

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

The average credit period granted by its suppliers ranging from 30 to 120 days. The Group has financial risk management in place to ensure that all payables are settled within the credit timeframe.

Note:

- i) Included in the amount of other payables as at 31 March 2022, approximately RMB21,812,000 (equivalent to HK\$26,920,000) represented the amounts due to former subsidiaries of which amounted to approximately RMB4,656,000 (equivalent to HK\$5,746,000) related to interest payables to a former subsidiary of the Company, Beijing Huaqin World Technology Company Limited ("Beijing Huaqin") 北京華勤天地科技有限公司. The amount is unsecured, interest-free and repayment on demand.

During the year ended 31 March 2023, the amount due to a former subsidiary or interest payables to a former subsidiary of the Company were transferred to liabilities associated with assets classified as held for sale (Note 29).

### 25. CONTRACT LIABILITIES

Contract liabilities represents advances received for the system development contract. The performance obligation would be satisfied upon the time of the completion of system development.

Revenue recognised during the year ended 31 March 2022 that was included in the contract liabilities at the beginning of the year is HK\$690,000 in respect of project-based system development contracts. There was no revenue recognised in the current year that related to performance obligations that were satisfied in a prior year.

### 24. 貿易及其他應付款項 (續)

供應商獲授予的平均信貸期介乎30至120日。本集團已實施財務風險管理，以確保所有應付款項於信貸期限內結清。

附註：

- i) 於二零二二年三月三十一日計入其他應付款項的金額中，約人民幣21,812,000元(相當於26,920,000港元)指應付前附屬公司款項約人民幣4,656,000元(相當於5,746,000港元)，該款項與應付予前附屬公司北京華勤天地科技有限公司(「北京華勤」)的利息有關。該金額為無抵押、免息及須按需求還款。

截至二零二三年三月三十一日止年度，應付前附屬公司款項或應付前附屬公司利息轉撥至與分類為持作出售的資產相關的負債(附註29)。

### 25. 合約負債

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue from system development contract 來自系統開發合約的收益	-	-

合約負債指就系統開發合約收取墊款。履約責任將於系統開發完成時達成。

截至二零二二年三月三十一日止年度就各項目的系統開發合約已確認的收益690,000港元已計入年初合約負債。本年度並無就於上一年度達成的履約責任確認收益。

### 26. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

The financial liabilities represented the provision of the profit guarantee contained in an investment agreement between Shenzhen Quantum Technology Information Co., Ltd.\* (“**Shenzhen Quantum**”) 深圳市量子科技訊息有限公司 and the non-controlling shareholder of Shenzhen CITIC Cyber Security Authentication Co., Ltd (“**CITIC Cyber Security**”):

- (1) In the event that the net profit attributable to the shareholders of CITIC Cyber Security (after deducting non-recurring profit and loss) for the year ended 31 December 2019, 31 December 2020 and 31 December 2021 is less than RMB800,000, RMB40,000,000 and RMB85,000,000 (the “**Guaranteed Net Profit**”), respectively, Shenzhen Quantum shall compensate CITIC Technology Co., Ltd.\* (“**CITIC Technology**”) 中信技術公司 in accordance with the following formula:

$$\text{Compensation amount} = (\text{Guaranteed Net Profit for the year} - \text{actual net profit for the year}) \times 30\% \times 10$$

- (2) In the event that the average net profit attributable to the shareholders of CITIC Cyber Security (after deducting non-recurring profit and loss) for the three years ended 31 December 2021 is less than RMB40,000,000, the aggregate net profit attributable to the shareholders of CITIC Cyber Security (after deducting non-recurring profit and loss) for the three years ended 31 December 2021 is less than RMB120,000,000, there is material default, or serious illegal business has been undertaken by CITIC Cyber Security, CITIC Technology may request Shenzhen Quantum to acquire the equity interest in CITIC Cyber Security held by CITIC Technology in accordance with the terms and conditions of such investment agreement.

### 26. 按公平值計入損益的金融負債

就投資協議中所載，金融負債是指深圳市量子科技訊息有限公司(「**深圳量子**」)與深圳市中信網安認證有限公司(「**中信網安**」)的非控股股東的溢利保證撥備：

- (1) 倘截至二零一九年十二月三十一日、二零二零年十二月三十一日及二零二一年十二月三十一日止年度中信網安股東應佔純利(經扣除非經常性溢利及虧損)分別低於人民幣800,000元、人民幣40,000,000元及人民幣85,000,000元(「**保證純利**」)，深圳量子須根據下列公式向中信技術公司(「**中信技術**」)作出賠償：

$$\text{賠償金額} = (\text{年度保證純利} - \text{年度實際純利}) \times 30\% \times 10$$

- (2) 倘截至二零二一年十二月三十一日止三個年度中信網安股東應佔平均純利(經扣除非經常性溢利及虧損)低於人民幣40,000,000元、截至二零二一年十二月三十一日止三個年度中信網安股東應佔總純利(經扣除非經常性溢利及虧損)低於人民幣120,000,000元、發生嚴重違約或中信網安出現重大違規經營，中信技術可要求深圳量子根據有關投資協議的條款及條件收購中信技術持有的中信網安股權。

### 26. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Details of the investment agreement have been set out in the Company's announcement dated 12 October 2018.

Financial liabilities arising in relation to the acquisition of Shenzhen Quantum and its subsidiary CITIC Cyber Security (collectively referred to as "**Shenzhen Quantum Group**") is unsecured, interest-free and not repayable within twelve months. Balance of financial liabilities arising in relation to the acquisition of Shenzhen Quantum Group was primarily earn-up of approximately HK\$1,792,000 for the year ended 31 March 2019 (HK\$11,762,000 as at acquisition date on 4 July 2018). Earn-up will be realised if the CITIC Cyber Security achieve certain profit targets during the designated period of time. Details of earn-up measurement are set out as above mentioned.

During the year ended 31 March 2021, the Group measured fair value of financial liabilities of profit guarantee in investment arrangement based on the market outlook and their prevailing business plans and projections. No change in fair value of financial liabilities at fair value through profit or loss was recognised during the year ended 31 March 2021. The fair value of financial liabilities assessment is calculated based on discounted cash flows of future payment with the estimated future profit of these acquired businesses in Shenzhen Quantum and subject to ceiling level up to net assets of Shenzhen Quantum Group.

On 2 March 2022, CITIC Technology requested Shenzhen Quantum to acquire the equity interest in CITIC Cyber Security held by CITIC Technology in accordance with the terms and conditions of such investment agreement. No change in fair value of financial liabilities at fair value through profit or loss was recognised during the year ended 31 March 2022. The fair value of financial liabilities of acquiring the equity interest in CITIC Cyber Security held by CITIC Technology is calculated based on higher of (i) investment cost of RMB30,000,000 with at fixed return rates at 4.75% per annum (including bonus paid (after tax)) or (ii) fair value of 30% shares holding in CITIC Cyber Security.

During the years ended 31 March 2023 and 2022, the Group measured fair value of financial liabilities of acquiring the equity interest in CITIC Cyber Security held by CITIC Technology and subject to ceiling level up to net assets of Shenzhen Quantum Group. No change in fair value of financial liabilities at fair value through profit or loss was recognised during both years.

### 26. 按公平值計入損益的金融負債 (續)

投資協議的詳情已載列於本公司日期為二零一八年十月十二日的公告內。

就收購深圳量子及其附屬公司中信網安(統稱「**深圳量子集團**」)所產生的金融負債為無抵押、免息及毋須於十二個月內償還。截至二零一九年三月三十一日止年度，就收購深圳量子集團產生的金融負債結餘主要為盈利約1,792,000港元(於收購日期二零一八年七月四日為11,762,000港元)。倘中信網安於指定的時間段內實現特定溢利目標，則會賺取更多盈利。盈利計量的詳情如上文所述。

截至二零二一年三月三十一日止年度，本集團根據市場前景及現行的業務計劃及預測而計量投資協議中的溢利保證的金融負債公平值。截至二零二一年三月三十一日止年度，按公平值計入損益的金融負債的公平值沒有變動。金融負債的公平值乃根據未來付款的貼現現金流量及該等在深圳量子的收購業務中預計的未來溢利而作出評估，並封頂至深圳量子集團的資產淨值。

於二零二二年三月二日，中信技術要求深圳量子根據該投資協議的條款及條件收購中信技術持有的中信網安股權。截至二零二二年三月三十一日止年度，並無按公平值計入損益的金融負債的公平值變動。收購中信技術持有的中信網安股權的財務負債公平值乃根據以下較高者計算：(i)投資成本人民幣30,000,000元，固定回報率為每年4.75%(包括已付花紅(除稅後))或(ii)中信網安的30%持股量的公平值。

截至二零二三年及二零二二年三月三十一日止年度，本集團已計量收購中信技術持有的中信網安股權的金融負債的公平值，並視乎深圳量子集團的資產淨值調用升級。於該兩個年度，概無確認按公平值計入損益的金融負債公平值。

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## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 27. ACQUISITION OF A SUBSIDIARY

On 18 June 2021, an indirect non-wholly owned subsidiary of the Company, 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, at the consideration of RMB7,000 (equivalent to approximately HK\$8,000).

No acquisition-related costs have been recognised as an expense during the year ended 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
Trade and other receivables	貿易及其他應收款項	2,080
Cash and cash equivalents	現金及現金等價物	14
Trade and other payables	貿易及其他應付款項	(2,998)
		(901)
		HK\$'000 千港元
Consideration transferred	轉讓代價	8
Plus: non-controlling interests (51% in Zhongzhisuxun Technology Development) (note)	加：非控股權益(中智速訊科技發展的51%)(附註)	(460)
Less: net identified liabilities assumed	減：承擔已識別負債淨額	901
Goodwill arising from acquisition	收購所產生商譽	449

Note:

CITIC Cyber Security held 70% interest in Zhongzhisuxun Technology Development and hence the Company held a 49% effective interest in Zhongzhisuxun Technology Development. The board of directors of Zhongzhisuxun Technology Development was controlled by the Company. Thus, Zhongzhisuxun Technology Development was the Company's subsidiary.

### 27. 收購一間附屬公司

於二零二一年六月十八日，本公司間接非全資附屬公司中信網安與(其中包括)獨立第三方(「賣方」)訂立股份轉讓協議(經日期為二零二一年六月二十二日的補充協議修訂及重述)，據此，中信網安同意收購，而賣方同意以代價人民幣7,000元(相當於約8,000港元)出售於中智速訊科技發展的70%股權。

並無與收購相關的成本於年內綜合損益及其他全面收益表中行政開支確認為開支。

於收購日期確認的已收購資產及已確認負債如下：

	HK\$'000 千港元
廠房及設備	3
貿易及其他應收款項	2,080
現金及現金等價物	14
貿易及其他應付款項	(2,998)
	(901)
	HK\$'000 千港元
轉讓代價	8
加：非控股權益(中智速訊科技發展的51%)(附註)	(460)
減：承擔已識別負債淨額	901
收購所產生商譽	449

附註：

中信網安持有中智速訊科技發展70%權益，因此本公司持有中智速訊科技發展49%實際權益。中智速訊科技發展董事會由本公司控制。因此，中智速訊科技發展屬本公司之附屬公司。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 27. 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\$460,000.

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

		HK\$'000 千港元
Cash paid on acquisition	收購的已付現金	(8)
Cash and cash equivalent balances acquired	已收購的現金及現金等價物餘額	14
		<u>6</u>

### 28. DISPOSAL OF A SUBSIDIARY

#### Disposal of Zhongzhisuxun Technology Development

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

		HK\$'000 千港元
Consideration:	代價：	
Other receivables	其他應收款項	<u>-*</u>

### 27. 收購一間附屬公司 (續)

於收購日期確認中智速訊科技發展非控股權益以所收購負債淨額比例份額計量，約為460,000港元。

#### 收購中智速訊科技發展的現金流入淨額

### 28. 出售一間附屬公司

#### 出售中智速訊科技發展

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

\* The amount shown as zero is due to rounding less than HK\$500

\* 金額少於500港元，在四捨五入下列示為零

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 28. DISPOSAL OF A SUBSIDIARY (Continued)

### 28. 出售一間附屬公司(續)

		HK\$'000 千港元
<b>Analysis of assets and liabilities over which control was lost:</b>		
失去控制權的資產及負債分析：		
Goodwill	商譽	449
Trade and other receivables	貿易及其他應收款項	2,280
Bank balances and cash	銀行結餘及現金	12
Trade and other payables	貿易及其他應付款項	(3,461)
Net liabilities disposed of	已出售負債淨額	(720)
		HK\$'000 千港元
<b>Gain on disposal of a subsidiary</b>		
出售一間附屬公司收益		
Consideration receivable	應收代價	_*
Net liabilities disposed of	已出售負債淨額	720
Non-controlling interests	非控股權益	(474)
Reclassification of cumulative translation reserve upon disposal of the subsidiary	於出售該附屬公司時重新分類累計換算儲備	(13)
		233
		HK\$'000 千港元
<b>Net cash outflow arising on disposal:</b>		
出售事項的現金流出淨額：		
Cash consideration received	已收現金代價	_*
Less: bank balances and cash disposed of	減：已出售的銀行結餘及現金	(12)
		(12)

Zhongzhisuxun Technology Development did not contribute significant revenue, profit and cashflows to the Group for the year ended 31 March 2022.

中智速訊科技發展於截至二零二二年三月三十一日止年度並未為本集團貢獻重大收益、溢利及現金流量。

\* The amount shown as zero is due to rounding less than HK\$500

\* 金額少於500港元，在四捨五入下列示為零

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 29. ASSETS AND LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

The Group has entered into a non-legally binding memorandum of understanding (“MOU”) on 31 May 2023 in relation to the potential disposal of entire share capital of Guangzhou YBDS IT Co., Ltd. (廣州韻博信息科技有限公司) (“Guangzhou YBDS”), at a consideration of RMB1 (equivalent to HK\$1), to an independent third party. The following assets and liabilities were reclassified as held for sale in relation to Guangzhou YBDS as at 31 March 2023.

### 29. 與分類為持作出售的資產相關的資產及負債

本集團於二零二三年五月三十一日訂立不具法律約束力的諒解備忘錄(「諒解備忘錄」)，內容有關可能以人民幣1元(相當於1港元)代價向獨立第三方出售廣州韻博信息科技有限公司(「廣州韻博」)全部股本。於二零二三年三月三十一日，以下資產及負債重新分類為就廣州韻博持作出售。

		HK\$'000 千港元
<b>Assets classified as held for sale</b>		
Trade and other receivables	分類為持作出售的資產 貿易及其他應收款項	544
Bank balances and cash	銀行結餘及現金	58
		<hr/> 602
<b>Liabilities associated with assets classified as held for sale</b>		
Trade and other payables (note)	與分類為持作出售的資產相關的負債 貿易及其他應付款項(附註)	<hr/> (25,629)

Note:

Included in the amount of other payables as at 31 March 2023, approximately RMB22,426,000 (equivalent to HK\$25,603,000) represented the amount due to an independent third party, Beijing Huaqin. The amount is unsecured, interest-free and repayable on demand.

附註：

於二零二三年三月三十一日的其他應付款項中，約人民幣22,426,000元(相當於25,603,000港元)為應付獨立第三方北京華勤的款項。該金額為無抵押、免息及須按要求還款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 30. DEFERRED TAXATION

As at 31 March 2023, no deferred tax asset has been recognised in respect of the tax losses of approximately HK\$200,156,000 (2022: HK\$175,375,000) due to the unpredictability of future profit streams.

As at 31 March 2023, the Group has tax losses of approximately HK\$44,633,000 (2022: HK\$74,900,000) that will be expired within next five years. The remaining tax losses of approximately HK\$155,523,000 (2022: HK\$100,475,000) may be carried forward indefinitely.

### 31. SHARE CAPITAL

### 30. 遞延稅項

於二零二三年三月三十一日，由於無法預測未來溢利來源，故並無就稅項虧損約200,156,000港元(二零二二年：175,375,000港元)確認遞延稅項資產。

於二零二三年三月三十一日，本集團的稅項虧損約44,633,000港元(二零二二年：74,900,000港元)將於未來五年內到期。餘下的稅項虧損約155,523,000港元(二零二二年：100,475,000港元)可無限期結轉。

### 31. 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
Ordinary share of HK\$0.10 each	每股普通股0.10港元		
Authorised:	法定：		
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	於二零二一年四月一日、 二零二二年三月三十一日、 二零二二年四月一日及 二零二三年三月三十一日	2,000,000	200,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	於二零二一年四月一日、 二零二二年三月三十一日、 二零二二年四月一日及 二零二三年三月三十一日	1,356,250	135,625

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## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 32. RELATED PARTY TRANSACTION

#### Compensation of key management personnel

The remuneration of directors of the Company and other members of key management personnel during the year was as follows:

Short-term benefits	短期福利
Post-employment benefits	退休福利

### 32. 關聯方交易

#### 主要管理人員的薪酬

年內本公司董事及其他主要管理人員的酬金如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
2,782	3,166
22	46
2,804	3,212

### 33. RETIREMENT BENEFIT SCHEME

The Group operates the MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs, capped at HK\$1,500 per month, to the MPF Scheme, in which the contribution is matched by employees.

As stipulated by rules and regulations in the PRC, subsidiaries in the PRC are required to contribute to a state-managed retirement plan for all its employees at a certain percentage of the basic salaries of its employees. The state-managed retirement plan is responsible for the entire pension obligations payable to all retired employees. Under the state-managed retirement plan, the Group has no further obligations for the actual pension payments or post-retirement benefits beyond the annual contributions.

During the year ended 31 March 2023, the total cost charged to consolidated statement of profit or loss and other comprehensive income of approximately HK\$550,000 (2022: HK\$763,000) represents contributions payable to these schemes by the Group in respect of the respective accounting period.

### 33. 退休福利計劃

本集團根據香港強制性公積金計劃條例為所有合資格香港僱員設立強積金計劃。該等計劃的資產與本集團的資產分開持有，並由信託人以基金託管。本集團按相關工資成本的5%向強積金計劃作出供款，每月上限為1,500港元，僱員的供款比率亦相同。

根據中國法律法規的規定，中國附屬公司須按僱員基本薪金的一定比例向所有僱員作出國家管理退休計劃供款。國家管理的退休計劃負責支付所有退休員工的全部退休金義務。根據國家管理的退休計劃，本集團在年度供款以外的實際退休金或退休後福利方面並無進一步的義務。

截至二零二三年三月三十一日止年度，自綜合損益及其他全面收益表扣除的總成本約為550,000港元(二零二二年：763,000港元)指本集團於當前會計期間應付該等計劃的供款。

### 34. SHARE-BASED PAYMENT TRANSACTIONS

#### Equity-settled share option scheme of the Company

The Company's share option scheme (the "**Scheme**") was adopted pursuant to written resolution of the Company passed on 1 August 2011 for the primary purpose of providing incentives to directors and eligible employees, and has expired on 31 July 2021. Under the Scheme, the board of directors of the Company may grant employee or consultant, advisor, agent, contractor, client or supplier of the Company or any subsidiary who in the sole opinion of the board of directors have contributed or are expected to contribute to the Group, to subscribe for shares in the Company.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company as at the date of passing of the relevant ordinary resolution. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the issue share capital of the Company for the time being (the "**Individual Limit**"). Options granted to substantial shareholders or independent non-executive directors or any of their respective associates, would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in any one year up to and including the date of such grant in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5,000,000 must be approved in advance by the Company's shareholders.

Options granted must be taken up on the date of grant, upon payment of HK\$1.00. Options may be exercised at any time from the date of grant of the share option to the tenth anniversary of the date of grant. The exercise price is determined by the board of directors of the Company, and will not be less than the highest of (i) the nominal value of the Company's share; (ii) the closing price of the Company's shares on the date of grant; and (iii) the average closing price of the shares for the five business days immediately preceding the date of grant.

No share options have been granted since the adoption of the Scheme and during the years ended 31 March 2023 and 2022.

### 34. 以股份為基礎的付款交易

#### 本公司以股權支付的購股權計劃

本公司根據於二零一一年八月一日通過的書面決議案採納購股權計劃（「**計劃**」），主要旨在激勵董事及合資格員工，有關計劃已於二零二一年七月三十一日屆滿。根據計劃，本公司董事會可向已對或預期對本集團作出貢獻的本公司或任何附屬公司的僱員或顧問、諮詢人、代理、承辦商、客戶或供應商授出購股權，以認購本公司股份。

就根據該計劃可予授出的購股權所涉及的股份總數不得超過於有關普通決議案通過當日本公司股份的10%。就於任何一年向任何個人已授出及可予授出的購股權所涉及的已發行及將予發行的股份數目不得超過本公司當時已發行股本的1%（「**個別上限**」）。倘授予主要股東或獨立非執行董事或其任何聯繫人購股權，將導致因行使已授予及將授予該人士的所有購股權而已發行及將予發行的股份（包括已行使、已註銷及尚未行使的購股權）於任何一年及直至有關授予日期（包括該日）超過本公司股本的0.1%或價值超過5,000,000港元，則事先必須獲本公司股東批准。

於支付1.00港元後，授出的購股權必須於授出日期獲接納。購股權可於授出購股權日期起十週年內隨時行使。行使價由本公司董事會釐定，且將不低於：(i) 本公司股份面值；(ii) 本公司股份於授出日期的收市價；及(iii) 緊接授出日期前五個營業日股份的平均收市價。

自採納該計劃起及於截至二零二三年及二零二二年三月三十一日止年度並無授出任何購股權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITY

The table below details changes in the Group's liabilities arising from financing activity, including both cash and non-cash change. Liabilities arising from financing activity is those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activity.

### 35. 融資活動產生的負債對賬

下表詳述本集團融資活動產生的負債變動，包括現金及非現金變動。融資活動產生的負債是現金流量或未來現金流量將於本集團綜合現金流量表中分類為融資活動現金流量的負債。

		Lease liabilities 租賃負債 HK\$'000 千港元 (note 17) (附註 17)
At 1 April 2022	於二零二二年四月一日	1,435
Financing cash flows:	融資現金流量：	
— Repayment	— 還款	(1,115)
Non-cash changes:	非現金變動：	
— New lease recognized	— 已確認的新租賃	1,703
— Income from waived of lease repayment (note 8)	— 豁免租賃還款的收入(附註8)	(435)
— Interest on lease liabilities recognised	— 已確認的租賃負債利息	44
— Exchange realignment	— 匯兌調整	(31)
At 31 March 2023	於二零二三年三月三十一日	1,601
		Lease liabilities 租賃負債 HK\$'000 千港元 (note 17) (附註 17)
At 1 April 2021	於二零二一年四月一日	2,063
Financing cash flows:	融資現金流量：	
— Repayment	— 還款	(2,487)
Non-cash changes:	非現金變動：	
— New lease recognised	— 已確認的新租賃	1,819
— Income from waived of lease repayment (note 8)	— 豁免租賃還款的收入(附註8)	(140)
— Interest on lease liabilities recognised	— 已確認的租賃負債利息	126
— Exchange realignment	— 匯兌調整	54
At 31 March 2022	於二零二二年三月三十一日	1,435

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 36. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 36. 本公司財務狀況表的資料

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Plant and equipment	廠房及設備	(a)	17	23
Investments in subsidiaries	附屬公司之投資	(a)	-	-
			<b>17</b>	<b>23</b>
<b>Current assets</b>	<b>流動資產</b>			
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	(b)	587	541
Amounts due from subsidiaries	應收附屬公司款項	(c)	-	-
Cash and cash equivalents	現金及現金等價物		770	3,082
			<b>1,357</b>	<b>3,623</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accruals	其他應付款項及應計費用		602	642
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>755</b>	<b>2,981</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>772</b>	<b>3,004</b>
<b>Equity</b>	<b>權益</b>			
Share capital	股本		135,625	135,625
Reserves	儲備	(d)	<b>(134,853)</b>	<b>(132,621)</b>
<b>Total equity</b>	<b>權益總額</b>		<b>772</b>	<b>3,004</b>

**Wang Xiaoqi**

王曉琦

Director

董事

**Ho Ching**

何征

Director

董事

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 36. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

(a) As at 31 March 2023, investments in subsidiaries are carried at cost of HK\$26 (2022: HK\$26), no impairment loss in respect of investments in subsidiaries has been recognised in profit or loss for the years ended 31 March 2023 and 2022.

(b) Included in the amounts of other receivables as at 31 March 2023, the gross amount approximately HK\$295,000 (2022: HK\$295,000) represented the amounts due from former subsidiaries with accumulated loss allowance on other receivable of approximately HK\$295,000 (2022: HK\$295,000). The amount is unsecured, interest-free and repayment on demand.

There was impairment loss approximately HK\$46,000 (2022: HK\$8,000) recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2023.

(c) Amounts due from subsidiaries

Amounts due from subsidiaries  
Less: loss allowance

The amounts due from subsidiaries are unsecured, non-interest bearing and repayable on demand.

For the year ended 31 March 2023, reversal of impairment loss of approximately HK\$609,000 (2022: impairment loss approximately HK\$3,775,000) on amounts due from subsidiaries were recognised in profit or loss.

(d) Movements in reserves

		Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	101,852	(227,566)	(125,714)
Loss and total comprehensive expense for the year	年內虧損及其他全面開支	-	(6,907)	(6,907)
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及二零二二年四月一日	<b>101,852</b>	<b>(234,473)</b>	<b>(132,621)</b>
Loss and total comprehensive expense for the year	年內虧損及其他全面開支	-	<b>(2,232)</b>	<b>(2,232)</b>
At 31 March 2023	於二零二三年三月三十一日	<b>101,852</b>	<b>(236,705)</b>	<b>(134,853)</b>

### 36. 本公司財務狀況表的資料(續)

附註：

(a) 於二零二三年三月三十一日，於附屬公司的投資乃按成本約26港元(二零二二年：26港元)列賬，而於附屬公司的投資涉及的減值虧損並無於截至二零二三年及二零二二年三月三十一日止年度的損益中確認。

(b) 包括於二零二三年三月三十一日的其他應收款項金額中，應收前附屬公司款項的總額約295,000港元(二零二二年：295,000港元)，其他應收款項累計虧損撥備約295,000港元(二零二二年：295,000港元)。該金額為無抵押、免息及應要求償還。

截至二零二三年三月三十一日止年度，於綜合損益及其他全面收益表中已確認減值虧損約46,000港元(二零二二年：8,000港元)。

(c) 應收附屬公司款項

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>98,486</b>	99,095
<b>(98,486)</b>	(99,095)
-	-

應收附屬公司款項為無抵押、免息及應要求償還。

截至二零二三年三月三十一日止年度，應收附屬公司款項減值虧損撥回約609,000港元(二零二二年：減值虧損約3,775,000港元)已於損益中確認。

(d) 儲備變動

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Details of the Company's subsidiaries as at 31 March 2023 and 2022 are as follows:

### 37. 本公司附屬公司的詳情

於二零二三年及二零二二年三月三十一日本公司附屬公司的詳情載列如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營業地點	Class of shares held 所持股份 類別	Issued and fully paid ordinary share capital/ registered capital 已發行及全數繳足普通股 股本/ 註冊資本	Percentage of equity interest and voting power attributable to the Company 本公司應佔股本權益及表決權百分比				Principal activities 主要業務	
				Direct 直接		Indirect 間接			
				2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年		
China Integrated Telecommunications Group Co. Limited 中國融合通訊集團有限公司	The British Virgin Islands ("BVI") 英屬處女群島	Ordinary 普通	US\$1 1美元	100%	100%	-	-	Investment holding 投資控股	
China O2O Business Group Co. Limited 中國O2O商業集團有限公司	BVI 英屬處女群島	Ordinary 普通	US\$1 1美元	100%	100%	-	-	Investment holding 投資控股	
Excellent Master Investments Limited	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	100%	100%	-	-	Financing and administrative expense for the Group 本集團的財務及行政開支	
YBDS Multimedia Company Limited 雲博多媒體有限公司	BVI 英屬處女群島	Ordinary 普通	US\$1 1美元	100%	100%	-	-	Online network systems development 網上網絡系統開發	
Yunbo Digital Synergy Company Limited 雲博產業有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	100%	100%	-	-	Investment holding 投資控股	
Pacific Honour Development Limited 創信發展有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	-	-	100%	100%	Investment holding 投資控股	
Guangzhou YBDS IT Co., Ltd.* (note i) 廣州韻博信息科技有限公司 (附註i)	PRC 中國	Contributed capital 註資資本	RMB40,000,000 人民幣 40,000,000元	-	-	100%	100%	Provision of system development services, consultation services and hardware-related business 提供系統開發服務、顧問服務以及硬件相關業務	
Able Bloom Technology Limited 威隆科技有限公司	Hong Kong 香港	Ordinary 普通	HK\$1 1港元	-	-	100%	100%	Investment holding 投資控股	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

### 37. 本公司附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營業地點	Class of shares held 所持股份類別	Issued and fully paid ordinary share capital/ registered capital 已發行及全數繳足普通股本/ 註冊資本	Percentage of equity interest and voting power attributable to the Company 本公司應佔股本權益及表決權百分比				Principal activities 主要業務	
				Direct 直接		Indirect 間接			
				2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年		
Shenzhen Yunbo Information System Service Company Limited* (note i) 深圳雲博信息系統服務有限公司(附註i)	PRC 中國	Contributed capital 註冊資本	RMB5,000,000 人民幣 5,000,000元	-	-	100%	100%	Investment holding 投資控股	
Shenzhen YBDS IT Co., Ltd.* (note i) 深圳市韻博信息科技有限公司(附註i)	PRC 中國	Contributed capital 註冊資本	RMB20,000,000 人民幣 20,000,000元	-	-	100%	100%	Provision of system development services and consultation services 提供系統開發服務及顧問服務	
Shenzhen Anxin Certification System Co., Ltd.* ("Shenzhen Anxin") (note i) 深圳市安信認證系統有限公司(「深圳安信」)(附註i)	PRC 中國	Contributed capital 註冊資本	RMB50,000,000 人民幣 50,000,000元	-	-	100%	100%	Investment holding 投資控股	
Shenzhen Quantum Technology Information Co., Ltd.* (note i) 深圳市量子科技訊息有限公司(附註i)	PRC 中國	Contributed capital 註冊資本	RMB10,770,000 人民幣 10,770,000元	-	-	100%	100%	Investment holding 投資控股	
Shenzhen CITIC Cyber Security Authentication Co., Ltd. ("CITIC Cyber Security")* (note i) 深圳市中信網安認證有限公司(「中信網安」)(附註i)	PRC 中國	Contributed capital 註冊資本	RMB14,290,000 人民幣 14,290,000元	-	-	70%	70%	Technical development and software development 技術開發及軟件開發	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

### 37. 本公司附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營業地點	Class of shares held 所持股份 類別	Issued and fully paid ordinary share capital/ registered capital 已發行及全數繳足普通股 股本/ 註冊資本	Percentage of equity interest and voting power attributable to the Company 本公司應佔股本權益及表決權百分比				Principal activities 主要業務
				Direct 直接		Indirect 間接		
				2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年	
Internal and External Double Circular Economy Technology (Suzhou) Co., Ltd.* (note i)	PRC	Contributed capital	RMB20,000,000	-	-	70%	70%	Technical development and software development
內外雙循環經濟科技(蘇州)有限公司(附註i)	中國	註冊資本	人民幣 20,000,000元	-	-	70%	70%	技術開發及軟件開發
Beijing Hongchang Yayun Technology Co., Ltd.* (note i and ii)	PRC	Contributed capital	RMB10,000,000	-	-	100%	N/A	Technical development and software development
北京弘昌雅韻科技有限公司(附註i及ii)	中國	註冊資本	人民幣10,000,000元	-	-	100%	不適用	技術開發及軟件開發
Shenzhen Xinyoutong Technology Co., Ltd.* (note i and iii)	PRC	Contributed capital	RMB10,000,000	-	-	100%	N/A	Technical development and software development
深圳市馨優通科技有限公司(附註i及iii)	中國	註冊資本	人民幣10,000,000元	-	-	100%	不適用	技術開發及軟件開發

\* For identification purpose only

Note:

- (i) The nature of all the legal entities established in PRC is limited liability company.
- (ii) The subsidiary was acquired on 4 November 2022.
- (iii) The subsidiary was acquired on 16 February 2023.

附註：

- (i) 於中國成立的所有法律實體的性質為有限責任公司。
- (ii) 該附屬公司於二零二二年十一月四日收購。
- (iii) 該附屬公司於二零二三年二月十六日收購。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

None of the subsidiaries has issued any debt securities outstanding at the end of both years or at any time during both years.

Details of subsidiary that have non-controlling interests that are material to the Group:

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Proportion of ownership interest and voting rights held by non-controlling interest 非控股權益持有的擁有權權益及投票權比例		Loss allocated to non-controlling interests 分配至非控股權益的虧損		Accumulated non-controlling interests 累計非控股權益	
		2023 二零二三年	2022 二零二二年	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
CITIC Cyber Security 中信網安	PRC 中國	30%	30%	(912)	(2,552)	(6,352)	(6,455)
Internal and External Double Circular Economy Technology (Suzhou) Co., Ltd. 內外雙循環經濟科技(蘇州)有限公司	PRC 中國	30%	30%	(5,819)	(1,174)	(7,267)	(1,001)

The summarised financial information in respect of each of the Group's subsidiary or group of subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

#### CITIC Cyber Security

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current assets	流動資產	2,969	3,722
Non-current assets	非流動資產	24,457	25,512
Current liabilities	流動負債	(48,377)	(50,752)
Non-current liabilities	非流動負債	(223)	-
Net liabilities	負債淨額	(21,174)	(21,518)
Equity attributable to owners of the Company	本公司擁有人應佔權益	(14,822)	(15,063)
Non-controlling interests	非控股權益	(6,352)	(6,455)

### 37. 本公司附屬公司的詳情(續)

概無附屬公司於兩個年度年末或年內發行任何流通在外的債務證券。

擁有對本集團而言屬重大的非控股權益的附屬公司詳情：

本集團擁有重大非控股權益的附屬公司或附屬公司集團的財務資料概要載列如下。下文的財務資料概要為於集團內部抵銷前的金額。

#### 中信網安

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

#### CITIC Cyber Security (Continued)

### 37. 本公司附屬公司的詳情(續)

#### 中信網安(續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue	收益	<b>1,047</b>	5,930
Other income	其他收入	<b>693</b>	1,585
Expenses	開支	<b>(4,781)</b>	(16,022)
Loss for the year	年內虧損	<b>(3,041)</b>	(8,507)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	<b>(2,129)</b>	(5,955)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	<b>(912)</b>	(2,552)
Loss for the year	年內虧損	<b>(3,041)</b>	(8,507)
Other comprehensive income/(expense) attributable to owners of the Company	本公司擁有人應佔其他全面收益/(開支)	<b>2,370</b>	(892)
Other comprehensive income/(expense) attributable to the non-controlling interests	非控股權益應佔其他全面收益/(開支)	<b>1,015</b>	(382)
Other comprehensive income/(expense) for the year	年內其他全面收益/(開支)	<b>3,385</b>	(1,274)
Total comprehensive income/(expense) attributable to owners of the Company	本公司擁有人應佔全面收益/(開支)總額	<b>241</b>	(6,847)
Total comprehensive income/(expense) attributable to the non-controlling interests	非控股權益應佔全面收益/(開支)總額	<b>103</b>	(2,934)
Total comprehensive income/(expense) for the year	年內全面收益/(開支)總額	<b>344</b>	(9,781)
Net cash outflow from operating activities	經營活動的現金流出淨額	<b>(1,987)</b>	(4,237)
Net cash inflow from investing activities	投資活動的現金流入淨額	<b>1,575</b>	6,554
Net cash outflow from financing activities	融資活動的現金流出淨額	<b>(175)</b>	(1,667)
Net cash (outflow)/inflow	現金(流出)/流入淨額	<b>(587)</b>	650

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

#### Internal and External Double Circular Economy Technology (Suzhou) Co., Ltd.

### 37. 本公司附屬公司的詳情(續)

#### 內外雙循環經濟科技(蘇州)有限公司

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current assets	流動資產	128	21,421
Non-current assets	非流動資產	-	-
Current liabilities	流動負債	(305)	(711)
Non-current liabilities	非流動負債	-	-
Net (liabilities)/assets	(負債)/資產淨額	(177)	20,710
Equity attributable to owners of the Company	本公司擁有人應佔權益	7,090	21,711
Non-controlling interests	非控股權益	(7,267)	(1,001)
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue	收益	310	758
Other income	其他收入	56	420
Expenses	開支	(19,763)	(5,090)
Loss for the year	年內虧損	(19,397)	(3,912)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(13,578)	(2,738)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(5,819)	(1,174)
Loss for the year	年內虧損	(19,397)	(3,912)
Other comprehensive (expense)/income attributable to owners of the Company	本公司擁有人應佔其他全面(開支)/收益	(1,043)	403
Other comprehensive (expense)/income attributable to the non-controlling interests	非控股權益應佔其他全面(開支)/收益	(447)	173
Other comprehensive (expense)/income for the year	年內其他全面(開支)/收益	(1,490)	576
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面開支總額	(14,621)	(2,335)
Total comprehensive expense attributable to the non-controlling interests	非控股權益應佔全面開支總額	(6,266)	(1,001)
Total comprehensive expense for the year	年內全面開支總額	(20,887)	(3,336)
Net cash outflow from operating activities	經營活動現金流出淨額	(2,929)	(3,453)
Net cash (outflow)/inflow from investing activities	投資活動現金(流出)/流入淨額	(259)	6,675
Net cash (outflow)/inflow	現金(流出)/流入淨額	(3,188)	3,222

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 38. MAJOR NON-CASH TRANSACTIONS

During the years ended 31 March 2023 and 2022, the Group entered into one new arrangement in respect of renting property. Right-of-use assets and lease liabilities of approximately HK\$1,703,000 and HK\$1,819,000 respectively were recognised at the commencement of the leases.

### 39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 13 June 2023.

### 38. 主要非現金交易

截至二零二三年及二零二二年三月三十一日止年度，本集團就租賃物業訂立一項新安排。使用權資產及租賃負債分別約1,703,000港元及1,819,000港元於租賃開始時確認。

### 39. 批准財務報表

財務報表經董事會於二零二三年六月十三日批准並授權發佈。

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