

Quantum Thinking Limited 量子思維有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 8050

2021 Annual Report 年報

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Corporate Information 公司資料

EXECUTIVE DIRECTORS

Mr. Wang Xiaoqi
Mr. Ho Yeung
Mr. Cai Dan (Appointed on 1 March 2021)

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(於二零二一年三月一日獲委任)

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 CPA Limited

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited

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Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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STOCK CODE

8050

核數師

栢淳會計師事務所有限公司

主要往來銀行

星展銀行(香港)有限公司

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股份代號

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Executive Director's Statement

執行董事報告書

EXECUTIVE DIRECTOR'S STATEMENT

During the financial year ended 31 March 2021 (the **"Reporting Period"**), the business environment remained difficult because of the continued tension between the United States of America (the **"US"**) and the People's Republic of China (the **"PRC"** or **"China"**). The US government imposed sanctions against and restrictions on some Chinese technology companies, thus causing delays in information technology projects in China. The situation was exacerbated by the outbreak of the novel coronavirus pneumonia pandemic which disrupted economic activities.

Nevertheless, the disease turned out to present opportunities for certain sectors of the information system solution industry because social distancing required for the prevention of the pandemic added impetus to a growing trend for people to move their daily activities online. This, coupled with the Chinese government's ongoing efforts to build a new type of infrastructure for such industries as information technology and telecommunications in support of the country's industrial upgrading and transformation, helped to fuel a boom in China's digital economy. Specifically, there is huge room for growth in the country's market for convenient digital services such as information verification, electronic signature and transaction security as they play a key role in enabling online daily activities.

To cope with and capitalize on the complicated operating environment, Quantum Thinking Limited (the **"Company"**, which together with its subsidiaries, is referred to as the **"Group"**) continued with its two-pronged strategy for business development. On the one hand, it stepped up its business diversification drive to broaden its income stream, especially through the further development of the business of internet electronic identity authentication of its majority-owned subsidiary Shenzhen CITIC Cyber Security Authentication Co., Ltd. (深圳市中信網安認證有限公司) (**"CITIC Cyber Security"**). This helped it get through the difficult business environment and take full advantage of China's booming digital economy to a greater extent. On the other hand, the Group cooperated with various sectors and industries in constructing an ecosystem of online/offline digital payments through its mainstay business. In that ecosystem, comprehensive online shopping platforms are connected to digital payment systems for public utilities with a technology for unified communications.

執行董事報告書

於截至二零二一年三月三十一日止財政年度(「**報告期間**」)，美利堅合眾國(「**美國**」)與中華人民共和國(「**中國**」)的關係持續緊張，令營商環境仍然艱難。美國政府對若干中國科技公司實施制裁及限制，阻延了中國的信息技術項目。新型冠狀病毒肺炎疫情爆發，干擾了經濟活動，令情況雪上加霜。

然而，疫情也為信息系統解決方案行業的某些領域帶來機會，因為保持社交距離此一防疫措施促使更多人轉而通過電腦網絡處理日常事務；而中國政府正在努力為信息科技及電信等行業建設新型基礎設施，以支持國內的產業升級及轉型，皆促進了中國數字經濟的蓬勃發展。信息驗證、電子簽署及交易安全該等便捷數字化服務是促成線上日常活動的關鍵，在國內尤其具有巨大的市場增長潛力。

為應對複雜的經營環境，及從中把握機會，量子思維有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」)繼續執行雙管齊下的業務發展策略：一方面，加大業務多元化的力度以擴大收入來源，尤其是進一步發展其控股附屬公司深圳市中信網安認證有限公司(「**中信網安**」)的互聯網電子身份核驗業務，此舉有助其渡過艱難的營商環境，並更能充分把握中國蓬勃數字經濟中的機遇；另一方面，於其主營業務與各行各業合作構建線上／線下數字支付生態系統，於該生態系統中，綜合線上購物平台借助統一通信技術連接至公用事業公司的數字支付系統。

Executive Director's Statement

執行董事報告書

During the Reporting Period, CITIC Cyber Security marked a milestone in its development by entering into an agreement dated 30 September 2020 to form a digital technology joint venture company with China's three major telecommunications carriers, namely China Mobile Communications Group Co., Ltd., China United Network Communications Group Company Limited and China Telecommunications Corporation, and Beijing Chinese Shield Anicert Technology Development Co., Ltd., which is a wholly-owned subsidiary of Beijing Zhongdun Security Technology Development Co., a state-owned public security technology company. The joint venture company will leverage the three telecommunications carriers' service capabilities and customer bases as well as the advantages of subscriber identification module (SIM) such as convenience and strong capabilities for computing and data storage to enable the public to log in and authorize transactions with convenience and cyber security. The joint venture company will initially introduce its services into transportation, mobile public services and transactions at banks.

This breakthrough is achieved on the back of CITIC Cyber Security's past achievements. It had developed eCitizen, 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. CITIC Cyber Security had already undertaken projects to apply eCitizen to some banks' financial services and electronic signature and to conduct information verification for some other companies. 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.

Other businesses that the Group had also diversified into since the financial year ended 31 March 2020 (the "Previous Period") included subleasing co-working spaces of an office building in Shenzhen to mainly financial technology start-ups; the supply of electrical and electronic components, namely inductors and master control chips; the research on and development of an application for an online learning platform, financial software and related information technology system and solution, and information systems for housing; and the supply and installation of surveillance cameras as part of a security system.

In its mainstay business of developing systems and solutions for online/offline digital payment, the Group was undertaking a project on the development and construction of a unified payment system and platform, and the provision of repair and maintenance services for such a system and platform for the Shenzhen-based subsidiary of a leading telecommunications company of China.

於報告期間，中信網安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，即中國移動通信集團有限公司、中國聯合網絡通信集團有限公司和中國電信集團有限公司，以及北京中盾安信科技發展有限公司(為國有公眾安全技术公司北京中盾安全技术開發公司的全資附屬公司)成立數字科技合資公司。此舉是中信網安發展的里程碑。該合資公司將憑藉該三家電信運營商的服務能力及客戶基礎，並且善用用戶身份識別模組(SIM)的便捷使用特點和高強的計算及儲存能力，為公眾提供更便捷和安全的登入及交易授權服務。該合資公司計劃首先在交通出行、移動政務及銀行交易等領域引入相關服務。

中信網安能取得此一業務發展突破，實有賴於過往的努力成果。該公司自行開發了電子身份核驗產品e公民，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。中信網安已承接數個項目，將e公民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等。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、執行應用集成及運作和維修該系統。

本集團於截至二零二零年三月三十一日止財政年度(「過往期間」)內開展的其他多元業務包括在位於深圳的一座辦公樓分租共用工作空間，租戶主要為初創的金融科技企業；供應電感器及主控芯片等電氣及電子零部件；研發線上學習平台應用程式、金融軟件及相關信息技術系統與解決方案，和住房信息系統，以及為保安系統供應及安裝監控攝像機。

本集團的線上/線下數字支付系統及解決方案開發此一主營業務，正在為中國一家領先電信公司位於深圳的附屬公司開發並構建統一支付系統及平台，並為該系統及平台提供維修及維護服務。

Executive Director's Statement

執行董事報告書

The rapid advancement of information and communications technology has contributed to a boom in China's digital economy and has opened up myriad, new opportunities for many sectors and industries. Digital solutions, as a key element of a digital economy, have huge market potential. In order to tap China's enormous market, the Group will work closely with the country's three major telecommunications carriers who have reached an agreement with CITIC Cyber Security to form a digital technology joint venture company. The joint venture company will provide digital solutions for financial institutions, government departments and enterprises and render convenient digital services such as information verification, electronic signature and transaction security as part of digital solutions to both the public and enterprises. Such services can, for example, enable mobile public services, make transportation more convenient and enhance financial transaction security.

Running two complementary businesses of internet electronic identity authentication and the development of systems and solutions for online/offline digital payment, the Group is well-positioned to capitalize on China's booming digital economy. It will also keep an eye open for opportunities for investing in other businesses that can complement its existing operations or further widen its income stream.

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, 11 June 2021

信息及通信技術進步一日千里，推動了中國數字經濟的蓬勃發展，並為多個行業帶來無數新機遇。數字化解決方案作為數字經濟的關鍵要素，具有巨大的市場潛力。為開拓中國的巨大市場，本集團將與已和中信網安達成協議成立數字科技合資公司的國內三大電信營運商緊密合作。合資公司將為金融機構、政府部門及企業提供數字化解決方案的技術支持，也提供信息驗證、電子簽名及交易安全等便捷的數字化服務，例如能實現移動政務、便利交通出行和加強金融交易安全等的數字化解決方案。

互聯網電子身份認證業務和線上／線下數字支付系統及解決方案開發業務能夠互相補足，有利於本集團把握中國數字經濟蓬勃發展的機遇。本集團亦會尋找投資其他業務的機會，以期補足現有業務或進一步擴大收入來源。

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，二零二一年六月十一日

Management Discussion and Analysis

管理層討論及分析

INDUSTRY OVERVIEW

For the financial year ended 31 March 2021 (the “**Reporting Period**”), the novel coronavirus pneumonia pandemic and the United States of America (the “**United States**”) government’s sanctions against and restrictions on certain technology companies from the People’s Republic of China (the “**PRC**” or “**China**”) made the operating environment difficult for information system solution industry in China.

Nevertheless, the pandemic turned out to have a silver lining for certain sectors of the information system solution industry — social distancing required for the combat against the disease added impetus to a growing trend for people to switch over to online means of getting things done from the conventional offline methods. Online daily activities such as online shopping, “remote office”, “paperless office” and electronic signature were gaining traction at a faster pace during the pandemic. They are also part of the growing digital economy. According to iiMedia Research, a data mining and analysis organization for new economy industries, digital economy was a major driver of China’s economy, accounting for about 35.8% of the country’s gross domestic product in 2020. Specifically, there is huge room for growth in the country’s market for digital identity verification, which plays a key role in enabling online daily activities. This, in turn, means more business opportunities for the industry of electronic signature, which is a key element of digital identity verification. The industry of electronic signature has been growing rapidly in China and the trend was even more pronounced during the pandemic. According to iiMedia Research, the size of China’s market for electronic signature is projected to surge at a compound annual growth rate of more than 30% from RMB10.82 billion in 2020 to RMB25 billion in 2023 (Source: “2020–2021 年中國電子簽名行業發展現狀及趨勢分析” dated 7 March 2021 on iiMedia.cn (艾媒網)). There is huge demand for electronic signature from diverse industries and sectors, including financial service, healthcare, human resources management, property sector, public services and electronic commerce, etc.

According to figures presented at the 3rd Digital China Summit held from 12 to 14 October 2020, there were 5 billion data on the country’s internet-enabled platform for credible identification (CTID) at the time of the event, including those on residents’ identity cards, electronic passports, mainland travel permits, social security cards and civil registration; identity verification through CTID had been conducted more than 3.5 billion times with the daily average of 15 million times for more than 350 institutions in more than 50 sectors and industries, including government administration, public security, internet industry and financial sector, etc. All these have indicated the considerable progress in the development of the country’s digital identity verification.

行業概覽

於截至二零二一年三月三十一日止財政年度(「**報告期間**」)，新型冠狀病毒肺炎疫情肆虐，加上美利堅合眾國(「**美國**」)政府對中華人民共和國(「**中國**」)若干科技公司實施制裁及限制，令中國信息系統解決方案行業的營商環境仍然困難。

然而，疫情也為信息系統解決方案行業的某些領域帶來機會 — 保持社交距離此一防疫措施促使更多人轉而通過電腦網絡處理過往以傳統線下方式處理的事情。線上日常活動如網上購物、「遠程辦公」、「無紙化辦公」及電子簽署於疫情期間更快地普及。這些線上活動亦是不斷發展的數字經濟的組成部分。根據一家新興經濟行業數據挖掘及分析機構艾媒諮詢的數據，數字經濟是中國經濟增長的主要驅動力，佔二零二零年中國國內生產總值約35.8%。在此趨勢中，數字身份驗證於線上日常活動中起着關鍵作用，在國內市場有巨大的增長空間；而電子簽署為數字身份驗證的關鍵要素，所以電子簽署行業將有更多的商機。電子簽署行業在中國發展迅速，此趨勢在疫情期間尤為顯注。根據艾媒諮詢的數據，中國電子簽署市場規模預計將以超過30%的複合年均增長率從二零二零年的人民幣108.2億元激增至二零二三年的人幣250億元(來源：艾媒網日期為二零二一年三月七日的文章「2020–2021年中國電子簽名行業發展現狀及趨勢分析」)。無論金融服務、醫療、人力資源管理、房地產、公共服務還是電子商務等不同行業皆對電子簽署有巨大需求。

根據二零二零年十月十二日至十四日舉行的第三屆數字中國建設峰會上公佈的數據，國內「互聯網+」可信身份認證(CTID)平台當時的數據總量超過50億條，其中包括居民身份證、電子護照、回鄉證等出入境證件、社會保障卡及戶籍人口的信息；該「互聯網+」可信身份認證平台，已為超過50個領域和行業如政務、公共安全、互聯網行業及金融業等的350多家機構進行了超過35億次身份驗證，日均認證量超過1,500萬次，這也顯示國內數字身份驗證取得了長足的進展。

Management Discussion and Analysis

管理層討論及分析

As to the demand of the end-users of the online/offline payment systems in 2020, the value of the payments processed by non-bank payment institutions through public information technology networks increased by 17.88% to RMB294.56 trillion in the PRC, according to the People's Bank of China. Meanwhile, the number of such payments grew by 14.90% in 2020 to about 827.297 billion in the country.

BUSINESS REVIEW

In order to ride out the challenging operating environment, the Company pressed ahead with its business diversification to broaden its income stream during the Reporting Period. Meanwhile, it also seized the business opportunities in China's booming digital economy. Its efforts in this regard are best illustrated by its move to step up the development of its business of internet electronic identity authentication through its 70%-held Shenzhen CITIC Cyber Security Authentication Co., Ltd. (深圳市中信網安認證有限公司) ("**CITIC Cyber Security**").

The disruptions inflicted by the outbreak of the novel coronavirus pneumonia pandemic accelerated the trend for businesses and consumers to move many of their daily activities online. This helped to fuel the boom in China's digital economy and led to growing demand for internet electronic identity authentication.

CITIC Cyber Security capitalized on the trend by deciding to speed up the development of its business of internet electronic identity authentication, especially the market penetration of eCitizen ("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.

就線上／線下支付系統終端用戶的需求而言，根據中國人民銀行的資料，於二零二零年，中國非銀行支付機構於公共信息技術網絡處理的支付交易額增長17.88%至人民幣294.56萬億元；而相關支付宗數於二零二零年則增長14.90%至約8,272.97億筆。

業務回顧

為渡過艱難的經營環境，本公司在報告期間繼續推動業務多元化以拓寬收入來源。同時，本公司亦把握中國數字經濟蓬勃發展的商機，尤其是透過其持有70%股權的深圳市中信網安認證有限公司（「**中信網安**」）加快發展互聯網電子身份認證業務。

爆發新型冠狀病毒肺炎疫情雖然干擾了日常生活，但也因此而促使了企業及消費者更多地利用電腦網絡處理日常事務的趨勢。這有助於推動中國數字經濟的蓬勃發展，也令互聯網電子身份認證的需求不斷增長。

中信網安在此潮流把握時機，決定加快其互聯網電子身份認證業務的發展，尤其是加快e公民的市場滲透。e公民是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。

Management Discussion and Analysis

管理層討論及分析

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

For CITIC Cyber Security, this breakthrough in business development is built on its past achievements as it had already undertaken projects to apply eCitizen to some banks' financial services and electronic signature and to conduct information verification for some other companies.

During the Reporting Period, CITIC Cyber Security signed three separate contracts 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. 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.

為促進業務的發展，中信網安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，即中國移動通信集團有限公司（「**中國移動集團**」）、中國聯合網絡通信集團有限公司（「**中國聯通集團**」）和中國電信集團有限公司（「**中國電信集團**」），以及北京中盾安信科技發展有限公司（為國有公眾安全技術公司北京中盾安全技術開發公司的全資附屬公司）成立合資公司，此舉是中信網安發展的又一里程碑（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2021年2月10日的公告及日期為2021年5月26日的通函）。該合資公司將定位為數字科技公司，向金融機構、政府部門及企業在網絡安全範疇提供數字化解決方案，將憑藉三家電信營運商的服務能力及客戶基礎，並且善用用戶身份識別模組（SIM）的便捷使用特點和高強的計算及儲存能力，為公眾提供更便捷和安全的登入及交易授權服務。該合資公司計劃首先在交通出行、移動政務及銀行交易等領域引入相關服務。

就中信網安而言，此業務發展的突破是建基於其過去的成就，例如曾經承接數個項目，將e公民應用於若干銀行的金融服務及電子簽署，以及為若干其他公司進行信息驗證等。

於報告期間，中信網安分別簽訂了三份合約，透過網站、應用程式編程接口（API）或終端機為一家證券經紀公司、一家數字憑證認證機構及一家位於中國大陸的全方位服務投資銀行進行信息驗證。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、執行應用集成及運作和維修該系統。

Management Discussion and Analysis

管理層討論及分析

CITIC Cyber Security had earlier signed an agreement with the Shenzhen branch of a PRC-based bank to jointly promote each other's respective services, namely CITIC Cyber Security's internet electronic identity authentication and the bank's financial services in June 2019. Under this agreement, eCitizen would be applied to the bank's financial services. In June 2019, CITIC Cyber Security also reached an agreement with a Shenzhen-based certificate authority to cooperate in combining eCitizen SIM card and digital certificates and in applying the two combined technologies to such fields as electronic signature. In January 2020, CITIC Cyber Security signed a contract to develop and implement on behalf of another PRC-based bank a platform for signing, managing and auditing contracts electronically.

Other businesses that the Group had also diversified into since the Previous Period included subleasing co-working spaces of an office building in Shenzhen to mainly financial technology start-ups; the supply of electrical and electronic components, namely inductors and master control chips; the research on and development of an application for an online learning platform, financial software and related information technology system and solution, and information systems for housing; and the supply and installation of surveillance cameras as part of a security system. During the Reporting Period, the Group also undertook the research and development of various systems or devices, including a navigation and positioning system for unmanned vehicles and aircraft that can be operated in combination with cameras, Global Navigation Satellite System (GNSS) or maps; an intelligent cloud platform system for distant interaction; a cross-platform, high-performance player; a simplified version of an enterprise resource planning (ERP) system; and an information security system with multiple licences for small and medium-sized financial holding companies.

1. Development and construction of unified payment system and platform, and the provision of repair and maintenance services for such system and platform

The Company's wholly-owned subsidiary, Guangzhou YBDS IT Co., Ltd. (廣州韻博信息科技有限公司) ("Guangzhou YBDS"), won a tender in October 2019 for a contract to develop and maintain a unified payment system and platform of the Shenzhen-based subsidiary of a leading telecommunications company for years 2019 to 2021. The system and platform enable mobile wallet users to make mobile payment such as those of phone bills and to redeem consumption points and gift cards. It signed the contract in December 2019. Guangzhou YBDS intends to replicate the unified payment system and platform and then sell them to other units and/or subsidiaries of that leading telecommunications company in 31 provinces in the PRC.

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卡及數字憑證這兩種技術結合，並且應用於電子簽署等範疇。於二零二零年一月，中信網安簽署一份合約，為中國另一家銀行開發以電子方式簽署、管理及審核合約的平台，及令其運作。

本集團於過往期間開展的其他多元化業務包括在位於深圳的一座辦公樓分租共用工作空間，租戶主要為初創的金融科技企業；供應電感器及主控芯片等電氣及電子零部件；研發線上學習平台應用程式、金融軟件及相關信息技術系統與解決方案，和住房信息系統，以及為保安系統供應及安裝監控攝像機。於報告期間，本集團也承接多個系統或儀器的研究和開發工作，牽涉與相機、衛星導航系統(GNSS)或地圖匹配的無人車及無人機導航定位系統、遠程交互智能雲平台系統、跨平台高性能播放器、簡化版企業資源計劃(ERP)系統，以及供中小金融控股公司使用的跨牌照信息安全系統。

1. 開發並構建統一支付系統及平台，並為該系統及平台提供維修及維護服務

於二零一九年十月，本公司的全資附屬公司廣州韻博信息科技有限公司(「廣州韻博」)中標投得一份合約，於二零一九年至二零二一年為一家領先電信公司位於深圳的附屬公司開發及維護統一支付系統及平台。該系統及平台令手機錢包用戶可進行電話賬單等的移動支付以及兌換消費積分及禮品卡。該公司已於二零一九年十二月簽訂該份合約。廣州韻博擬複製此統一支付系統及平台，並將其售予該領先電信公司位於中國31個省份的其他單位及／或附屬公司。

Management Discussion and Analysis

管理層討論及分析

2. Business of office rental which is bundled with information technology services and office administration services in Shenzhen

CITIC Cyber Security started a business of subleasing co-working spaces of an office building in Shenzhen to mainly financial technology start-ups in the Previous Period. The office rental is bundled with its information technology services and some office administration services. During the Reporting Period, it subleased some co-working spaces to 19 more companies, bringing the total number of tenants to 31.

3. Research on and development of an application for online learning platform, financial software and related information technology system and solution, and information systems for housing

During the Previous Period, the Group signed a contract to research on and develop an application for an online learning platform, financial software and related information technology system and solution, and information systems for housing on behalf of an information technology solution provider for the period from 15 October 2019 to 14 October 2020. The information systems for housing include those for a user's application management, property management and leasing management.

4. Supply, installation and testing of surveillance cameras as part of a security system

The Company's another wholly-owned subsidiary, Shenzhen YBDS IT Co., Ltd. (深圳市韻博信息科技有限公司) ("Shenzhen YBDS") supplied, installed and tested surveillance cameras as part of a security system on behalf of a company that develops and trades in security alarms, security cameras and home surveillance equipment, and other electronic products during the Reporting Period.

5. Development and implementation of a platform for electronically signing, managing and auditing contracts

In January 2020, CITIC Cyber Security signed a contract to develop and implement on behalf of a PRC-based bank a platform for signing, managing and auditing contracts electronically. The contract was completed in March 2021. It also signed a contract in March 2020 to supply information technology equipment to that bank to enable the said platform and it had finished the contract during the first quarter ended 30 June 2020.

2. 於深圳從事辦公室租賃業務，輔以信息技術服務及辦公室行政服務

於過往期間，中信網安已在位於深圳的一座辦公樓開始分租共用工作空間的業務，租戶主要為初創的金融科技企業。該辦公室租賃業務連帶中信網安所提供的信息技術服務及若干辦公室行政服務。於報告期間，中信網安分租若干共用工作空間予多十九家公司，租戶總數增至三十一個。

3. 研發線上學習平台應用程式、金融軟件及相關信息技術系統與解決方案，以及住房信息系統

於過往期間，本集團簽訂了一份合約，於二零一九年十月十五日至二零二零年十月十四日為一家信息技術解決方案供應商研發線上學習平台應用程式、金融軟件及相關信息技術系統與解決方案，以及住房信息系統。該等住房信息系統包括用戶的應用程式管理信息系統、物業管理信息系統和租房管理信息系統。

4. 為保安系統供應、安裝及測試監控攝像機

於報告期間，本公司另一家全資附屬公司深圳市韻博信息科技有限公司（「深圳韻博」）為一間開發及買賣保安警報器、保安攝像機、家用監控設備及其他電子產品的公司的一個保安系統供應、安裝及測試監控攝像機。

5. 開發以電子方式簽署、管理及審核合約的平台，並令其運作

於二零二零年一月，中信網安簽署一份合約，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。該合約已於二零二一年三月完成。於二零二零年三月亦訂立一份合約，向該銀行提供信息技術設備以啟用該平台，並已於截至二零二零年六月三十日止第一季度完成該份合約。

Management Discussion and Analysis

管理層討論及分析

6. Conducting information verification for other companies

During the third quarter of the Reporting Period ended 31 December 2020, CITIC Cyber Security signed two separate contracts to conduct information verification for a securities brokerage and a certificate authority through websites, application programming interface (API) or terminals. Previously, it signed an agreement with a Shenzhen-based information technology system developer in June 2020 to conduct information verification on behalf of a mainland China-based full-service investment banking enterprise.

7. Construction of a unified digital authentication system, application integration and operation and maintenance of the system

In July 2020, CITIC Cyber Security signed a contract to build a unified digital authentication system, carry out application integration and operate and maintain such system for an information technology subsidiary of a China-based transportation infrastructure design and construction firm. CITIC Cyber Security provided both services and hardware for its client.

PROSPECT

The Group will continue its two-pronged strategy for business development. On one hand, it will further the development of its majority-owned internet electronic identity authentication firm CITIC Cyber Security as part of its business diversification drive. The move not only can broaden the Group's income stream to help it ride out the difficult operating environment but also enables it to take advantage of China's booming digital economy to a greater extent. On the other hand, the Group will continue to cooperate with various types of businesses in constructing an ecosystem of online/offline digital payments in which comprehensive, online shopping platforms are connected to digital payment systems for public utilities with a technology for unified communications.

6. 為其他公司進行信息驗證

於截至二零二零年十二月三十一日止報告期間的第三季度，中信網安分別簽訂了兩份合約，透過網頁、應用程式編程接口 (API) 或終端機為一家證券經紀公司及一家數字憑證認證機構進行信息驗證。在此之前，中信網安於二零二零年六月已與深圳一家信息技術系統開發商簽訂協議，為中國大陸一家全方位服務投資銀行進行信息驗證。

7. 構建統一數字認證系統、執行應用集成及運作和維修該系統

於二零二零年七月，中信網安簽署一份合約，為中國一家交通運輸基礎設施設計及建造公司旗下的信息技術附屬公司建設統一數字認證系統、執行應用集成及運作和維修該系統。中信網安已向該客戶提供服務及硬件。

前景

本集團將繼續其雙管齊下的業務發展策略：一方面將業務多元化，尤其是進一步發展其所控股的互聯網電子身份核驗公司中信網安的業務，此舉不僅可擴大本集團的收入來源，以助其渡過艱難的經營環境，亦可使其在更大程度上在中國蓬勃發展的數字經濟中把握機遇；另一方面，將繼續與各行各業合作，構建線上／線下數字支付生態系統，讓綜合線上購物平台借助統一通信技術連接至公用事業公司的數字支付系統。

Management Discussion and Analysis

管理層討論及分析

The rapid advancement of information and communications technology has contributed to the boom in China's digital economy and has given rise to countless possibilities for many sectors and industries. Financial technology and China's national digital currency DCEP (Digital Currency Electronic Payment) in particular are cases in point. To support the country's ongoing industrial upgrading and transformation, the Chinese government is committed to building a new type of infrastructure for such industries as information technology and telecommunications. The upgraded infrastructure will also serve to facilitate the further development of the market for online/offline payment which, in turn, will also generate more demand for internet electronic identity authentication. The latter can help prevent the leakage of personal data and the theft of personal identity in online transactions and payments. Therefore, there is synergy between the Group's internet electronic identity authentication business and its mainstay business of developing systems and solutions for online/offline digital payment.

The Group will cooperate closely with China's three major telecommunications carriers, namely China Mobile Group, China Unicom Group and China Telecom Corporation, and leverage their huge telecommunications networks, well-developed telecommunications infrastructure, immense sales channels and extensive market coverage to provide digital solutions for financial institutions, government departments and enterprises. It will also render digital services such as information verification, electronic signature and transaction security as part of digital solutions to both the public and enterprises. Such services can, for example, make transportation more convenient and enhance financial transaction security. The Group will further develop the digital technology business with the aim of increasing its revenue and profit.

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.

信息及通信技術進步一日千里，推動了中國數字經濟的蓬勃發展，並為許多領域及行業帶來無數機會，例如金融科技，尤其是中國的國家數字貨幣（數字貨幣電子支付）（DCEP）等。為支持國內的產業升級及轉型，中國政府致力為信息科技及電信等行業建設新型基礎設施。升級後的基礎設施亦將能促進線上／線下支付市場發展，繼而產生更多對互聯網電子身份核驗的需求。在線上交易及支付過程中，互聯網電子身份核驗有助防止個人資料洩露和個人身份被盜用。因此，本集團的互聯網電子身份認證業務與其線上／線下數字支付系統及解決方案開發此一主營業務具有協同效應。

本集團將會加強與中國移動集團、中國聯通集團及中國電信集團此三大電信營運商的合作，憑藉他們龐大的電信網絡及完備的通訊基礎設施、宏闊的銷售渠道，以及廣大的市場覆蓋範圍等優勢，為金融機構、政府部門及企業提供數字化解決方案的技術支持，也提供信息驗證、電子簽署及交易安全等便捷的數字化服務，例如為公眾及企業提供便利市民交通出行及加強金融交易安全等的數字化解決方案，進一步發展數字科技業務，從而增加收入和利潤。

流動資金、財務資源及資本結構

本公司於二零一三年八月五日已透過一項認購事項（「**認購事項**」）籌集所得款項淨額約100,000,000港元，方式為按每股本公司普通股0.225港元的認購價向Happy On Holdings Limited（「**Happy On**」）發行450,000,000股本公司普通股。緊隨認購事項完成後，Happy On持有987,888,771股本公司股份，相當於本公司已發行股本總額約72.83%。

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As stipulated in the circular of the Company dated 11 July 2013, such proceeds were to be applied in (i) paying and contributing to the registered capital, increased registered capital and further investment in Guangzhou YBDS and Beijing YBDS IT Co., Ltd.* (北京韻博港信息科技有限公司) (“Beijing YBDS”), the two indirect wholly-owned subsidiaries of the Company, especially for Beijing YBDS in order to meet the minimum capital threshold requirement when submitting bids for the proposed projects offered by relevant telecommunications service providers in the PRC; and (ii) general working capital of the Company.

During the year ended 31 March 2015, the Company applied approximately HK\$19,785,000 of the proceeds to pay up the outstanding remaining increased registered capital of Guangzhou YBDS. As the Company acquired China Mobile Payment Technology Group Company Limited (“China Mobile Payment”) 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 de-registered on 17 June 2016. As stated in the announcement dated 23 December 2014, the part of proceeds of approximately HK\$45.5 million originally earmarked for Beijing YBDS’ registered capital and the capital increase, together with the remaining balance of the proceeds were then added to the Company’s capital for new potential projects and general working capital purposes.

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

FINANCIAL REVIEW

During the Reporting Period, the Group recorded a revenue of approximately HK\$41,242,000, representing an increase of approximately 55% when compared with that in the Previous Period of approximately HK\$26,556,000.

Profit attributable to owners of the Company for the Reporting Period was approximately HK\$16,703,000 compared with loss attributable to owners of the Company of approximately HK\$26,710,000 for the Previous Period.

SEGMENTAL INFORMATION

Business segments

During the Reporting Period, when compared with the Previous Period, revenue generated from hardware sales increased by approximately 44%, while revenue from services increased by approximately 68%.

按本公司日期為二零一三年七月十一日之通函所規定，該等所得款項乃撥作下列用途：(i)對本公司兩間間接全資附屬公司廣州韻博及北京韻博港信息科技有限公司(「北京韻博」)(尤其是北京韻博)的註冊資本進行注資、增資及作進一步投資，以就中國相關電信服務供應商所推出的建議項目遞交標書時，可符合最低資本限額之規定；及(ii)本公司的一般營運資金。

截至二零一五年三月三十一日止年度，本公司已將所得款項中約19,785,000港元用於繳足廣州韻博增加註冊資本的尚未償還餘額部分。由於本公司於二零一四年十二月二十三日已收購中國支付科技集團有限公司(「中國支付科技」)(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。

財務回顧

於報告期間，本集團錄得收益約41,242,000港元，較過往期間約26,556,000港元增加約55%。

於報告期間，本公司擁有人應佔溢利約為16,703,000港元，而過往期間本公司擁有人應佔虧損則約為26,710,000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增加約44%，而服務之收益較過往期間則增加約68%。

Management Discussion and Analysis

管理層討論及分析

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 2021, the shareholders' funds of the Group amounted to approximately HK\$28,413,000. Current assets were approximately HK\$56,525,000, mainly comprised of cash and cash equivalents of approximately HK\$18,847,000, financial assets at fair value through profit or loss of approximately HK\$28,623,000 and trade and other receivables of approximately HK\$8,830,000. Current liabilities mainly comprised trade and other payables of approximately HK\$34,349,000. The net asset value per share was approximately HK\$0.018. 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 1.54:1 (as at 31 March 2020: 0.8:1).

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.

CONTINGENT LIABILITIES

As at 31 March 2020, details of contingent liabilities are included in note 30 to the Consolidated Financial Statements of this Annual Report.

As at 31 March 2021, the Group had no material contingent liabilities.

CHARGES ON THE GROUP'S ASSETS

As at 31 March 2021 and 2020, the Group had no charges on the Group's assets.

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

於二零二一年三月三十一日,本集團之股東資金約達28,413,000港元。流動資產約為56,525,000港元,主要包括現金及現金等價物約18,847,000港元、按公平值計入損益的金融資產約28,623,000港元以及貿易及其他應收款項約8,830,000港元。流動負債主要包括貿易及其他應付款項約34,349,000港元。每股資產淨值約為0.018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1.54:1(於二零二零年三月三十一日:0.8:1)。

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。

或然負債

於二零二零年三月三十一日,有關或然負債的詳情載於本年報的綜合財務報表附註30。

於二零二一年三月三十一日,本集團並無重大或然負債。

本集團之資產抵押

於二零二一年及二零二零年三月三十一日,本集團並無抵押其資產。

Management Discussion and Analysis

管理層討論及分析

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2021, the Group had 27 employees (including 6 Directors). (31 March 2020: 45 employees (including 5 Directors)). The total remuneration paid to employees, including Directors, for the Reporting Period was approximately HK\$10,120,000 (Previous Period: HK\$16,942,000). 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.

SIGNIFICANT INVESTMENTS

Save as disclosed in the "Prospect" section above, the Group had no significant investments during the Reporting Period.

ANNUAL GENERAL MEETING

The forthcoming annual general meeting of the Company (the "2021 Annual General Meeting") will be held on Monday, 2 August 2021 at 2 p.m. at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining shareholders' entitlement to attend and vote at the 2021 Annual General Meeting to be held on Monday, 2 August 2021, the register of members of the Company will be closed from Wednesday, 28 July 2021 to Monday, 2 August 2021, 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, Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 27 July 2021.

僱員及薪酬政策

於二零二一年三月三十一日，本集團聘用27名僱員（包括6名董事）（二零二零年三月三十一日：45名僱員（包括5名董事））。於報告期間，支付予僱員（包括董事）之薪酬總額約為10,120,000港元（過往期間：16,942,000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。

重大投資

於報告期間，除上文「前景」一節所披露者外，本集團概無任何重大投資。

股東週年大會

本公司將於二零二一年八月二日（星期一）下午兩時正假座香港灣仔港灣道18號中環廣場35樓雷格斯會議中心舉行應屆股東週年大會（「二零二一年股東週年大會」）。

暫停辦理股份過戶登記

為釐定股東出席將於二零二一年八月二日（星期一）下午兩時正舉行之二零二一年股東週年大會及於會上投票之權利，本公司將於二零二一年七月二十八日（星期三）至二零二一年八月二日（星期一）（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二零二一年七月二十七日（星期二）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（地址為香港灣仔皇后大道東183號合和中心54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 and Corporate Governance Report (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 financial year ended 31 March 2021 (the “**Reporting Period**”) except for the deviations from Code Provisions A.1.8 and A.2.1 of the Code as explained as follows:

Code Provision A.1.8

Code Provision A.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

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate.

The executive Directors, namely, Mr. Cai Dan, Mr. Wang Xiaoqi and Mr. Ho Yeung focus 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及企業管治報告(「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條及第A.2.1條外，本公司於截至二零二一年三月三十一日止財政年度(「報告期間」)已遵守守則之守則條文：

守則條文第A.1.8條

守則條文第A.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

守則條文第A.2.1條規定，主席及行政總裁之職務應予區分。

執行董事蔡丹先生、王曉琦先生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 OF 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 current 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 (Appointed on 1 March 2021)

Independent Non-Executive Directors:

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

董事進行證券交易之標準守則

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，全體現任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(於二零二一年三月一日獲委任)

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：

| | | Attendance/ Number of Board meetings held during the Reporting Period 出席次數/ 於報告期間 舉行之 董事會會議次數 | Attendance/ Number of general meetings held during the Reporting Period 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 | 4/4 | 1/1 |
| Mr. Ho Yeung | 何洋先生 | 4/4 | 1/1 |
| Mr. Cai Dan (Appointed on 1 March 2021) | 蔡丹先生 (於二零二一年三月一日獲委任) | -/- | -/- |
| 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 | 4/4 | 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持續監控及檢討其成效。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不被計入法定人數內。

Corporate Governance Report

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Appointment, Re-election and Removal of Directors

According to the Company's articles of association, 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.

According to Code Provision A.4.1 of the Code, non-executive Directors should be appointed for a specific term of service, subject to re-election.

Mr. Wang Xiaoqi 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 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 another three years commencing on 1 June 2020. 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 was appointed as an executive Director with effect from 1 March 2021. Mr. Cai presently does not have a fixed term of service with the Company and will hold office until the next following annual general meeting of the Company and shall then be eligible for re-election in accordance with the articles of association of the Company. The remuneration of Mr. Cai is determined with reference to his qualifications, experience and duties and responsibilities in the Group and prevailing market conditions.

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. His term of office is subject to retirement by rotation and re-election in accordance with the Company's articles of association.

董事之委任、重選連任及罷免

根據本公司之組織章程細則，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。

根據守則之守則條文第A.4.1條，非執行董事應按特定服務年期獲委任，可重選連任。

王曉琦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值退任及重選連任。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。

蔡丹先生自二零二一年三月一日起獲委任為執行董事。蔡先生現時並無與本公司訂立固定服務年期，並將留任直至本公司下屆股東週年大會為止，屆時將符合資格根據本公司組織章程細則重選連任。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。

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。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。

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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 renewed his letter of appointment with the Company for a term of another three years commencing on 1 June 2020. 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 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 2022, 31 May 2023 and 2 April 2024.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 stipulated that the roles of chairman and chief executive officer should be separate.

The executive Directors, namely, Mr. Wang Xiaoqi, Mr. Ho Yeung and Mr. Cai Dan focus 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.

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，並已與本公司重續委任函，自二零二零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值退任及重選連任。

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二零二二年五月十六日、二零二三年五月三十一日及二零二四年四月二日。

主席及行政總裁

守則條文第A.2.1條規定，主席及行政總裁之職務應予區分。

執行董事王曉琦先生、何洋先生及蔡丹先生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。

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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.

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:

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。

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：

**Attendance/
Number of
Audit Committee
meetings held during
the Reporting Period**
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 | 4/4 |

Corporate Governance Report 企業管治報告

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 2 December 2013 in accordance with Rules 5.34 to 5.36 of the GEM Listing Rules and the requirements set out under Code Provisions.

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.

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:

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二日採納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。

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：

**Attendance/
Number of
Remuneration
Committee
meetings held during
the Reporting Period**
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 |

Corporate Governance Report

企業管治報告

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

- 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.

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.

Currently, the Nomination 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 Nomination Committee.

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.

Pursuant to Code Provision A.5.6, 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.

執行董事及(如合適)獨立非執行董事之薪酬政策如下：

- 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。

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，提名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。謝宇軒先生為提名委員會現任主席。

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。

根據守則條文第A.5.6條，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。

本公司確認及理解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。

Corporate Governance Report

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

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 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.

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主要原則，以致力提升本公司的企業管治水平。

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

董事會主要負責履行以下企業管治職能：

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

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.

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。

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DIRECTORS' TRAINING

According to the Code Provision A.6.5, 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，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、尋找培訓及為合適之培訓提供資金。

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 出席或參加與本集團業務/董事職責有關之法規及法例課程/研討會/會議/工作坊 | Reading materials relating to rules and regulations and discharge of directors' duties and responsibilities 閱讀有關法規及法例及履行董事職責及責任之材料 |
|--|-------------------------|---|---|
| Executive Directors | 執行董事 | | |
| Mr. Wang Xiaoqi | 王曉琦先生 | ✓ | ✓ |
| Mr. Ho Yeung | 何洋先生 | ✓ | ✓ |
| Mr. Cai Dan (Appointed on 1 March 2021) | 蔡丹先生 (於二零二一年三月一日獲委任) | ✓ | ✓ |
| Independent Non-Executive Directors | 獨立非執行董事 | | |
| 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 | ✓ | ✓ |

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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.

CHANGE IN AUDITOR IN PRECEDING 3 YEARS

As disclosed in the announcement of the Company dated 14 April 2020 in relation to the change of auditor, Grant Thornton Hong Kong Limited resigned as the auditor of the Company with effect from 14 April 2020. On the same date, Prism CPA Limited (“**Prism**”) had been appointed as the auditor of the Company.

AUDITOR'S REMUNERATION

The consolidated financial statements of the Company for the Reporting Period were audited by Prism 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 auditor 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 auditor, Prism, in respect of their audit and non-audit services was as follow:

Type of Services

服務類別

| | |
|--------------------|-------|
| Audit services | 審核服務 |
| Non-audit services | 非審核服務 |
| Total | 總計 |

HK\$'000

千港元

450

100

550

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。

於過往三年更換核數師

誠如本公司日期為二零二零年四月十四日內容有關更換核數師的公告所披露，致同(香港)會計師事務所有限公司已辭任本公司核數師，自二零二零年四月十四日起生效。於同日，栢淳會計師事務所有限公司(「**栢淳**」)獲委任為本公司核數師。

核數師薪酬

於報告期間，本公司綜合財務報表經由栢淳審核，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，將重新委任栢淳為本公司之核數師，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淳之酬金如下：

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。

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.

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;

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結論。

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。

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：

- 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；

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- 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.

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;

- 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。

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；

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- 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.
- 期內任何時候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，該等後果或情況為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上市規則合規的程序的有效性。

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 and the scope of review agreed and approved by the Audit Committee.

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.

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。

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。

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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.

DIRECTORS' AND AUDITOR'S ACKNOWLEDGEMENT

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

The auditor 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 auditor of the Company.

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得以改善。

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就於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就續聘本公司核數師並無分歧。

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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 1403, 14/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.

INVESTOR RELATIONS

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/>).

There are no significant changes in the Company's memorandum and articles of association during the Reporting Period.

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主要營業地址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14樓1403室。

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。

投資者關係

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

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。

Environmental, Social and Governance Report

環境、社會及管治報告

PRINCIPLES

The Company is pleased to present its environmental, social and governance report (the **"Report"**) for the year ended 31 March 2021, with an aim to demonstrate its efforts on sustainability developments to both internal and external stakeholders.

This Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix 20 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited. The Report primarily highlights the Group's major initiatives and activities implemented from 1 April 2020 to 31 March 2021 (the **"Year"**) for the three environmental aspects and the eight social aspects.

The Company and its subsidiaries (the **"Group"**) is committed to the long-term sustainability of its business, as well as providing support to environmental protection and the communities in which it operates. Quality products and services are delivered to customers, and their business is managed prudently under sound decision-making processes. Dialogue is maintained with stakeholders such as shareholders, customers, employees, suppliers, creditors, regulators and the general public. The Group seeks to balance the views and interests of these stakeholders through constructive conversation with a view to setting the course for long-term prosperity. The board of directors (the **"Board"**) is responsible for evaluating and determining the environmental, social and governance (**"ESG"**) risks of the Group, and ensuring that relevant risk management and internal control systems are in place and operate effectively.

The Group is principally engaged in the provision of system integration services and other value-added technical consultation services and hardware-related business. The Group has also expanded into the People's Republic of China (the **"PRC"**) 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 for group companies in Hong Kong and has an office located in Hong Kong (the **"Hong Kong office"**).

宗旨

本公司欣然提呈截至二零二一年三月三十一日止年度之環境、社會及管治報告(「**本報告**」)，旨在向內部及外部持份者展示其就可持續發展所作出的努力。

本報告乃遵照香港聯合交易所有限公司GEM證券上市規則附錄二十所載之環境、社會及管治報告指引而編製。本報告主要重點說明本集團於二零二零年四月一日至二零二一年三月三十一日(「**年內**」)就三個環境範疇及八個社會範疇所實施的主要措施及活動。

本公司及其附屬公司(「**本集團**」)致力維持其業務的長遠可持續發展，以及為環境保護及營運所在的社區提供支援。本集團審慎管理業務，並依循合理的決策程序，為客戶提供優質的產品及服務。本集團與持份者(包括股東、客戶、僱員、供應商、債權人、監管機構及公眾)保持緊密聯繫，並透過具建設性的溝通，努力平衡該等持份者的意見和利益，以達致長遠的蓬勃發展。董事會(「**董事會**」)負責評估及釐定本集團的環境、社會及管治(「**環境、社會及管治**」)風險，並確保相關風險管理及內部監控系統適當及有效運作。

本集團主要從事提供系統集成服務及其他增值技術顧問服務以及硬件相關業務。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集團公司融資及提供支薪及行政服務，並於香港設有辦事處(「**香港辦事處**」)。

Environmental, Social and Governance Report

環境、社會及管治報告

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. All two subsidiaries are located at a Shenzhen office (the “**Shenzhen office**”).

Echo with the mission of developing digital economy raised by President Xi Jinping, the Group is devoted to the establishment of a credible network system. During the Year, CITIC Cyber Security, one of our subsidiaries, was recognised by the Zhongguancun Anxin Network Identity Authentication Industry Alliance (“**OIDAA**”) as the “2020 OIDAA Alliance Excellent Member Unit” and the “2020 OIDAA Alliance Special Contribution Award” during the “New Era and New Infrastructure OIDAA 2020 Annual Alliance Member Conference”.

This Report will focus on the environmental and social aspects of Hong Kong office and Shenzhen office. For information about the Group’s corporate governance structure and other relevant information, please refer to the Corporate Governance Report in this Annual Report.

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.

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。該兩間附屬公司均位於深圳辦事處(「**深圳辦事處**」)。

為配合習近平主席提出的發展數碼經濟的使命，本集團致力建立可靠的網絡系統。年內，我們的附屬公司之一中信網安於「新時代及新基建OIDAA二零二零年度聯盟成員大會」(New Era and New Infrastructure OIDAA 2020 Annual Alliance Member Conference)中獲中關村安信網絡身份認證產業聯盟(「**OIDAA**」)認可為「二零二零年OIDAA聯盟優秀成員單位」(2020 OIDAA Alliance Excellent Member Unit)及「二零二零年OIDAA聯盟特別貢獻獎」(2020 OIDAA Alliance Special Contribution Award)。

本報告將以香港辦事處及深圳辦事處的環境及社會範疇為重心。有關本集團企業管治架構的資料及其他相關資料，請參閱本年報的「企業管治報告」。

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, government and regulatory bodies, employees, customers, suppliers as well as the 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：

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

Environmental, Social and Governance Report

環境、社會及管治報告

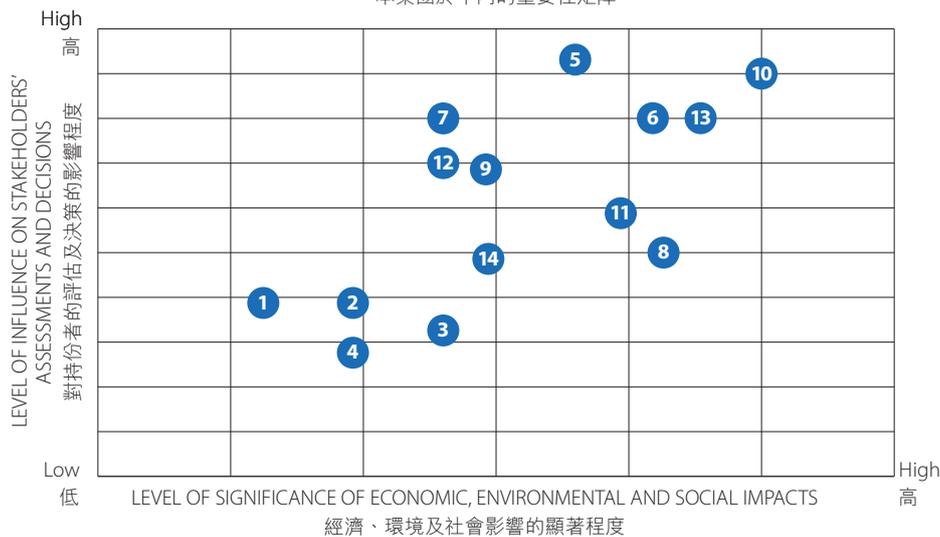
MATERIALITY ASSESSMENT

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 during the Year
本集團於年內的重要性矩陣



| Environmental | 環境 | Employment and labour practices | 僱傭及勞工慣例 | Operating practices | 經營常規 |
|------------------------------------|------------------|----------------------------------|---------|--------------------------------|--------|
| 1 Greenhouse Gas ("GHG") Emissions | 溫室氣體 (「溫室氣體」) 排放 | 5 Employee Benefits | 僱員福利 | 9 Supply Chain Management | 供應鏈管理 |
| 2 Wastes Management | 廢棄物管理 | 6 Equal Opportunity | 平等機會 | 10 Customer Satisfaction | 客戶滿意度 |
| 3 Energy Consumption | 能源消耗 | 7 Occupational Health and Safety | 職業健康及安全 | 11 Customer Privacy Protection | 保障客戶隱私 |
| 4 Water Consumption | 水資源消耗 | 8 Training and Development | 培訓及發展 | 12 Anti-corruption | 反貪污 |
| | | | | 13 Corporate Governance | 企業管治 |
| | | | | 14 Community Investment | 社區投資 |

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL Emissions

The Group has introduced environmental protection awareness into its day-to-day operations. Employees are encouraged to minimise the energy consumption and paper wastage. Various sustainable development measures have been adopted to address environmental responsibilities, including (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; (iii) paperless office initiatives to reduce paper usage; and (iv) promotion on switching 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. In addition, the Group has encouraged green office concept and promoted the 3R concept, i.e. Reduce, Reuse and Recycle. It has actively reminded its employees the prevention of environmental pollution and encouraged waste reduction.

During the Year, the major sources of GHG emissions included purchased electricity (Scope 2) and paper waste disposal (Scope 3). Total GHG emissions compared to that in 2020 has decreased by 24.97%.

There was no hazardous waste produced from the operations of Hong Kong office and Shenzhen office. The Group's major non-hazardous waste produced from the operations of these two offices was office paper.

As the Group does not consume a significant volume of water in its business activities, our 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. The data on water consumption and corresponding water conservation measures will be described in the section headed "Use of Resources".

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

Exhaust Gas Emissions

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

環境 排放物

本集團已於日常營運中灌輸環保意識，鼓勵僱員盡量減少消耗能源及浪費紙張，並已採納多項可持續發展措施以承擔環境責任，包括(i)制定有效使用資源之一般指引；(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；(iii)無紙辦公計劃以減少紙張使用；及(iv)推廣在使用房間後關閉照明設備，以減低用電量。本集團致力持續改善該等措施的推行方式。此外，本集團亦鼓勵綠色辦公概念及推廣3R概念(即減少使用、廢物重用及循環再造)。本集團積極提醒僱員防止環境污染及鼓勵減少用水。

於年內，溫室氣體排放的主要來源包括外購電力(範圍2)及廢紙棄置(範圍3)。溫室氣體排放總量比二零二零年減少了24.97%。

香港辦事處及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。

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。有關用水量的數據和相應的節水措施將在「資源使用」一節中描述。

本集團年內排放的主要環境績效指標如下表所示：

廢氣排放

鑑於本集團並無擁有任何汽車或燃燒化石燃料的設施，故並無產生廢氣排放(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

| Indicator 指標 | Unit 單位 | 2021 二零二一年 | 2020 二零二零年 |
|--|--|---------------|---------------|
| Direct GHG emissions (Scope 1) (Note 1) 直接溫室氣體排放量(範圍1)(附註1) | Kilogram of carbon dioxide equivalent ("Kg CO ₂ e") 公斤二氧化碳當量 (「公斤二氧化碳當量」) | N/A | N/A |
| Energy indirect emissions from electricity consumption (Scope 2) 用電所產生的能源間接排放量(範圍2) | Kg CO ₂ e | 23,721.01 | 31,304.29 |
| Other indirect emissions from water consumption and disposal of paper waste at landfills (Scope 3) (Note 2) 用水及於堆填區處置廢紙的其他間接排放量(範圍3)(附註2) | Kg CO ₂ e | 370.46 | 806.35 |
| Total GHG emissions 溫室氣體排放總量 | Kg CO ₂ e | 24,091.47 | 32,110.64 |
| Intensity of GHG emissions per square meter of floor area (Note 3) 每平方米樓面面積的溫室氣體排放量密度(附註3) | Kg CO ₂ e/square meter ("m ² ") 公斤二氧化碳當量/平方米 (「平方米」) | 13.22 | 17.72 |

Note 1: Since the Group does not own any vehicles or facilities that involve fossil fuels combustion, no direct GHG emission is generated.

附註1: 鑑於本集團並無擁有任何汽車或燃燒化石燃料的設施，故並無產生直接溫室氣體排放。

Note 2: As the water supply and drainage facilities of our 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.

附註2: 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。

Note 3: As at 31 March 2021 and 31 March 2020, total floor area of offices included in the reporting scope were 1,822.00 m² and 1,812.44 m² respectively. These data are used for other intensity calculation as well.

附註3: 於二零二一年三月三十一日及二零二零年三月三十一日，計入報告範圍內的辦事處總樓面面積分別為1,822.00平方米及1,812.44平方米。有關數據亦用作計算其他密度。

Wastes

廢棄物

| Indicator 指標 | Unit 單位 | 2021 二零二一年 | 2020 二零二零年 |
|---|-----------------------------|---------------|---------------|
| 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 | N/A |
| Intensity of hazardous wastes produced per square meter of floor area 每平方米樓面面積產生的有害廢棄物密度 | kg/m ² | N/A | N/A |
| Non-hazardous wastes produced in total (Note 2) 所產生無害廢棄物總量(附註2) | kg 公斤 | 77.18 | 120.80 |
| Intensity of non-hazardous wastes 無害廢棄物密度 | kg/m ² 公斤/平方米 | 0.04 | 0.07 |

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，包括化學廢物、醫療廢物及有害化學物質。

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一辦公室紙張。

Environmental, Social and Governance Report

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During the Year, the Group was not aware of any material non-compliance with the relevant laws and regulations that have a significant impact relating to air and GHG emissions, discharges into water and land, generation of hazardous and non-hazardous waste. Relevant laws and regulations include but are not limited to Environmental Protection Law of the People's Republic of China, Water Pollution Prevention and Control Law of the People's Republic of China and Atmospheric Pollution Prevention and Control Law of the People's Republic of China as well as Air Pollution Control Ordinance and Water Pollution Control Ordinance of Hong Kong. In addition, no fine or non-monetary sanction for non-compliance with relevant laws and regulations had been reported in the Year.

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 resources conservation and achieving efficient utilisation of resources.

As mentioned in the above "Emissions" section, the Group has several policies to minimise the electricity consumed by the employees. The Group has required its employees to switch off the 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"). Water efficiency initiatives have also 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. With such measures adopted, employees' awareness on energy and water conservation has been enhanced.

During the Year, the Group consumed electricity at offices as its only energy source.

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

Due to the geographical location of the Group's offices, the Group does not encounter any issue in sourcing water that is fit for purpose.

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並有重大影響的情況。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》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》及香港《空氣污染管制條例》及《水污染管制條例》。此外，年內亦沒有接獲報告因違反相關法律及法規而遭受罰款或非貨幣制裁之情況。

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。

誠如上文「排放物」一節所述，本集團已制定若干政策以盡量減少僱員的用電量。本集團要求僱員在下班時關閉設備，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」）。本集團亦推廣用水效益計劃，提醒僱員檢查供水設備，在不用水時關緊水龍頭，並於出現漏水或其他損壞情況時立即安排維修。在採取有關措施後，僱員對節能節水的意識有所提升。

於年內，本集團的辦事處消耗電力作為我們的唯一能源來源。

由於本集團的業務運營不涉及生產過程，因此本集團並無消耗任何包裝材料。

鑑於本集團辦公室的地理位置，本集團在取用適用水源方面並無面臨任何問題。

Environmental, Social and Governance Report

環境、社會及管治報告

Relevant consumptions from operation

營運產生的相關消耗

| Indicator 指標 | Unit 單位 | 2021 二零二一年 | 2020 二零二零年 |
|--|---|---------------|---------------|
| Electricity consumption in total 總用電量 | kWh 千瓦時 | 31,446.00 | 37,981.15 |
| Intensity of electricity consumption 用電量密度 | kWh/m ² 千瓦時/平方米 | 17.26 | 20.96 |
| Water consumption in total (Note 1) 總用水量(附註1) | Cubic metre ("m ³ ") 立方米(「立方米」) | N/A 不適用 | 363.00 |
| Intensity of water consumption 用水量密度 | m ³ /m ² 立方米/平方米 | N/A 不適用 | 0.20 |

Note 1: As the water supply and drainage facilities of our offices in PRC and Hong Kong are managed by the property management company, the Group did not have water consumption record during the Year.

附註1：由於本公司位於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，因此本集團於年內並無用水量記錄。

The Environment and Natural Resources

Despite that there is no significant impact on the environment and natural resources from the operations, 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 in 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.

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，本集團致力透過定期對洗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。

Environmental, Social and Governance Report

環境、社會及管治報告

EMPLOYMENT AND LABOUR PRACTICES

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.

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 (Cap. 57) 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 Hong Kong and Shenzhen offices 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 Mainland China, 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.

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.

僱傭及勞工常規

僱傭

招聘

本集團已建立一個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。

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》第57章及《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約。

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。就中國內地僱員而言，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。

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。

Environmental, Social and Governance Report

環境、社會及管治報告

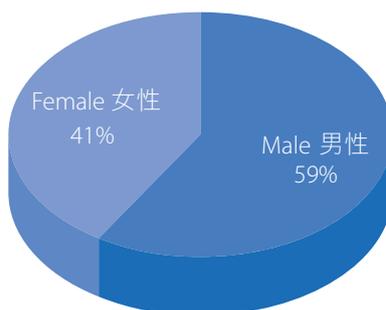
During the Year, the Group was not aware of any material non-compliance with the relevant laws and regulations that have a significant impact relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits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

As at 31 March 2021, the Group had 27 employees (including 6 Directors), of which 26 of them were full-time employees and 1 of them was part-time employee. The distribution of workforce classified by different categories is as follows:

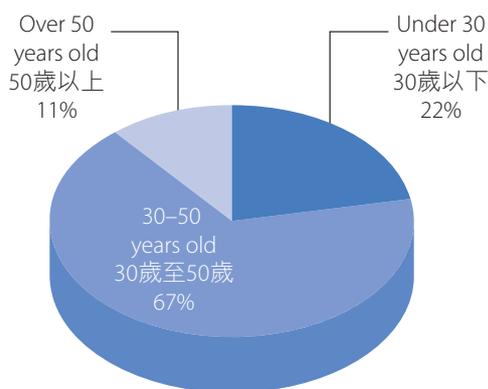
於年內，本集團並不知悉任何重大違反有關賠償及解僱、招聘及晉升、工作時數、休息時間、平等機會、多元化、反歧視及其他福利的法律及法規並有重大影響的情況。相關法律及法規包括但不限《中華人民共和國合同法》、《中華人民共和國勞動合同法》及香港《僱傭條例》及《僱員補償條例》。

於二零二一年三月三十一日，本集團聘用27名僱員（包括6名董事），其中26人為全職僱員，1人為兼職僱員。按不同類別劃分之僱員人數分佈如下：

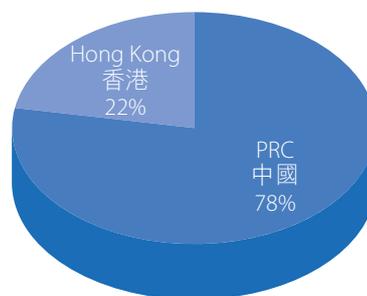
By gender
按性別劃分



By age group
按年齡劃分



By location
按地點劃分



Environmental, Social and Governance Report

環境、社會及管治報告

During the Year, the Group's employee turnover rate is as follow:

於年內，本集團的僱員流失率如下：

| | | Turnover rate (%) 流失率(%) |
|--------------------|--------------|---|
| By gender | 按性別劃分 | |
| Male | 男性 | 45% |
| Female | 女性 | 16% |
| By age | 按年齡劃分 | |
| Under 30 years old | 少於30歲 | 50% |
| 30–50 years old | 30至50歲 | 34% |
| Over 50 years old | 超過50歲 | – |
| By location | 按地區劃分 | |
| PRC | 中國 | 41% |
| Hong Kong | 香港 | – |

Health and Safety

The Group places great importance on its people-oriented principles and employees' health and safety, such as providing employees with masks during haze in the PRC, installing air purifiers at offices, providing medicines for employees in case of sickness, etc.

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.

Under the recent Coronavirus Disease 2019 (“COVID-19”) pandemic, the Group remains highly vigilant to the potential impact on the health and safety of our 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 non-compliance with the relevant laws and regulations that have a significant impact relating to providing a safe working environment and protecting employees from occupational hazards. Relevant laws and regulations include but are not limited to Law of the People's Republic of China on the Prevention and Treatment of Occupational Diseases and Provisions on the Supervision and Administration of Occupational Health at Work Sites as well as Occupational Safety and Health Ordinance of Hong Kong. No work-related fatalities and no loss days due to work injury were noted.

健康與安全

本集團高度重視以人為本之原則及僱員之健康及安全，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，並在僱員生病時提供藥物等。

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。

在近日的2019年冠狀病毒病(「COVID-19」)疫情中，本集團對員工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並有重大影響的情況。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》及《工作場所職業衛生監督管理規定》及香港《職業安全及健康條例》。本集團並無發現任何因工作關係而死亡或因工傷損失工作日數的事故。

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環境、社會及管治報告

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. 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.

During the Year, 10 of our employees received a total of 95 hours of training, which breakdown is as follows:

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。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。

於年內，我們其中10名員工接受合共95小時培訓，其明細如下：

| | | Percentage of employees trained (%) 接受培訓的員工百分比 (%) | Average training hours completed (hours) 平均已完成的培訓時數 (小時) |
|-----------------------------|----------------|---|---|
| Overall | 整體 | 26% | 2.44 |
| By gender | 按性別劃分 | | |
| Male | 男性 | 23% | 1.73 |
| Female | 女性 | 31% | 3.85 |
| By employee category | 按員工類別劃分 | | |
| Executive directors | 執行董事 | 100% | 6.67 |
| Management | 管理層 | 66% | 7.22 |
| General staff | 一般員工 | 4% | 0.37 |

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.

The minimum requirement for newly recruited middle-level and senior-level employees of the Group are graduates from universities. Background checks and reference checks of potential new employees were also performed during the recruitment process. Relevant details regarding treatment of employee violation were also 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。

本集團對新聘中層及高層僱員的最低要求為大學畢業生。於招聘過程中，會對候選僱員進行背景調查及資歷檢查。有關對僱員違規行為的處理辦法的相關詳情亦已載入員工手冊及人力資源政策內。

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環境、社會及管治報告

During the Year, the Group was not aware of any material non-compliance with the relevant laws and regulations that have a significant impact relating to preventing child and forced labour. Relevant laws and regulations include but are not limited to Labour Law of the People's Republic of China and Law of the People's Republic of China on Employment Contracts as well as Employment Ordinance and Employment of Children Regulations of Hong Kong. In addition, there was no fine or non-monetary sanction for non-compliance with relevant laws and regulations had been reported in the Year.

OPERATING PRACTICES

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, and has imposed strict requirements (both environmental and social requirements) on its suppliers and business partners. 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 10 suppliers and all of them were located in the PRC.

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.

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.

於年內，本集團並不知悉有任何重大違反有關防止童工或強制勞工的法例及法規並有重大影響的情況。相關法例及法規包括但不限於《中華人民共和國勞動法》、《中華人民共和國勞動合同法》以及香港《僱傭條例》及《僱用兒童規例》。此外，年內亦未曾出現有關違反相關法律及法規而遭受罰款或非貨幣制裁之報告。

營運慣例

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，對我們的供應商及業務夥伴施加嚴格的規定，包括環境及社會方面要求。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10家供應商及所有供應商均位於中國。

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管理系統認證。

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。

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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. Process control procedures has also been established to ensure that the deliverables meet the customers' specifications and satisfactory standards.

During the Year, no recalls of products had taken place. Besides, no complaints related to product and service were received, nor any litigation was laid against the Group. Any incidents (mostly technical problems) were resolved immediately once occurred.

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, therefore it is dedicated to protecting and enforcing the Group's own IP rights as well as the IP rights of third party.

Advertising and Labelling

As a company principally engaged in the provision of system integration services and other value-added technical consultation services and hardware-related business, the Group does not have any significant issues on advertising and labelling. Nevertheless, in the Group's dealings with its clients, information provided should be complete, true, accurate, clear, and comply with all relevant laws and regulations regarding the proper advertising.

During the Year, the Group was not aware of any material non-compliance with the relevant laws and regulations that have a significant impact relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. Relevant laws and regulations include but are not limited to Patent Law of the People's Republic of China, Trademark Law of the People's Republic of China, Copyright Law of the People's Republic of China as well as Trade Marks Ordinance and Trade Descriptions Ordinance of Hong Kong. In addition, there was no fine or non-monetary sanction for non-compliance with relevant laws and regulations had been reported in the Year.

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控。本集團亦已制定流程控制程序，以確保交付的項目符合客戶預期及滿意度。

於年內，概無產品被回收。此外，本集團概無接獲有關產品及服務的投訴，亦無任何針對本集團的訴訟。任何事宜（通常為技術問題）均於發生後即時解決。

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，相關知識產權的條款已載入本集團與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知識產權及第三方的知識產權。

廣告及標籤

作為主要從事提供系統集成及其他增值技術顧問服務以及硬件相關業務的公司，本集團在廣告及標籤方面並無重大問題。然而，在本集團與其客戶進行交易時，所提供的資料須為完備、真實、準確及清晰，並符合有關廣告的所有相關法律及法規。

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並有重大影響的情況。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》以及香港《商標條例》及《商品說明條例》。此外，年內亦未曾出現有關違反相關法律及法規而遭受罰款或非貨幣制裁之報告。

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Anti-corruption

The Group is committed to prohibiting any form of corruption such as bribery, money laundering, extortion, and fraud. The Group believes that its employees, suppliers, and business partners have maintained a strong ethical conduct during regular business.

Corporate Governance

The Group realizes 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.

During the Year, the Group was not aware of any material non-compliance with the relevant laws and regulations that have a significant impact relating to bribery, extortion, fraud and money laundering. Relevant laws and regulations include but are not limited to Law of the People's Republic of China Against Unfair Competition as well as Prevention of Bribery Ordinance of Hong Kong. No concluded legal case regarding corruption, bribery, extortion, fraud and money laundering was noted.

Community Investment

The Group values community contributions and always seeks to be a positive force in the communities in which it operates and maintains close communications and interactions with the communities in order to contribute to local development from time to time. In addition, the Group also focuses to inspire our employees towards social welfare awareness. Employees are encouraged to participate in volunteer works aiming to help and support the local communities and neighbours.

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、敲詐勒索及欺詐。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。

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。

於年內，本集團並不知悉任何重大違反有關賄賂、勒索、欺詐及洗黑錢的法例及法規並有重大影響的情況。相關法例及法規包括但不限於《中華人民共和國反不正當競爭法》及香港的《防止賄賂條例》，且並無發現任何有關貪污、賄賂、勒索、欺詐及洗錢的已完結法律案件。

社區投資

本集團重視社區貢獻，並一直致力成為營運所在社區的正面動力，與社區維持緊密溝通及互動，務求不時對本地發展作出貢獻。此外，本集團亦致力於提高僱員對社會福利的認識，一直鼓勵僱員參與義工服務，幫助及支持本地社區及毗鄰地區。

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THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED

香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表

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Aspect A1: Emissions

層面 A1：排放物

| | | |
|------------------------------|--|--|
| 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 Exhaust Gas and GHG 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 (comply or explain) | The types of emissions and respective emissions data. | Emissions — Exhaust Gas Emissions, GHG Emissions, Wastes |
| 關鍵績效指標 A1.1 (不遵守就解釋) | 排放物種類及相關排放數據。 | 排放物 — 廢氣排放、溫室氣體排放、廢棄物 |
| KPI A1.2 (comply or explain) | GHG emissions in total (in tonnes) and intensity. | Emissions — GHG Emissions |
| 關鍵績效指標 A1.2 (不遵守就解釋) | 溫室氣體總排放量(以噸計算)及密度 | 排放物 — 溫室氣體排放 |
| KPI A1.3 (comply or explain) | Total hazardous waste produced (in tonnes) and intensity. | Emissions — Wastes (Not applicable — explained) |
| 關鍵績效指標 A1.3 (不遵守就解釋) | 所產生有害廢棄物總量(以噸計算)及密度 | 排放物 — 廢棄物(不適用 — 已解釋) |
| KPI A1.4 (comply or explain) | Total non-hazardous waste produced (in tonnes) and intensity. | Emissions — Wastes |
| 關鍵績效指標 A1.4 (不遵守就解釋) | 所產生無害廢棄物總量(以噸計算)及密度 | 排放物 — 廢棄物 |
| KPI A1.5 (comply or explain) | Description of reduction initiatives and results achieved. | Emissions |
| 關鍵績效指標 A1.5 (不遵守就解釋) | 描述減低排放量的措施及所得成果。 | 排放物 |
| KPI A1.6 (comply or explain) | Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. | Emissions |
| 關鍵績效指標 A1.6 (不遵守就解釋) | 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。 | 排放物 |

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|--|---|---|
| Aspect A2: Use of Resources | | |
| 層面 A2：資源使用 | | |
| General Disclosure | Policies on the efficient use of resources, including energy, water and other raw materials. | Use of Resources |
| 一般披露 | 有效使用資源(包括能源、水及其他原材料)的政策。 | 資源使用 |
| KPI A2.1 (comply or explain) | Direct and/or indirect energy consumption by type in total and intensity. | Use of Resources |
| 關鍵績效指標 A2.1 (不遵守就解釋) | 按類型劃分的直接及／或間接能源總耗量及密度 | 資源使用 |
| KPI A2.2 (comply or explain) | Water consumption in total and intensity. | Use of Resources |
| 關鍵績效指標 A2.2 (不遵守就解釋) | 總耗水量及密度 | 資源使用 |
| KPI A2.3 (comply or explain) | Description of energy use efficiency initiatives and results achieved. | Use of Resources |
| 關鍵績效指標 A2.3 (不遵守就解釋) | 描述能源使用效益計劃及所得成果。 | 資源使用 |
| KPI A2.4 (comply or explain) | Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. | Use of Resources |
| 關鍵績效指標 A2.4 (不遵守就解釋) | 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果 | 資源使用 |
| KPI A2.5 (comply or explain) | Total packaging material used for finished products (in tonnes) and with reference to per unit produced. | Use of Resources (Not applicable — explained) |
| 關鍵績效指標 A2.5 (不遵守就解釋) | 製成品所用包裝材料的總量(以噸計算)及每生產單位佔量。 | 資源使用(不適用 — 已解釋) |
| Aspect A3: The Environment and Natural Resources | | |
| 層面 A3：環境及天然資源 | | |
| General Disclosure | Policies on minimising the issuer's significant impact on the environment and natural resources. | The Environment and Natural Resources |
| 一般披露 | 減低發行人對環境及天然資源造成重大影響的政策。 | 環境及天然資源 |
| KPI A3.1 (comply or explain) | Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. | The Environment and Natural Resources |
| 關鍵績效指標 A3.1 (不遵守就解釋) | 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。 | 環境及天然資源 |

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Aspect B1: Employment

層面 B1：僱傭

| | | |
|-----------------------------------|---|------------|
| 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 compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. | Employment |
| 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： (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。 | 僱傭 |
| KPI B1.1 (recommended disclosure) | Total workforce by gender, employment type, age group and geographical region. | Employment |
| 關鍵績效指標 B1.1 (建議披露) | 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。 | 僱傭 |
| KPI B1.2 (recommended disclosure) | Employee turnover rate by gender, age group and geographical region. | Employment |
| 關鍵績效指標 B1.2 (建議披露) | 按性別、年齡組別及地區劃分的僱員流失比率。 | 僱傭 |

Aspect B2: Health and Safety

層面 B2：健康與安全

| | | |
|-----------------------------------|---|-------------------|
| 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 providing a safe working environment and protecting employees from occupational hazards. | Health and Safety |
| 一般披露 | 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。 | 健康與安全 |
| KPI B2.1 (recommended disclosure) | Number and rate of work-related fatalities. | Health and Safety |
| 關鍵績效指標 B2.1 (建議披露) | 因工作關係而死亡的人數及比率。 | 健康與安全 |
| KPI B2.2 (recommended disclosure) | Lost days due to work injury. | Health and Safety |
| 關鍵績效指標 B2.2 (建議披露) | 因工傷損失工作日數。 | 健康與安全 |
| KPI B2.3 (recommended disclosure) | Description of occupational health and safety measures adopted, how they are implemented and monitored. | Health and Safety |
| 關鍵績效指標 B2.3 (建議披露) | 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。 | 健康與安全 |

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Aspect B3: Development and Training

層面 B3：發展及培訓

| | | |
|-----------------------------------|---|--------------------------|
| General Disclosure | Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. | Development and Training |
| 一般披露 | 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。 | 發展及培訓 |
| KPI B3.1 (recommended disclosure) | The percentage of employees trained by gender and employee category (e.g. senior management, middle management). | Development and Training |
| 關鍵績效指標 B3.1 (建議披露) | 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。 | 發展及培訓 |
| KPI B3.2 (recommended disclosure) | The average training hours completed per employee by gender and employee category. | Development and Training |
| 關鍵績效指標 B3.2 (建議披露) | 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。 | 發展及培訓 |

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 |

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 (recommended disclosure) | Number of suppliers by geographical region. | Supply Chain Management |
| 關鍵績效指標 B5.1 (建議披露) | 按地區劃分的供應商數目。 | 供應鏈管理 |

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Aspect B6: Product Responsibility

層面 B6：產品責任

| | | |
|-----------------------------------|---|---|
| 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 (recommended disclosure) | 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 (建議披露) | 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 (recommended disclosure) | Number of products and service related complaints received and how they are dealt with. | Product Responsibility — Quality management |
| 關鍵績效指標 B6.2 (建議披露) | 接獲關於產品及服務的投訴數目以及應對方法。 | 產品責任 — 質量管理 |
| KPI B6.3 (recommended disclosure) | 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 (建議披露) | 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 B6.5 (recommended disclosure) | Description of consumer data protection and privacy policies, how they are implemented and monitored. | Product Responsibility — Privacy and intellectual property protection |
| 關鍵績效指標 B6.5 (建議披露) | 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 (recommended disclosure) | 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 (建議披露) | 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 |

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 |

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 42, was appointed as an executive Director on 17 March 2015 and was re-elected on 3 August 2015, 1 August 2017 and 30 July 2018 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 indirectly wholly-owned subsidiary of the Company, since May 2014. He has over 15 years of working experience in the telecommunications 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 are indirect subsidiary of the Company, from 2000 to 2014. Mr. Wang resigned from both companies in April 2014. He obtained a bachelor 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 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. 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」)，42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及二零一八年七月三十日重選連任，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。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 65, was appointed as an executive Director on 1 June 2017 and was re-elected on 3 August 2017 and 5 September 2020. 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. Save as disclosed above, Mr. Ho is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Cai Dan (蔡丹) (“Mr. Cai”), aged 43, has been the chief technology officer and a director of Shenzhen CITIC Cyber Security Authentication Co., Ltd.* (深圳市中信網安認證有限公司) (**“CITIC Cyber Security”**), an indirect non-wholly owned subsidiary of the Company, since October 2017 and January 2021 respectively. He is responsible for technical research and development as well as project implementation and management. Prior to joining CITIC Cyber Security, Mr. Cai was the chief technology officer of AccessPort Inc.* (日本 ACCESSPORT 株式會社) (**“AccessPort”**) from October 2000 to September 2017. He was one of the founding members of AccessPort and was responsible for technical research and development as well as project implementation and management. Mr. Cai obtained a bachelor degree in Engineering (major in computer science and technology) from Zhejiang University (浙江大學) in June 1999. As at the date of this report, Mr. Cai is interested in 682,000 ordinary shares of the Company, representing approximately 0.05% of the total number of ordinary shares in issue of the Company. Save as disclosed above, Mr. Cai 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. Cai 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. Save as disclosed above, Mr. Cai is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

何洋先生(「何先生」)，65歲，於二零一七年六月一日獲委任為執行董事，並於二零一七年八月三日及二零二零年九月五日重選連任。何先生自一九九九年至今擔任一中國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。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。

蔡丹先生(「蔡先生」)，43歲，自二零一七年十月及二零二一年一月起分別擔任本公司間接非全資附屬公司深圳市中信網安認證有限公司(「中信網安」)之首席技術官及董事。彼負責技術研發以及項目實施及管理。在加入中信網安之前，蔡先生於二零零零年十月至二零一七年九月曾任日本ACCESSPORT株式會社(「AccessPort」)之首席技術官。彼為AccessPort之創始成員之一，負責技術研發以及項目實施及管理。蔡先生於一九九九年六月在浙江大學取得工程學士學位，主修計算機科學與技術。於本報告日期，蔡先生於本公司682,000股普通股中擁有權益，佔本公司已發行普通股總數約0.05%。除上文披露者外，蔡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，蔡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。除上文披露者外，蔡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

Independent Non-executive Directors

Mr. Tse Yee Hin, Tony (謝宇軒先生) (“Mr. Tse”), aged 51, was appointed as an independent non-executive Director on 15 May 2014, and was re-elected on 23 June 2014, 1 August 2017 and 5 September 2019 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 Hong Kong Stock Exchange Limited. 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 China Oil Gangran Energy Group Holdings Limited (formerly known as 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. 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」)，51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及二零一九年九月五日重選連任。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、投資銀行及香港聯合交易所有限公司。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至二零一五年四月三十日，謝先生擔任中油港燃能源集團控股有限公司(前稱鉅皓控股有限公司)(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。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 68, was appointed as an independent non-executive Director on 1 June 2017, and was re-elected on 3 August 2017 and 30 July 2018. 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. 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 68, was appointed as an independent non-executive Director on 3 April 2018, and was re-elected on 30 July 2018. 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 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. 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」)，68歲，於二零一七年六月一日獲委任為獨立非執行董事，並於二零一七年八月三日及二零一八年七月三十日重選連任。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。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」)，68歲，於二零一八年四月三日獲委任為獨立非執行董事及於二零一八年七月三十日重選連任。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。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 2021 (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 36 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 introduce and procure mobile application services, among others. 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 Hong Kong Companies Ordinance (Cap. 622), including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group’s business, can be found in the Management Discussion and Analysis set out on pages 7 to 16 of this annual report. This 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 81.

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 69. This 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**」)截至二零二一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36。

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。

按香港公司條例(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16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81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69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 29 and 33 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 84 and note 35 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2021, 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29及33。

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84頁之綜合權益變動表及綜合財務報表附註35。

可供派發儲備

於二零二一年三月三十一日，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，本集團已於所有重要方面遵守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 from time to time. The purpose of the share option scheme is to enable the Company to grant options to participants as incentives and rewards for their contribution to the Company or its subsidiaries.

No options were granted under the share option scheme since its adoption by the Company or outstanding, lapsed, cancelled or exercised at any time during the Reporting Period.

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 (Appointed on 1 March 2021)

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.

Pursuant to Article 83 of the articles of association of the Company, any Director appointed by the Board to fill casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Cai Dan was appointed as an executive Director with effect from 1 March 2021, therefore Mr. Cai shall retire at the forthcoming annual general meeting and, being eligible, will offer himself for re-election.

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不時已發行股份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。

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(於二零二一年三月一日獲委任)

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。

根據本公司組織章程細則第83條，任何獲董事會委任以填補臨時空缺或作為現有董事會之增添成員之董事，其任期須直至本公司下一屆股東週年大會為止，其後彼將有資格重選連任。蔡丹先生獲委任為執行董事，自二零二一年三月一日起生效，因此蔡先生須於應屆股東週年大會上退任，惟彼符合資格並願意重選連任。

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 2019, (b) Mr. Lau Chor Ki for a term of three years commencing from 1 June 2020, (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 2020, and subject to retirement by rotation and re-election in accordance with the Company's articles of association.

Mr. Cai Dan 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. Cai Dan will be 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，由二零一九年五月十七日起計為期三年；(b)柳楚奇先生，由二零二零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值退任及重選連任。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，自二零二零年六月一日起為期三年，惟須根據本公司組織章程細則輪值退任及重選連任。

蔡丹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值退任及重選連任。蔡丹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。

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 of the Company and the senior management of the Group are set out on pages 56 to 59.

DIRECTORS' REMUNERATION

The Directors' remuneration is determined by the remuneration committee of the Company (the "Remuneration Committee") with reference to their relevant qualifications, experience and 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 a revised specific terms of reference on 2 December 2013 in accordance with Rules 5.34 to 5.36 of the GEM Listing Rules and the requirements set out under Code Provisions.

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 2021, 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

本公司董事及本集團高級管理層之履歷詳情載於第56至59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，本公司已根據GEM上市規則第5.34至5.36條及守則條文所載之規定於二零一三年十二月二日採納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，於二零二一年三月三十一日，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 OR UNDERLYING SHARES

As at 31 March 2021, (i) Mr. Wang Xiaoqi is interested in 382,000 ordinary shares of the Company, representing approximately 0.028% of the total number of ordinary shares of the Company in issue; (ii) Mr. Ho Yeung is interested in 18,083,500 ordinary shares of the Company, representing approximately 1.333% of the total number of ordinary shares of the Company in issue; (iii) Mr. Cai Dan is interested in 682,000 ordinary shares of the Company, representing approximately 0.05% of the total number of ordinary shares of the Company 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 and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules.

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

As at 31 March 2021, so far as the Directors are 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或相關股份之權益及淡倉

於二零二一年三月三十一日，(i) 王曉琦先生於本公司382,000股已發行普通股擁有權益，佔本公司普通股總數約0.028%；(ii) 何洋先生於本公司18,083,500股普通股擁有權益，佔本公司已發行普通股總數約1.333%；(iii) 蔡丹先生於本公司682,000股普通股擁有權益，佔本公司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主要行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中擁有本公司根據證券及期貨條例第352條須存置之登記冊所記錄，或根據GEM上市規則第5.46條所指本公司董事進行交易之最低標準須另行知會本公司及聯交所之任何權益或淡倉。

主要股東於股份或相關股份之權益及淡倉

於二零二一年三月三十一日，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 2021 |
|---|--------------------------------------|---------------------------------------|--|
| 股東名稱／姓名 | 身份 | 所持已發行普通股數目 (Note 2) (附註2) | 於二零二一年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) | Beneficial owner | | |
| Happy On Holdings Limited (「Happy On」)(附註1) | 實益擁有人 | 987,888,771 (L) | 72.83% |
| Mr. Chan Foo Wing ("Mr. Chan") (Note 1) | Interest in a controlled corporation | | |
| 陳富榮先生(「陳先生」)(附註1) | 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 the 987,888,771 shares held by Happy On.
2. "L" means long positions in the shares.
3. Based on 1,356,250,000 shares of the Company in issue as at 31 March 2021.

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 46% and 98% of the Group's total purchases respectively. Sales to the largest and the five largest customers of the Group accounted for approximately 40% and 95% 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.

CONNECTED TRANSACTION

On 19 August 2020, the Group entered into a sale and purchase agreement (the "**Sale and Purchase Agreement**") with Mr. Liu Jingjing (劉京京) (the "**Purchaser**"), to dispose of the entire issued share capital of China Mobile Payment Technology Group Company Limited (中國支付科技集團有限公司) (the "**Target Company**"), an indirect wholly-owned subsidiary of the Company for a total consideration of HK\$50,000 subject to the terms and conditions of the Sale and Purchase Agreement (the "**Disposal**"). The Disposal completed simultaneously upon signing of the Sale and Purchase Agreement.

附註：

1. 由於陳先生為Happy On之最終實益擁有人及唯一董事，根據證券及期貨條例，陳先生被視作於Happy On所持有之987,888,771股股份中擁有權益。
2. 「L」指股份之好倉。
3. 根據本公司於二零二一年三月三十一日已發行1,356,250,000股股份計算。

管理層合約

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46%及98%。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40%及95%。

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任何權益。

關連交易

於二零二零年八月十九日，本集團與劉京京先生(「買方」)訂立買賣協議(「買賣協議」)，以總代價50,000港元出售本公司一間間接全資附屬公司中國支付科技集團有限公司(「目標公司」)全部已發行股本，惟須受買賣協議的條款及條件所限(「出售事項」)。出售事項已於買賣協議簽署時同時完成。

Report of the Directors

董事報告書

Immediately prior to the Disposal, the Target Company held 90% equity interests in Hua Strong Network Science and Technology Company Limited* (“**Hua Strong**”) 華天網絡科技有限公司 which in turn held 51% equity interests in Beijing Huaqin World Technology Company Limited* (“**Beijing Huaqin**”) 北京華勤天地科技有限公司, and controls the board of directors of Beijing Huaqin. The Purchaser was a director of both of Hua Strong and Beijing Huaqin. Given that both Hua Strong and Beijing Huaqin were indirect non-wholly owned subsidiaries of the Company before the Disposal, and the Purchaser was both a director of Hua Strong and Beijing Huaqin, the Purchaser was thus a connected person at the subsidiary level of the Company. Hence, the Disposal constituted a connected transaction for the Company under Chapter 20 of the GEM Listing Rules. As all the applicable percentage ratios (as defined in Rule 19.07 of the GEM Listing Rules) (other than the profits ratio) were less than 25% and the total consideration payable by the Purchaser to the Group under the Sale and Purchase Agreement is less than HK\$10,000,000, the Disposal was exempt from the circular and independent shareholders’ approval requirements under Chapter 20 of the GEM Listing Rules.

Details of the Disposal were published in the announcement dated 19 August 2020 of the Company.

Save as disclosed above, the related party transaction of the Company for the Reporting Period is set out in note 31 to the consolidated financial statements. Such related party transaction did not constitute a connected transaction under the GEM Listing Rules.

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 annual 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).

出售事項前，目標公司持有華天網絡科技有限公司(「**華天**」)90%股權，而華天持有北京華勤天地科技有限公司(「**北京華勤**」)51%股權並控制北京華勤董事會。買方為華天及北京華勤的一名董事。鑒於華天及北京華勤於出售事項前均為本公司的間接非全資附屬公司，且買方為華天及北京華勤的董事，故買方為本公司附屬公司層面的關連人士。因此，根據GEM上市規則第20章，出售事項構成本公司的關連交易。由於所有適用百分比率(定義見GEM上市規則第19.07條)(利潤率除外)均低於25%，且買方根據買賣協議應付予本集團的總代價低於10,000,000港元，故出售事項獲豁免遵守GEM上市規則第20章的通函及獨立股東批准規定。

出售事項的詳情載於本公司日期為二零二零年八月十九日的公告。

除上述披露者外，本公司於報告期內的關聯方交易載於綜合財務報表附註31。有關關聯方交易並不構成GEM上市規則項下的關連交易。

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年報日期，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。

Report of the Directors 董事報告書

AUDIT COMMITTEE

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 17 to 34 of this annual report.

AUDITOR

For the years ended 31 March 2020 and 2021, the financial statements of the Company had been audited by Prism CPA Limited whose term of office will expire upon the forthcoming annual general meeting. A resolution to re-appoint Prism CPA Limited as the auditor 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, 11 June 2021

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17至34頁企業管治報告內。

核數師

截至二零二零年及二零二一年三月三十一日止年度，本公司之財務報表已經栢淳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。重新委任栢淳會計師事務所有限公司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，二零二一年六月十一日

* For identification purpose only

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 2021

財務摘要

截至二零二一年三月三十一日止年度

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 (restated) (經重列) | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|---|---------------------|----------------------------------|----------------------------------|---|----------------------------------|----------------------------------|
| RESULTS | 業績 | | | | | |
| Revenue | 收益 | 41,242 | 26,556 | 12,256 | 17,258 | 28,561 |
| Profit/(loss) before taxation | 除稅前溢利/(虧損) | 6,345 | (33,225) | (34,232) | (12,703) | (67,033) |
| Income tax credit/(expense) | 所得稅抵免/(開支) | 15 | 606 | (229) | 431 | (251) |
| Profit/(loss) for the year from continuing operations | 年內由持續經營業務產生的溢利/(虧損) | 6,360 | (32,619) | (34,461) | (12,272) | (67,284) |
| Discontinued operations, net of tax | 已終止經營業務，除稅後 | - | - | - | - | 773 |
| Profit/(loss) for the year | 年內溢利/(虧損) | 6,360 | (32,619) | (34,461) | (12,272) | (66,511) |
| Attributable to: | 以下人士應佔： | | | | | |
| Owners of the Company | 本公司擁有人 | 16,703 | (26,710) | (22,928) | (8,519) | (39,606) |
| Non-controlling interests | 非控股權益 | (10,343) | (5,909) | (11,533) | (3,753) | (26,905) |
| | | 6,360 | (32,619) | (34,461) | (12,272) | (66,511) |
| ASSETS AND LIABILITIES | 資產及負債 | | | | | |
| Total assets | 總資產 | 62,017 | 89,277 | 112,611 | 192,073 | 193,633 |
| Total liabilities | 總負債 | (37,125) | (98,718) | (89,828) | (141,576) | (133,023) |
| | | 24,892 | (9,441) | 22,783 | 50,497 | 60,610 |
| Attributable to: | 以下人士應佔： | | | | | |
| Owners of the Company | 本公司擁有人 | 28,413 | 11,892 | 39,463 | 64,654 | 69,699 |
| Non-controlling interests | 非控股權益 | (3,521) | (21,333) | (16,680) | (14,157) | (9,089) |
| | | 24,892 | (9,441) | 22,783 | 50,497 | 60,610 |

Independent Auditor's Report 獨立核數師報告書



Prism CPA Limited
柏淳會計師事務所有限公司

Room 1002-3, 10/F., Perfect Commercial Building,
No. 20 Austin Avenue, Tsim Sha Tsui, Hong Kong
香港九龍尖沙咀柯士甸路20號保發商業大廈10樓1002-3室

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 81 to 184, which comprise the consolidated statement of financial position as at 31 March 2021, 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 2021, 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.

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.

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81至184頁的綜合財務報表，包括於二零二一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(「**香港會計師公會**」)頒佈的《香港財務報告準則》(「**香港財務報告準則**」)真實而公平地反映了 貴集團於二零二一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》(「**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。

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)

The key audit matter

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 95 to 98.

We identified revenue from project-based system development contract as a key audit matter as it is quantitatively 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.

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\$19,068,000 for the year ended 31 March 2021.

關鍵審計事項(續)

How the matter was addressed in our audit

我們的審計如何處理關鍵審計事項

We have discussed with the project managers and the management of the Group and 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 budgeted contract costs.

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

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

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS (Continued)

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95至98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。

截至二零二一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19,068,000港元。

關鍵審計事項(續)

How the matter was addressed in our audit

我們的審計如何處理關鍵審計事項

我們已與貴集團的項目經理及管理層討論，並已檢查支持文件，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成本總額重新計算完成百分比。

我們考慮過往實際成本及已完成項目預算成本估計，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)

The key audit matter

關鍵審計事項

Loss allowance on trade and other receivables and contract assets

Refer to note 20 to the consolidated financial statements and the accounting policies from pages 112 to 117.

As at 31 March 2021, the carrying amount of the Group's trade and other receivables and contract assets are approximately HK\$5,493,000, HK\$1,883,000 and HK\$225,000 respectively, net of accumulated loss allowance on other receivables of approximately HK\$309,000.

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.

關鍵審計事項(續)

How the matter was addressed in our audit

我們的審計如何處理關鍵審計事項

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.

Independent Auditor's Report 獨立核數師報告書

KEY AUDIT MATTERS (Continued)

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以及第112至117頁會計政策。

於二零二一年三月三十一日，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5,493,000港元、1,883,000港元及225,000港元，扣除其他應收款項的累計虧損撥備為309,000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（「**預期信貸虧損**」）模式的重大管理層判斷及估計。

關鍵審計事項（續）

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。

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS (Continued)

The key audit matter

關鍵審計事項

Valuation of financial liabilities at fair value through profit or loss

Refer to note 26 to the consolidated financial statements and the accounting policies on pages 118 to 119.

The Group recognised financial liabilities at fair value through profit or loss ("FVTPL") in relation to the acquisition of Shenzhen Quantum Technology Information Co., Ltd., ("Shenzhen Quantum")* 深圳市量子科技訊息有限公司 and its subsidiary, Shenzhen CITIC Cyber Security Authentication Co., Ltd. ("CITIC Cyber Security")* 深圳市中信網安認證有限公司. The fair value measurements require management's estimation and significant judgment on post-acquisition performance of the acquired businesses and discount rates used.

Financial liabilities are remeasured at fair value at each reporting date and may be affected by changes in the estimation of post-acquisition performance of the acquired businesses. Any resulting gain or loss is recognised in the consolidated profit and loss account.

We have identified the valuation of financial liabilities at FVTPL as a key audit matter because there is involvement of a significant degree of judgements and estimates made by the management of the Group when performing the valuation exercise judgments in relation to the post-acquisition performance of individual businesses and discount rates applied, which may be affected by unexpected changes in future market or economic conditions or significant events or circumstances related to the acquired businesses.

The Group has engaged an independent valuer to apply valuation techniques to determine the fair value of financial liabilities at FVTPL. These valuation techniques, in particularly those required significant unobservable inputs, usually involve subjective judgment and assumptions, the valuation results can vary significantly.

As at 31 March 2021, the fair value of financial liabilities at FVTPL was nil.

關鍵審計事項 (續)

How the matter was addressed in our audit

我們的審計如何處理關鍵審計事項

Our audit procedures were designed to challenge the assumptions, estimations and critical judgements of the management on the valuation of the financial liabilities at FVTPL.

We checked the calculation of fair value of other financial liabilities prepared by management and independent valuers against the formula stated in the investment agreement of the acquired businesses.

We have also assessed the valuation performed by the independent valuer. We have tested the underlying data and assumptions used in the profit forecasts and cash flow projections by agreeing the budgets approved by the management of the Group and compared with actual results available up to the report date. We have also challenged the reasonableness of the management judgements and estimates used in the profit forecasts and cash flow projections, including the forecasted sales and growth rate, against latest available information. We have also challenged the discount rate adopted by the independent valuer in the value-in-use calculations by reviewing its basis of calculation and comparing the input data to market sources.

* For identification purpose only

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS (Continued)

The key audit matter

關鍵審計事項

按公平值計入損益的金融負債的估值

請參閱綜合財務報表附註26及第118至119頁會計政策。

貴集團已就收購深圳市量子科技訊息有限公司(「深圳量子」)及其附屬公司深圳市中信網安認證有限公司(「中信網安」)產生的金融負債確認按公平值計入損益(「按公平值計入損益」)的金融負債。該等公平值計量需要管理層對所收購業務的收購後表現及所用貼現率作出估計及重大判斷。

於各報告日期，金融負債將按公平值重新計量，並可能受到所收購業務的收購後表現的估計變動影響。當中產生的任何損益於綜合損益表確認。

我們認為按公平值計入損益的金融負債的估值為關鍵審計事項，原因為 貴集團管理層在進行估值時就有關個別業務的收購後表現及所用貼現率涉及大量判斷及評估，這些判斷及估算可能受未來市場的非預期變動或經濟狀況或與收購業務發生的相關非預期變動的的重大事件或情況影響。

貴集團已委聘獨立估值師應用估值技術釐定按公平值計入損益的金融負債的公平值。該等估值技術(尤其是該等需要重大不可觀察輸入數據的估值技術)通常涉及主觀判斷及假設，估值結果可能出現顯著差異。

於二零二一年三月三十一日，按公平值計入損益的金融負債的公平值為零。

關鍵審計事項(續)

How the matter was addressed in our audit

我們的審計如何處理關鍵審計事項

我們的審計程序旨在質詢管理層對按公平值計入損益的金融負債的估值所用的假設、估計及重大判斷。

我們根據所收購業務的投資協議所載列的公式對管理層及獨立估值師編製的金融負債公平值的計算進行檢查。

我們亦已評估獨立估值師進行的估值。我們已透過 貴集團管理層同意所核准的預算，測試溢利預測及現金流量預測所用的相關數據及假設，並與直至報告日期為止可獲得的實際業績進行比較。我們亦根據最新可得資料質詢管理層用於溢利預測及現金流量預測中的判斷及估計是否合理，包括預測銷售額及增長率。我們亦透過覆核計算基礎及比較輸入數據與市場來源，質詢獨立估值師於使用價值計算所採納的貼現率。

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, related safeguards.

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，相關的防範措施。

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 CPA Limited

Certified Public Accountants

Fan Chi Hang Stephen

Practising Certificate Number: P06144

Hong Kong
11 June 2021

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。

栢淳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
二零二一年六月十一日

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 2021 截至二零二一年三月三十一日止年度

| | | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------------------|-------------|----------------------------------|----------------------------------|
| Revenue | 收益 | 7 | 41,242 | 26,556 |
| Cost of sales | 銷售成本 | | (37,805) | (24,986) |
| Gross profit | 毛利 | | 3,437 | 1,570 |
| Other income | 其他收入 | 8 | 9,608 | 2,557 |
| Gain on disposal of subsidiaries | 出售附屬公司收益 | 27 | 20,124 | - |
| Change in fair value of financial liabilities at fair value through profit or loss | 按公平值計入損益的金融負債 的公平值變動 | | - | 1,792 |
| Distribution costs | 分銷成本 | | (213) | (3,470) |
| Administrative expenses | 行政開支 | | (25,584) | (35,308) |
| Impairment loss on other receivables | 其他應收款項的減值虧損 | | (309) | - |
| Finance costs | 財務費用 | 9 | (718) | (366) |
| Profit/(loss) before taxation | 除稅前溢利/(虧損) | | 6,345 | (33,225) |
| Income tax credit | 所得稅抵免 | 10 | 15 | 606 |
| Profit/(loss) for the year | 年內溢利/(虧損) | 11 | 6,360 | (32,619) |
| Profit/(loss) for the year attributable to: | 以下人士應佔年內溢利/(虧損)： | | | |
| Owners of the Company | 本公司擁有人 | | 16,703 | (26,710) |
| Non-controlling interests | 非控股權益 | | (10,343) | (5,909) |
| | | | 6,360 | (32,619) |
| Other comprehensive income | 其他全面收益 | | | |
| <i>Items that will not be reclassified subsequently to profit or loss</i> | <i>其後不會重新分類至損益的 項目</i> | | | |
| Exchange differences arising on translation of financial statements from functional currency to presentation currency | 財務報表由功能貨幣換算 為呈列貨幣所產生的 匯兌差額 | | 524 | 395 |
| Other comprehensive income for the year | 年內其他全面收益 | | 524 | 395 |
| Total comprehensive income/(expense) for the year | 年內全面收益/(開支)總額 | | 6,884 | (32,224) |
| Total comprehensive income/(expense) for the year attributable to: | 以下人士應佔年內全面 收益/(開支)總額： | | | |
| Owners of the Company | 本公司擁有人 | | 17,894 | (27,571) |
| Non-controlling interests | 非控股權益 | | (11,010) | (4,653) |
| | | | 6,884 | (32,224) |
| Earnings/(loss) per share attributable to the owners of the Company | 本公司擁有人應佔每股 盈利/(虧損) | | | |
| Basic and diluted (HK cents) | 基本及攤薄(港仙) | 15 | 1.23 | (1.97) |

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2021 於二零二一年三月三十一日

| | | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|--------------------|-------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Plant and equipment | 廠房及設備 | 16 | 3,524 | 6,337 |
| Right-of-use assets | 使用權資產 | 17 | 1,940 | 6,440 |
| Intangible assets | 無形資產 | 18 | 28 | 41 |
| Goodwill | 商譽 | 19 | – | – |
| Total non-current assets | 非流動資產總值 | | 5,492 | 12,818 |
| Current assets | 流動資產 | | | |
| Trade and other receivables | 貿易及其他應收款項 | 20 | 8,830 | 10,076 |
| Contract assets | 合約資產 | 21 | 225 | 1,193 |
| Financial assets at fair value through profit or loss | 按公平值計入損益的金融資產 | 22 | 28,623 | 29,035 |
| Bank balances and cash | 銀行結餘及現金 | 23 | 18,847 | 28,030 |
| | | | 56,525 | 68,334 |
| Assets classified as held for sale | 分類為持作出售的資產 | 27 | – | 8,125 |
| Total current assets | 流動資產總值 | | 56,525 | 76,459 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 24 | 34,349 | 14,656 |
| Lease liabilities | 租賃負債 | 17 | 1,654 | 3,550 |
| Contract liabilities | 合約負債 | 25 | 690 | 251 |
| 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 | | 23 | 21 |
| | | | 36,716 | 18,478 |
| 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 | 27 | – | 76,704 |
| Total current liabilities | 總流動負債 | | 36,716 | 95,182 |
| Net current assets/(liabilities) | 流動資產/(負債)淨值 | | 19,809 | (18,723) |
| Total assets less current liabilities | 總資產減流動負債 | | 25,301 | (5,905) |

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2021 於二零二一年三月三十一日

| | | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|--------------------|-------------|----------------------------------|----------------------------------|
| Non-current liabilities | 非流動負債 | | | |
| Lease liabilities | 租賃負債 | 17 | 409 | 3,536 |
| Net assets/(liabilities) | 資產淨值/(負債淨額) | | 24,892 | (9,441) |
| Equity | 權益 | | | |
| Share capital | 股本 | 29 | 135,625 | 135,625 |
| Reserves | 儲備 | | (107,212) | (123,733) |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | 28,413 | 11,892 |
| Non-controlling interests | 非控股權益 | | (3,521) | (21,333) |
| Total equity/(deficits) | 權益/(虧絀)總額 | | 24,892 | (9,441) |

The consolidated financial statements on pages 81 to 184 were approved and authorised for issue by the board of directors on 11 June 2021 and are signed on its behalf by:

第81至184頁綜合財務報表獲董事會於二零二一年六月十一日批准及授權刊發，並由下列董事代表簽署：

Wang Xiaoqi

王曉琦
Director
董事

Ho Yeung

何洋
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2021 截至二零二一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 | Total |
|---|----------------------------------|---|---|---|--|--------------------------------|----------------------------------|--------------------------------|
| | | 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 | 非控股權益 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
| At 1 April 2020 | 於二零二零年四月一日 | 135,625 | 99,935 | (5,448) | (218,220) | 11,892 | (21,333) | (9,441) |
| Profit/(loss) for the year | 年內溢利/(虧損) | - | - | - | 16,703 | 16,703 | (10,343) | 6,360 |
| Other comprehensive income/(expense) | 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 | - | - | 1,191 | - | 1,191 | (667) | 524 |
| Total comprehensive income/ (expense) for the year | 年內全面收入/(開支) 總額 | - | - | 1,191 | 16,703 | 17,894 | (11,010) | 6,884 |
| Disposal of subsidiaries (note 27) | 出售附屬公司(附註27) | - | - | (1,373) | - | (1,373) | 28,822 | 27,449 |
| At 31 March 2021 | 於二零二一年 三月三十一日 | 135,625 | 99,935 | (5,630) | (201,517) | 28,413 | (3,521) | 24,892 |

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | Non- controlling interests | Total |
|---|----------------------------------|---|---|---|--|--------------------------------|----------------------------------|--------------------------------|
| | | 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 | 非控股權益 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
| At 1 April 2019 | 於二零一九年四月一日 | 135,625 | 99,935 | (4,587) | (191,510) | 39,463 | (16,680) | 22,783 |
| Loss for the year | 年內虧損 | - | - | - | (26,710) | (26,710) | (5,909) | (32,619) |
| Other comprehensive (expense)/income | 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 | - | - | (861) | - | (861) | 1,256 | 395 |
| Total comprehensive expense for the year | 年內全面開支總額 | - | - | (861) | (26,710) | (27,571) | (4,653) | (32,224) |
| At 31 March 2020 | 於二零二零年 三月三十一日 | 135,625 | 99,935 | (5,448) | (218,220) | 11,892 | (21,333) | (9,441) |

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| OPERATING ACTIVITIES | | |
| Profit/(loss) before taxation | 6,345 | (33,225) |
| Adjustments for: | | |
| Depreciation of plant and equipment | 3,395 | 2,977 |
| Depreciation of right-of-use assets | 2,077 | 4,749 |
| Amortisation of intangible assets | 13 | 13 |
| Loss on written-off of plant and equipment | - | 1,389 |
| Gain on disposal of subsidiaries | (20,124) | - |
| Investment income from financial assets at fair value through profit or loss | (820) | (1,076) |
| Gain on lease modification | (631) | - |
| Interest income from bank deposits | (200) | (138) |
| Income from waived of lease repayment | (128) | (488) |
| Impairment loss on other receivables | 309 | - |
| Finance costs | 718 | 366 |
| Change in fair value of financial liabilities at fair value through profit or loss | - | (1,792) |
| Operating cash flows before movements in working capital | (9,046) | (27,225) |
| Increase in trade and other receivables | (17,997) | (7,058) |
| Decrease/(increase) in contract assets | 1,032 | (1,225) |
| Increase in trade and other payables | 15,801 | 9,108 |
| Increase in contract liabilities | 404 | 251 |
| Cash used in operations | (9,806) | (26,149) |
| Income tax refund | 15 | 153 |
| NET CASH USED IN OPERATING ACTIVITIES | (9,791) | (25,996) |

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| INVESTING ACTIVITIES | | |
| Purchases of financial assets at fair value through profit or loss | (8,011) | (77,875) |
| Net cash outflows from disposal of subsidiaries (note 27) | (257) | - |
| Purchase of plant and equipment | (170) | (5,126) |
| Proceeds from disposal of financial assets at fair value through profit or loss | 10,774 | 88,562 |
| Investment income from financial assets at fair value through profit or loss | 820 | 1,076 |
| Interest income from bank deposit | 200 | 138 |
| NET CASH GENERATED FROM INVESTING ACTIVITIES | 3,356 | 6,775 |
| FINANCING ACTIVITY | | |
| Repayment of lease liabilities | (2,279) | (2,590) |
| NET CASH USED IN FINANCING ACTIVITY | (2,279) | (2,590) |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | (8,714) | (21,811) |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR | 28,260 | 51,278 |
| Effect of foreign exchange rate changes | (699) | (1,207) |
| CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, REPRESENTED BY BANK BALANCES AND CASH | 18,847 | 28,260 |
| Analysis of balances of cash and cash equivalents | | |
| Cash and cash equivalents | 18,847 | 28,030 |
| Cash and cash equivalents included in assets classified as held for sale | - | 230 |
| | 18,847 | 28,260 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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 the 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 is situated at Room 1403, 14/F, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong.

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. 一般資料

量子思維有限公司(「**本公司**」)於二零零零年五月八日根據開曼群島第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。

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(「**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(「**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 2021 截至二零二一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 Amendments to References to the Conceptual Framework in Hong Kong Financial Reporting Standards (“HKFRSs”) and the following amendments to HKFRSs, which include HKFRSs, Hong Kong Accounting Standards (“HKASs”) and amendments issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) where are effective for the Group’s financial year beginning 1 April 2020:

| | |
|--|--------------------------------|
| Amendments to HKFRS 3 | Definition of a Business |
| Amendments to HKAS 1 and HKAS 8 | Definition of Material |
| Amendments to HKFRS 9, HKAS 39 and HKFRS 7 | Interest Rate Benchmark Reform |

The application of the Amendments to References to the Conceptual Framework in HKFRSs and the amendments to HKFRSs in the current year has had no material effect on the Group’s financial performance and position for the current and prior years 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(「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(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)概念框架的提述的修訂及以下經修訂香港財務報告準則，包括香港財務報告準則、香港會計準則(「香港會計準則」)及修訂，均自二零二零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 | 業務的定義 |
| 香港會計準則第1號及香港會計準則第8號的修訂 | 重大的定義 |
| 香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號的修訂 | 利率基準改革 |

於本年度內應用香港財務報告準則概念框架的提述的修訂及經修訂香港財務報告準則對本集團本年度及過往年度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 2021 截至二零二一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 | Insurance Contracts and related amendments ⁵ |
| Amendments to HKFRS 16 | COVID-19-Related Rent Concessions ¹ |
| Amendments to HKFRS 16 | COVID-19-Related Rent Concessions beyond 30 June 2021 ³ |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and Its Associate or Joint Venture ⁶ |
| Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16 | Interest Rate Benchmark Reform — Phase 2 ² |
| Amendments to HKFRS 3 | Reference to the Conceptual Framework ⁴ |
| Amendments to HKAS 16 | Property, Plant and Equipment — Proceeds before Intended Use ⁴ |
| Amendments to HKAS 37 | Onerous contracts: Cost of fulfilling a contract ⁴ |
| Amendments to HKAS 8 | Definition of Accounting Estimates ⁵ |
| Amendments to HKAS 1 | Classification of liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ⁵ |
| Amendments to HKFRSs | Annual Improvements to HKFRS 2018–2020 cycle ⁴ |

¹ Effective for annual periods beginning on or after 1 June 2020

² Effective for annual periods beginning on or after 1 January 2021

³ Effective for annual periods beginning on or after 1 April 2021

⁴ Effective for annual periods beginning on or after 1 January 2022

⁵ Effective for annual periods beginning on or after 1 January 2023

⁶ Effective date not yet been 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(「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 | 保險合約及有關修訂 ⁵ |
| 香港財務報告準則第16號的修訂 | 新型冠狀病毒 — 相關租金寬減 ¹ |
| 香港財務報告準則第16號的修訂 | 二零二一年六月三十日後有關新型冠狀病毒的租金寬減 ³ |
| 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 ⁶ |
| 香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號的修訂 | 利率基準改革 — 第2階段 ² |
| 香港財務報告準則第3號的修訂 | 概念框架的提述 ⁴ |
| 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 ⁴ |
| 香港會計準則第37號的修訂 | 有償合約：履行一份合約的成本 ⁴ |
| 香港會計準則第8號的修訂 | 會計估計的定義 ⁵ |
| 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) ⁵ |
| 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週期的年度改進 ⁴ |

¹ 於二零二零年六月一日或之後開始的年度期間生效

² 於二零二一年一月一日或之後開始的年度期間生效

³ 於二零二一年四月一日或之後開始的年度期間生效

⁴ 於二零二二年一月一日或之後開始的年度期間生效

⁵ 於二零二三年一月一日或之後開始的年度期間生效

⁶ 尚未決定生效日期

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 2021 截至二零二一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 Company 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 in the principal (or most advantages) market at the measurement date under current market conditions (i.e. an exit price) 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.

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

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。

公平值乃指主要(或最有利市場)的市場參與者之間在計量日於現時市況下(即按平倉價)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。

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 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

When the Group has less than a majority of the voting rights of an investee, power over the investee may be obtained through: (i) a contractual arrangement with other vote holders; (ii) rights arising from other contractual arrangements; (iii) the Group's voting rights and potential voting rights; or (iv) a combination of the above, based on all relevant facts and circumstances.

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 of 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.

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.

3. 重大會計政策 (續)

綜合基準 (續)

當本集團擁有投資對象的投票權不足大多數，則可透過：(i)與其他投票權持有人訂立合約安排；(ii)產生自其他合約安排的權利；(iii)本集團的投票權及潛在投票權；或(iv)結合上述方法，根據所有相關事實及情況，以取得對投資對象的權力。

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。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations

Business combinations are accounted for by applying 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. Acquisition-related costs incurred to effect a business combination are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value.

Goodwill is measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the Group's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a gain on bargain purchase.

Non-controlling interests, unless as required by another standards, are measured at acquisition-date fair value except for non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets on a transaction-by-transaction basis.

3. 重大會計政策 (續)

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。進行業務合併產生的收購相關成本於損益中確認。

於收購日期，所收購的可識別資產及所承擔負債按其公平值確認。

商譽按所轉讓代價、被收購方任何非控股權益數額及本集團以往持有被收購方股本權益(如有)公平值的總和超出所收購可識別資產及所承擔負債於收購日期的淨額計量。倘於重新評估後，所收購可識別資產及所承擔負債於收購日期的淨額超出所轉讓代價、被收購方任何非控股權益數額及收購方以往持有被收購方權益(如有)公平值的總和，則差額即時於損益內確認為議價收購收益。

除非另有標準規定，否則非控制性權益按收購日期公平值計量，惟現時所有權權益的非控股權益除外，且在清盤時其持有人有權按實體淨資產的比例分配以公平值計量或按現時所有權工具以交易基準按比例分佔被收購方可識別資產淨值的確認金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill arising from a business combination is carried at cost less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination.

A CGU (or groups of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGUs (or groups of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGUs is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit (or groups of CGUs). Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

3. 重大會計政策 (續)

商譽

業務合併產生的商譽按成本減累計減值虧損 (如有) 列賬。

為進行減值測試，商譽乃分配至預期將從合併所帶來的協同效益中受惠的本集團的現金產生單位 (「現金產生單位」) (或現金產生單位組別)。

獲得商譽分配的現金產生單位 (或現金產生單位組別) 每年進行減值測試及每當有跡象顯示該單位可能出現減值時更為頻繁地進行減值測試。就於某一報告期間收購產生的商譽而言，獲得商譽分配的現金產生單位 (或現金產生單位組別) 於該報告期間結束前進行減值測試。倘現金產生單位的可收回金額低於該單位的賬面值，則首先分配減值虧損以減低分配至該單位的任何商譽的賬面值，然後按該單位 (或現金產生單位組別) 內各項資產的賬面值所佔比例分配至該單位的其他資產。商譽的任何減值虧損直接於損益中確認。就商譽確認的減值虧損不會於往後期間撥回。

於出售相關現金產生單位後，商譽的應佔金額計入釐定的出售損益金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Such classification requires the asset or the disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset or disposal group and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal.

3. 重大會計政策 (續)

持作待售的非流動資產

倘非流動資產及出售組別的賬面值將主要透過銷售交易而非透過持續使用收回，則該等非流動資產將被分類為持作待售。該分類要求資產或出售組別必須為可於現況下即時出售，且僅受銷售該等資產或出售組別的一般慣常條款規限，以及出售可能性極高。管理層必須承諾出售，而出售預期應可由分類日期起計一年內符合資格獲確認為已完成出售。

倘本集團承諾進行涉及失去一家附屬公司控制權的出售計劃時，不論本集團是否將於出售後保留該前附屬公司的非控股權益，該附屬公司的所有資產及負債於符合上述有關條件時會分類為持作出售。

分類為持作待售的非流動資產及出售組別乃按其原賬面值及公平值減出售成本兩者的較低者計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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.

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.

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。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

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.

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.

3. 重大會計政策 (續)

收益確認 (續)

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。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

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.

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.

3. 重大會計政策 (續)

收益確認 (續)

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。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (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 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 from the commencement date and do not contain a purchase option) and leases of low value assets. 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)

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(定義為租賃自開始日期起期為12個月或以下且不包括購買選擇權的租賃)及低值資產的租賃外。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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

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.

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；
- 按指數或利率計算的可變租賃款項，初步按開始日期的指數或利率計量；
- 承租人根據剩餘價值保證預期應付的金額；
- 購買選擇權的行使價(倘承租人合理確定行使該選擇權)；及
- 支付終止租賃的罰款(倘租賃條款反映本集團行使終止租賃的選擇權)。

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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

Lease liabilities (Continued)

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.
- 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, 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 remeasurement 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.

3. 重大會計政策 (續)

租賃 (續)

租賃負債 (續)

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。
- 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重新計量作出調整。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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

Right-of-use assets (Continued)

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.

When the Group obtains ownership of the underlying leased assets at the end of the lease term upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to plant and equipment.

Lease modification

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.

3. 重大會計政策 (續)

租賃 (續)

使用權資產 (續)

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。

當本集團於行使購買選擇權後，於租賃期結束時獲得相關租賃資產擁有權，相關使用權資產的成本以及相關累計折舊及減值虧損將轉撥至廠房及設備。

租賃修訂

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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 on 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 on 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. 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. HK\$) 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. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in 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.

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。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。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))。

對於出售境外經營業務(即出售本集團在境外經營業務中的全部權益)，就該項經營業務累計計入權益的歸屬於本公司擁有人的所有匯兌差額均獲重新分類至損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

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

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

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. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income/a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

3. 重大會計政策 (續)

外幣 (續)

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

收購、建造或生產合資格資產(需要頗長一段時間方可作擬定用途或出售的資產)直接應佔的借貸成本會列為該等資產的成本，直至該等資產可大致可作擬定用途或出售為止。

所有借貸成本於發生期間均計入損益。

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。具體而言，以本集團應購置、建造或以其他方式收購非流動資產為主要條件的政府補助，會於綜合財務狀況表中確認為遞延收入／相關資產賬面值的扣除，並於相關資產的可用年期有系統及合理地轉撥至損益。

作為補償已產生開支或虧損或為向本集團提供即時財務支援且並無未來相關成本的應收政府補助於其應收期間於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefits cost

Payments to the defined contribution plans/state-managed retirement benefit schemes/the Mandatory Provident Fund Scheme (the "MPF scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

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.

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)

退休福利成本

若員工提供服務且有權獲得供款時，向定額供款計劃／國家管理的退休福利計劃／強制公積金計劃(「強積金計劃」)的供款被確認為開支。

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。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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 on either (i) the same taxable entity; or (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

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。

當有可依法執行的權利將流動稅項資產與流動稅項負債抵銷，而兩者乃涉及同一稅務機關對 (i) 同一應課稅實體；或 (ii) 擬按淨額基準結算即期稅項負債及資產，或同時變現資產及清償負債的不同應課稅實體而徵收的所得稅有關，則於預期清償遞延稅項負債或收回遞延稅項資產的重大金額的各未來期間，將遞延稅項資產與負債互相抵銷。

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 2021 截至二零二一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

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.

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 (see the accounting policy in respect of impairment losses on plant and equipment, right-of-use assets and intangible assets below).

Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimate useful lives. The estimated reserves 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.

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。

廠房及設備

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。

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(參見下文有關廠房及設備、使用權資產及無形資產減值虧損的會計政策)。

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。估計儲備及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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

Impairment losses on plant and equipment, right-of-use assets and intangible assets (other than impairment of goodwill set out in accounting policy of goodwill above)

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 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.

3. 重大會計政策 (續)

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。

廠房及設備、使用權資產及無形資產的減值虧損(上述商譽會計政策中載列的商譽減值除外)

本集團於報告期末審閱其具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。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on plant and equipment, right-of-use assets and intangible assets (other than impairment of goodwill set out in accounting policy of goodwill above) (Continued)

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 CGU, with the recoverable amount of the group of CGU. 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 CGU. 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 CGU. An impairment loss was recognised immediately in profit or loss.

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 *Revenue from Contracts with Customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss ("FVTPL")) 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 FVTPL are 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(上述商譽會計政策中載列的商譽減值除外)(續)

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。

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號來自客戶合約的收益計量。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(「按公平值計入損益」)的金融資產除外)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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

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 other comprehensive income ("FVTOCI"), and FVTPL.

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.

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.

3. 重大會計政策 (續)

金融工具 (續)

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、按公平值計入及其他全面收益（「按公平值計入及其他全面收益」）及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。

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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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

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 other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), 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 ("ECL"), 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. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including ECL, to the amortised cost 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) (續)

(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。

就購買或發起的信貸減值金融資產 (即初步確認時為信貸減值的資產) 以外的金融資產而言, 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 (「**預期信貸虧損**」)) 至初步確認時債務工具總賬面值的利率。就購買或發起的信貸減值金融資產而言, 信貸調整實際利率按貼現估計未來現金流 (包括預期信貸虧損) 至初步確認時債務工具的攤銷成本計算。

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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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 and at FVTOCI. 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.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the "Other income" line item (note 8).

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。

就購買或發起的信貸減值金融資產，本集團透過自初始確認起將信貸經調整實際利率應用至金融資產攤銷成本確認利息收入。即使其後金融資產的信貸風險好轉使金融資產不再信貸減值，計算也不會用回總值基準。

利息收入於損益確認並計入「其他收入」項目(附註8)。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically, debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as 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.

Impairment of financial assets

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost. The amount of ECL 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. The ECL 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.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

按公平值計入損益的金融資產

不符合條件按攤銷成本或按公平值計入其他全面收益計量的金融資產乃按公平值計入損益計量。具體而言，不符合攤銷成本條件或按公平值計入其他全面收益條件的債務工具分類為按公平值計入損益。

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。

金融資產減值

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。

本集團始終就貿易應收款項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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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.

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;
- significant deterioration in external market indicators of credit risk for a particular debtor, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- 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;

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

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。

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；
- 特定債務人信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加，債務人的信貸違約掉期價大幅上升或金融資產公平值低於其攤銷成本的時間長短或程度；
- 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；

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Significant increase in credit risk (Continued)

- 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.

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.

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)

信貸風險大幅增加 (續)

- 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。

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。

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。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (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).

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.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

3. 重大會計政策(續)

金融工具(續)

金融資產(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)。

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。

信貸減值之金融資產

當一項或多項對金融資產估計未來現金流量有負面影響的事件發生時，金融資產即出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據：

- 發行人或借款人有重大財政困難；
- 違約，如拖欠或逾期事件；
- 借款人的放款人因與借款人出現財務困難有關的經濟或合約理由而給予借款人在一般情況下放款人不予考慮的優惠條件；
- 借款人很可能面臨破產或其他金融重組；或
- 金融資產因財政困難而喪失活躍市場。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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.

Measurement and recognition of ECL

The measurement of ECL 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 ECL 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 lease receivable, the cash flow used for determining the expected credit losses is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16 *Leases*.

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.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

撤銷政策

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）），本集團會撤銷金融資產。於在適當情況下考慮法律意見後，已撤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。

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。就租賃應收款項而言，釐定預期信貸虧損所用的現金流量與根據香港財務報告準則第16號租賃計量租賃應收款項所用的現金流量一致。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Measurement and recognition of ECL (Continued)

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.

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.

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.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

預期信貸虧損的計量及確認 (續)

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。

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。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVLTP.

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
- 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.

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

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
- 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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

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.

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 derecognises 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.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及權益工具 (續)

按公平值計入損益的金融負債 (續)

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。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and 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). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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)，及本集團有可能須履行該項責任，並對該責任的金額可作出可靠估計時，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)。倘規定償還撥備的部分或全部經濟利益預期將由第三方收回，則當實質上確認將收到償款且應收款項的金額能可靠計量時，應收款項方確認為資產。

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號準備、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量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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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.

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)

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。

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。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

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 2021, the carrying amounts of plant and equipment and right-of-use assets are approximately HK\$3,524,000 and HK\$1,940,000 respectively (2020: HK\$6,337,000 and HK\$6,440,000 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 (2020: nil).

4. 估計不確定性的主要來源(續)

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。

於二零二一年三月三十一日，廠房及設備以及使用權資產的賬面值分別約為3,524,000港元及1,940,000港元(二零二零年：分別為6,337,000港元及6,440,000港元)。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(二零二零年：無)。

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4. 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 2021 are HK\$3,524,000 (2020: HK\$6,337,000).

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 2021, the carrying amounts of trade receivables, other receivables and contract assets are approximately HK\$5,493,000 (2020: HK\$7,854,000), HK\$1,883,000 (2020: HK\$1,407,000) and HK\$225,000 (2020: HK\$1,193,000) respectively, net of accumulated loss allowance of approximately nil (2020: nil), HK\$309,000 (2020: nil) and nil (2020: nil) accumulated loss allowance respectively.

Loss allowance on other receivables approximately HK\$309,000 (2020: nil) has been recognised during the year ended 31 March 2021.

No loss allowance on trade receivables and contract assets have been recognised during the years ended 31 March 2021 and 2020.

4. 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。於二零二一年三月三十一日，具有有限可使用年期的廠房及設備的賬面值為3,524,000港元(二零二零年：6,337,000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。

於二零二一年三月三十一日，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5,493,000港元(二零二零年：7,854,000港元)、1,883,000港元(二零二零年：1,407,000港元)以及225,000港元(二零二零年：1,193,000港元)，扣除貿易應收款項、其他應收款項及合約資產的累計虧損撥備分別約為零(二零二零年：零)、309,000港元(二零二零年：零)及零(二零二零年：零)。

其他應收款項的虧損撥備約309,000港元(二零二零年：零)已於截至二零二一年三月三十一日止年度獲確認。

截至二零二一年及二零二零年三月三十一日止年度，並無貿易應收款項以及合約資產的虧損撥備獲確認。

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4. 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 2021 is nil (2020: 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 28, no deferred tax asset has been recognised in respect of the estimated unused tax losses of approximately HK\$183,263,000 (2020: HK\$165,664,000) due to the unpredictability of future profit streams as at 31 March 2021. 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)

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。於二零二一年三月三十一日，金融負債的賬面值為零(二零二零年：零)。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就釐定金融負債的公平值而言屬適當。

所得稅

誠如附註28所披露，於二零二一年三月三十一日，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183,263,000港元(二零二零年：165,664,000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。

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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

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------------------|----------------------------------|----------------------------------|
| Financial assets | 金融資產 | | |
| 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) | 26,223 | 37,291 |
| Financial assets at FVTPL | 按公平值計入損益的金融資產 | 28,623 | 29,035 |
| | | 54,846 | 66,326 |
| Financial liabilities | 金融負債 | | |
| Other financial liabilities at amortised cost | 按攤銷成本計量的其他金融負債 | 36,412 | 21,667 |
| Financial liabilities of FVTPL | 按公平值計入損益的金融負債 | | |
| Designated as at FVTPL (see note 26) | 指定按公平值計入損益計量 (見附註26) | - | - |

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, bank balances and cash, financial assets at FVTPL, trade and other payables, financial liabilities at FVTPL and lease liabilities. 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 2021 and 2020, 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、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、按公平值計入損益的金融負債以及租賃負債。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：

| | | Assets 資產 | |
|-----|----|----------------------------------|----------------------------------|
| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
| USD | 美元 | 70 | 67 |

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，於截至二零二一年及二零二零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。

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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 2021, 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 an 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

於二零二一年三月三十一日，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。

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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。

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For the year ended 31 March 2021 截至二零二一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：

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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 | 2021 | | | 2020 | | |
|-------------------|-------|------------------------|------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | | | | 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 | 20 | (Note) | Lifetime ECL (simplified approach) | 5,493 | - | 5,493 | 7,854 | - | 7,854 |
| 貿易應收款項 | | (附註) | 全期預期信貸虧損(簡化法) | | | | | | |
| Other receivables | 20 | Performing | 12-month ECL | 1,883 | - | 1,883 | 1,407 | - | 1,407 |
| 其他應收款項 | | 履約 | 12個月預期信貸虧損 | | | | | | |
| Other receivables | 20 | Doubtful | Lifetime ECL — not credit impaired | 309 | (309) | - | - | - | - |
| 其他應收款項 | | 可疑 | 全期預期信貸虧損—無信貸減值 | | | | | | |
| | | | | | (309) | | | - | |

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。

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For the year ended 31 March 2021 截至二零二一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 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 27% (2020: 49%) and 82% (2020: 96%) 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 2021.

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.

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。

於二零二一年三月三十一日，由於貿易應收款項總額約27%（二零二零年：49%）及82%（二零二零年：96%）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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

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)

流動資金風險(續)

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。

| | | At 31 March 2021 於二零二一年三月三十一日 | | | | |
|--------------------------|-----------|--|--|---|---|---|
| | | Within one year or on demand 一年內或按 要求 HK\$'000 千港元 | More than 1 year but less than 2 years 超過一年但少於兩年 HK\$'000 千港元 | More than 2 years but less than 5 years 超過兩年但少於五年 HK\$'000 千港元 | Total contractual undiscounted cash flows 合約未貼現現金流量總額 HK\$'000 千港元 | Carrying amount 賬面值 HK\$'000 千港元 |
| Trade and other payables | 貿易及其他應付款項 | 34,349 | - | - | 34,349 | 34,349 |
| Lease liabilities | 租賃負債 | 1,709 | 410 | - | 2,119 | 2,063 |
| | | 36,058 | 410 | - | 36,468 | 36,412 |

| | | At 31 March 2020 於二零二零年三月三十一日 | | | | |
|--------------------------|-----------|--|--|---|---|---|
| | | Within one year or on demand 一年內或按 要求 HK\$'000 千港元 | More than 1 year but less than 2 years 超過一年但少於兩年 HK\$'000 千港元 | More than 2 years but less than 5 years 超過兩年但少於五年 HK\$'000 千港元 | Total contractual undiscounted cash flows 合約未貼現現金流量總額 HK\$'000 千港元 | Carrying amount 賬面值 HK\$'000 千港元 |
| Trade and other payables | 貿易及其他應付款項 | 14,581 | - | - | 14,581 | 14,581 |
| Lease liabilities | 租賃負債 | 3,813 | 2,933 | 713 | 7,459 | 7,086 |
| | | 18,394 | 2,933 | 713 | 22,040 | 21,667 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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 2021 於二零二一年三月三十一日 | | | |
|----------------------------------|---------------------------|-----------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| | | Level 1 第一層 HK\$'000 千港元 | Level 2 第二層 HK\$'000 千港元 | Level 3 第三層 HK\$'000 千港元 | Total 總計 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 | — | 28,623 | — | 28,623 |

| | | At 31 March 2020 於二零二零年三月三十一日 | | | |
|----------------------------------|---------------------------|-----------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| | | Level 1 第一層 HK\$'000 千港元 | Level 2 第二層 HK\$'000 千港元 | Level 3 第三層 HK\$'000 千港元 | Total 總計 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 | — | 29,035 | — | 29,035 |

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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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:

| | Fair value as at 31 March 於三月三十一日的公平值 | | Fair value 2020 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 |
|--|--|----------------------------------|---------------------------------|--|--|--|
| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 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 | 28,623 | 29,035 | 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 2.53% (2020: 1.96%) 貼現率 2.53% (二零二零年: 1.96%) | 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 (2020: nil).

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：

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(二零二零年：沒有減少/增加)。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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 on recurring basis:

| | |
|--|------------------------------------|
| At 1 April 2019 | 於二零一九年四月一日 |
| Change in fair value credited to profit or loss | 計入損益的公平值變動 |
| At 31 March 2020, 1 April 2020 and 31 March 2021 | 於二零二零年三月三十一日、二零二零年四月一日及二零二一年三月三十一日 |

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.

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)

根據經常性基準金融負債第三層公平值計量的對賬：

| Financial liabilities arising in relation to the provision of the Profit Guarantee | Total |
|--|----------|
| 就提供溢利保證產生的金融負債 | 總計 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| 1,792 | 1,792 |
| (1,792) | (1,792) |
| - | - |

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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

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:

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：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-----------------------------|----------------------------------|----------------------------------|
| 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 | 19,068 | 11,815 |
| • Consultancy | • 諮詢 | 1,815 | 698 |
| • Maintenance and others | • 維護及其他 | 298 | 123 |
| — Sales of hardware | — 銷售硬件 | 20,061 | 13,920 |
| | | 41,242 | 26,556 |

Set out below is the disaggregation of the Group's revenue from contracts with customers within the scope of HKFRS 15:

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：

| For the year ended | 截至二零二一年 三月三十一日止年度 | Services | Sales of hardware | Total |
|-------------------------------|----------------------|-----------------------|--|--------------------------------|
| | | 服務 HK\$'000 千港元 | 銷售硬件 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| Timing of revenue recognition | 確認收益的時間 | | | |
| At a point in time | 於某一時間點 | — | 20,061 | 20,061 |
| Over time | 隨時間 | 21,181 | — | 21,181 |
| | | 21,181 | 20,061 | 41,242 |
| For the year ended | 截至二零二零年 | | | |
| 31 March 2020 | 三月三十一日止年度 | 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 |
| Timing of revenue recognition | 確認收益的時間 | | | |
| At a point in time | 於某一時間點 | — | 13,920 | 13,920 |
| Over time | 隨時間 | 12,636 | — | 12,636 |
| | | 12,636 | 13,920 | 26,556 |

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

7. REVENUE AND SEGMENT INFORMATION (Continued)

Transaction price allocated to the remaining performance obligations

As at 31 March 2021, the aggregate amount of transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) is approximately HK\$9,428,000 (2020: HK\$9,634,000). 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.

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 2021

| Segment revenue | 分部收益 |
|--------------------------------------|-------------|
| Segment profit/(loss) | 分部溢利/(虧損) |
| Unallocated income | 未分配收入 |
| Gain on disposal of subsidiaries | 出售附屬公司收益 |
| 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 | 其他應收款項的減值虧損 |
| Profit before taxation | 除稅前溢利 |

7. 收益及分部資料(續)

分配至餘下履約責任的交易價格

於二零二一年三月三十一日，分配至尚未履行(或部分尚未履行)履約責任的交易價格總額為約9,428,000港元(二零二零年：9,634,000港元)。有關金額指預期於未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。

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(「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。

截至二零二一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 |
|--|-----------------------------------|---|--------------------------------|
| | 21,181 | 20,061 | 41,242 |
| | 2,985 | (2,382) | 603 |
| | | | 3,352 |
| | | | 20,124 |
| | | | (16,829) |
| | | | (596) |
| | | | (309) |
| | | | 6,345 |

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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 2020

| | | 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 |
|--|---------------------|-----------------------------------|---|--------------------------------|
| Segment revenue | 分部收益 | 12,636 | 13,920 | 26,556 |
| Segment loss | 分部虧損 | (8,737) | (3,376) | (12,113) |
| Change in fair value of financial liabilities at fair value through profit or loss | 按公平值計入損益的金融負債的公平值變動 | 1,792 | - | 1,792 |
| Unallocated income | 未分配收入 | | | 2,557 |
| Unallocated corporate expenses | 未分配企業開支 | | | (25,461) |
| Loss before taxation | 除稅前虧損 | | | (33,225) |

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit/(loss) represents the profit/(loss) of each segment without allocation of central administration costs, directors' emoluments and other income. 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)

截至二零二零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 |
|--|-----------------------------------|---|--------------------------------|
| Segment revenue | 12,636 | 13,920 | 26,556 |
| Segment loss | (8,737) | (3,376) | (12,113) |
| Change in fair value of financial liabilities at fair value through profit or loss | 1,792 | - | 1,792 |
| Unallocated income | | | 2,557 |
| Unallocated corporate expenses | | | (25,461) |
| Loss before taxation | | | (33,225) |

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。分部溢利/(虧損)指在並無分配中央行政成本、董事薪酬及其他收入的情況下各分部所產生的溢利/(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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-----------------------------------|------------|----------------------------------|----------------------------------|
| Services | 服務 | 5,883 | 11,323 |
| Sales of hardware | 銷售硬件 | 6,441 | 7,475 |
| Total segment assets | 分部資產總額 | 12,324 | 18,798 |
| Assets relating to disposal group | 與出售組別有關的資產 | - | 8,125 |
| Corporate and other assets | 企業及其他資產 | 49,693 | 62,354 |
| Total assets | 總資產 | 62,017 | 89,277 |

Segment liabilities

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|------------|----------------------------------|----------------------------------|
| Services | 服務 | 4,023 | 6,752 |
| Sales of hardware | 銷售硬件 | 4,240 | 6,743 |
| Total segment liabilities | 分部負債總額 | 8,263 | 13,495 |
| Liabilities relating to disposal group | 與出售組別有關的負債 | - | 76,704 |
| Corporate and other liabilities | 企業及其他負債 | 28,862 | 8,519 |
| Total liabilities | 總負債 | 37,125 | 98,718 |

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

分部負債

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

7. REVENUE AND SEGMENT INFORMATION (Continued)

Segment assets and liabilities (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.

7. 收益及分部資料(續)

分部資產及負債(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。

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7. REVENUE AND SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 March 2021

7. 收益及分部資料(續)

其他分部資料

截至二零二一年三月三十一日止年度

| | | Sales of | Unallocated | Total |
|---|-----------------------------------|-----------------|--------------------|--------------------|
| | | Services | hardware | Unallocated |
| | | 服務 | 銷售硬件 | 未分配 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| Amounts include in the measure of segment profit/(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) | 58 | 102 | 170 |
| Depreciation and amortisation | 折舊及攤銷 | 2,232 | 1,386 | 5,485 |
| 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 | - | - | (200) |
| Finance costs | 財務費用 | 44 | 78 | 718 |
| Income tax credit | 所得稅抵免 | - | - | (15) |

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一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 2020

| | | Services 服務 HK\$'000 千港元 | Sales of hardware 銷售硬件 HK\$'000 千港元 | Unallocated 未分配 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-----------------------------------|-----------------------------------|---|---------------------------------------|--------------------------------|
| Amounts include in the measure of segment loss or segment assets: | 計量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) | 8,712 | 3,420 | 2,560 | 14,692 |
| Depreciation and amortisation | 折舊及攤銷 | 3,527 | 1,394 | 2,818 | 7,739 |
| Loss on written-off of plant and equipment | 撇銷廠房及設備的虧損 | - | - | 1,389 | 1,389 |
| 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 | - | - | (138) | (138) |
| Finance costs | 財務費用 | - | - | 366 | 366 |
| Income tax credit | 所得稅抵免 | - | - | (606) | (606) |

Note: Non-current assets included plant and equipment, right-of-use assets and intangible assets for the years ended 31 March 2021 and 2020.

附註：截至二零二一年及二零二零年三月三十一日止年度，非流動資產包括廠房及設備、使用權資產及無形資產。

Geographical information

During the years ended 31 March 2021 and 2020, 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)

截至二零二零年三月三十一日止年度

地區資料

截至二零二一年及二零二零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 2021 截至二零二一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:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|------------------------|------------------|----------------------------------|----------------------------------|
| Company A ¹ | 公司A ¹ | 16,487 | 7,320 |
| Company B ² | 公司B ² | 10,165 | 9,934 |
| Company C ² | 公司C ² | 8,012 | 3,374 |

¹ Revenue from services segment.

² Revenue from sales of hardware segment.

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：

¹ 收益來自服務分部。

² 收益來自銷售硬件分部。

8. OTHER INCOME

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------|----------------------------------|----------------------------------|
| Interest income from bank deposits | 銀行存款的利息收入 | 200 | 138 |
| 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 | 820 | 1,076 |
| Income from waived of lease repayment | 豁免租賃還款的收入 | 128 | 488 |
| Government grants (note) | 政府補助(附註) | 7,083 | 281 |
| Gain on lease modification | 租賃修改的收益 | 631 | - |
| Others | 其他 | 746 | 574 |
| | | 9,608 | 2,557 |

Note: During the year ended 31 March 2021, included in the government grants are recognised government grant of approximately HK\$359,000 (2020: nil) in respect of COVID-19-related subsidies which related to Employment Support Scheme provided by the Government of Hong Kong Special Administrative Region under the Anti-Epidemic Fund. Government grants has been recognised as other income on a systematic basis over the periods in which the Group recognises the staff costs for which the government grants are intended to compensate. The Group recognised as other income for the year as the Group fulfilled all the relevant granting criteria.

The remaining government grants of approximately HK\$6,724,000 (2020: HK\$281,000) 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：截至二零二一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359,000港元(二零二零年：零)，該金額與香港特別行政區政府於防疫抗疫基金下提供的保就業計劃有關。政府補助已於本集團將政府補助確認為擬補償的員工成本的期間有系統地確認為其他收入。由於本集團符合所有相關授予標準，本集團於年內確認為其他收入。

餘下政府補助約6,724,000港元(二零二零年：281,000港元)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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

9. FINANCE COSTS

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| Interest on late settlement of litigation claims | 延遲結算訴訟費用的利息 | 566 | - |
| Interests on lease liabilities | 租賃負債的利息 | 152 | 366 |
| | | 718 | 366 |

9. 財務費用

10. INCOME TAX CREDIT

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 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」) | 15 | 606 |

10. 所得稅抵免

Notes:

- (a) No Hong Kong Profits Tax has been provided for the years ended 31 March 2021 and 2020 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) 截至二零二一年及二零二零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%。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

10. INCOME TAX CREDIT (Continued)

The income tax expenses can be reconciled to the profit/(loss) before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|--|----------------------------------|----------------------------------|
| Profit/(loss) before taxation | 除稅前溢利／(虧損) | 6,345 | (33,225) |
| Tax at the domestic income tax rate of 16.5% (2020: 16.5%) | 按本地所得稅稅率 16.5% (二零二零年：16.5%) 繳付的稅項 | 1,047 | (5,482) |
| Tax effect of expenses not deductible for tax purposes | 不可扣稅開支的稅務影響 | 1,036 | 92 |
| Tax effect of income not taxable for tax purposes | 毋須課稅收入的稅務影響 | (3,405) | (560) |
| Tax effect of tax losses not recognised | 未確認稅項虧損的稅務影響 | 3,805 | 8,066 |
| Utilisation of tax losses previously not recognised | 動用過往未確認的稅項虧損 | (3) | (40) |
| 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 | (2,480) | (2,076) |
| Over-provision in prior years | 過往年度超額撥備 | (15) | (606) |
| Income tax credit for the year | 年內所得稅抵免 | (15) | (606) |

Details of the deferred taxation are set out in note 28.

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溢利／(虧損)對賬如下：

有關遞延稅項的詳情載於附註 28。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

11. PROFIT/(LOSS) FOR THE YEAR

11. 年內溢利／(虧損)

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|-----------------------------|----------------------------------|----------------------------------|
| Profit/(loss) for the year has been arrived at after charging: | 年內溢利／(虧損)乃經扣除下列各項後達致： | | |
| Directors' and chief executive's emoluments (note 12) | 董事及主要行政人員薪酬(附註12) | 1,837 | 1,686 |
| Salaries, wages, allowances and other benefits | 薪金、工資、津貼及其他福利 | 7,986 | 14,476 |
| Contributions to retirement benefits scheme (excluding directors', chief executive's and supervisors' emoluments) | 退休福利計劃供款(不包括董事、主要行政人員及監事薪酬) | 297 | 780 |
| Total staff costs | 員工成本總額 | 10,120 | 16,942 |
| Auditor's remuneration | 核數師酬金 | 450 | 795 |
| Depreciation of plant and equipment | 廠房及設備折舊 | 3,395 | 2,977 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 2,077 | 4,749 |
| Amortisation of intangible assets | 無形資產攤銷 | 13 | 13 |
| Loss on written-off of plant and equipment | 撤銷廠房及設備的虧損 | - | 1,389 |
| Impairment loss on other receivables | 其他應收款項的減值虧損 | 309 | - |
| Amount of inventories recognised as an expense | 確認為開支的存貨金額 | 18,639 | 13,137 |
| Lease rentals for office premises (note i) | 辦公室物業租賃租金(附註(i)) | 5 | 323 |
| Net exchange loss | 匯兌虧損淨額 | 334 | 193 |

Note:

(i) The amounts represent lease rentals relating to short-term leases under HKFRS16.

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。

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12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

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

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 |
| Year ended 31 March 2021 | 截至二零二一年 三月三十一日止年度 | | | | |
| <i>Executive directors</i> | <i>執行董事</i> | | | | |
| Mr. Ho Yeung (note i) | 何洋先生(附註i) | - | 650 | 4 | 654 |
| Mr. Wang Xiaoqi (note i) | 王曉琦先生(附註i) | - | 620 | 20 | 640 |
| Mr. Cai Dan (notes i and ii) | 蔡丹先生(附註i及ii) | - | 123 | - | 123 |
| <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 | 1,393 | 24 | 1,837 |

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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 |
| Year ended 31 March 2020 | 截至二零二零年三月三十一日止年度 | | | | |
| <i>Executive directors</i> | 執行董事 | | | | |
| Mr. Ho Yeung (note i) | 何洋先生(附註i) | - | 650 | 18 | 668 |
| Mr. Wang Xiaoqi (note i) | 王曉琦先生(附註i) | - | 580 | 18 | 598 |
| <i>Independent non-executive directors</i> | 獨立非執行董事 | | | | |
| 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 | 1,230 | 36 | 1,686 |

Notes:

- (i) The remuneration includes remuneration paid to them in their capacity as an employees of the subsidiaries of the Company.
- (ii) Appointed on 1 March 2021.

No chief executive was appointed during the years ended 31 March 2021 and 2020.

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 2021 and 2020.

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 ended 31 March 2021 and 2020.

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 |
| Year ended 31 March 2020 | | | | |
| 截至二零二零年三月三十一日止年度 | | | | |
| <i>Executive directors</i> | | | | |
| Mr. Ho Yeung (note i) | - | 650 | 18 | 668 |
| Mr. Wang Xiaoqi (note i) | - | 580 | 18 | 598 |
| <i>Independent non-executive directors</i> | | | | |
| Mr. Lau Chor Ki | 180 | - | - | 180 |
| Mr. Tse Yee Hin Tony | 120 | - | - | 120 |
| Mr. Wong Kin Kee | 120 | - | - | 120 |
| Total | 420 | 1,230 | 36 | 1,686 |

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。
- (ii) 於二零二一年三月一日獲委任。

截至二零二一年及二零二零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二零二一年及二零二零年三月三十一日止年度所支付的薪酬。

截至二零二一年及二零二零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。

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13. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments, two (2020: two) were directors of the Company whose emoluments are set out in note 12. The emoluments of the remaining three (2020: three) highest paid individuals were as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|---------------|----------------------------------|----------------------------------|
| Salaries, wages, allowances and other benefits | 薪金、工資、津貼及其他福利 | 2,514 | 2,227 |
| Contributions to retirement benefits scheme | 退休福利計劃供款 | 51 | 49 |
| | | 2,565 | 2,276 |

Their emoluments were within the following bands:

| | | Number of individuals 人數 | |
|--------------------------------|----------------------------|-----------------------------|---------------|
| | | 2021 二零二一年 | 2020 二零二零年 |
| Nil to HK\$1,000,000 | 零至 1,000,000 港元 | 2 | 3 |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001 港元至 1,500,000 港元 | 1 | - |

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 2021 and 2020.

14. DIVIDENDS

No dividend was paid or proposed during the years ended 31 March 2021 and 2020, 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，兩名(二零二零年：兩名)為本公司董事，彼等的薪酬載於附註12。餘下三名(二零二零年：三名)最高薪人士的薪酬如下：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Salaries, wages, allowances and other benefits | 2,514 | 2,227 |
| Contributions to retirement benefits scheme | 51 | 49 |
| | 2,565 | 2,276 |

彼等的酬金介乎以下範圍：

| | Number of individuals 人數 | |
|--------------------------------|-----------------------------|---------------|
| | 2021 二零二一年 | 2020 二零二零年 |
| Nil to HK\$1,000,000 | 2 | 3 |
| HK\$1,000,001 to HK\$1,500,000 | 1 | - |

於截至二零二一年及二零二零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

截至二零二一年及二零二零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。

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15. EARNINGS/(LOSS) PER SHARE

The calculation of the basic and diluted earnings/(loss) per share attributable to the owners of the Company is based on the following:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|---|----------------------------------|----------------------------------|
| Earnings/(loss) | 盈利/(虧損) | | |
| Earnings/(loss) for the purpose of basic and diluted earnings/(loss) per share, representing profit/(loss) for the year attributable to owners of the Company | 為計算每股基本及攤薄盈利/(虧損)採用的盈利/(虧損), 即本公司擁有人應佔年內溢利/(虧損) | 16,703 | (26,710) |
| Number of shares | 股份數目 | | |
| Weighted average number of ordinary shares for the purpose of basic and diluted earnings/(loss) per share ('000 shares) | 為計算每股基本及攤薄盈利/(虧損)採用的普通股加權平均數(千股) | 1,356,250 | 1,356,250 |

The dilutive earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares outstanding during the years ended 31 March 2021 and 2020.

15. 每股盈利/(虧損)

本公司擁有人應佔每股基本及攤薄盈利/(虧損)乃基於以下數據計算:

截至二零二一年及二零二零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, 故每股攤薄盈利相等於每股基本盈利。

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16. PLANT AND EQUIPMENT

16. 廠房及設備

| | | Leasehold improvements | Plant and machinery | Furniture and fixtures | Motor vehicle | Office equipment | Total |
|--|-------------------------------|------------------------|---------------------|------------------------|---------------|------------------|---------------|
| | | 租賃物業裝修 | 廠房及機器 | 傢俬及固定裝置 | 汽車 | 辦公設備 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| COST | 成本 | | | | | | |
| At 1 April 2019 | 於二零一九年四月一日 | 6,783 | 1,656 | 1,114 | - | 314 | 9,867 |
| Additions | 添置 | 4,298 | 366 | - | 741 | - | 5,405 |
| Written-off | 撇銷 | (2,549) | - | - | - | - | (2,549) |
| Reclassified as held for sale (note 27) | 重新分類為持作出售 (附註27) | - | - | (111) | - | (55) | (166) |
| Exchange alignment | 匯兌調整 | (487) | (53) | (68) | (19) | (4) | (631) |
| At 31 March 2020 and 1 April 2020 | 於二零二零年三月三十一日及二零二零年四月一日 | 8,045 | 1,969 | 935 | 722 | 255 | 11,926 |
| Additions | 添置 | 160 | 10 | - | - | - | 170 |
| Exchange alignment | 匯兌調整 | 683 | 82 | 73 | 61 | - | 899 |
| At 31 March 2021 | 於二零二一年三月三十一日 | 8,888 | 2,061 | 1,008 | 783 | 255 | 12,995 |
| DEPRECIATION AND IMPAIRMENT | 折舊及減值 | | | | | | |
| At 1 April 2019 | 於二零一九年四月一日 | 2,034 | 1,174 | 674 | - | 262 | 4,144 |
| Charge for the year | 年內支出 | 2,519 | 208 | 132 | 96 | 22 | 2,977 |
| Written-off | 撇銷 | (1,160) | - | - | - | - | (1,160) |
| Reclassified as held for sales (note 27) | 重新分類為持作出售 (附註27) | - | - | (73) | - | (60) | (133) |
| Exchange alignment | 匯兌調整 | (168) | (21) | (44) | (2) | (4) | (239) |
| At 31 March 2020 and 1 April 2020 | 於二零二零年三月三十一日及二零二零年四月一日 | 3,225 | 1,361 | 689 | 94 | 220 | 5,589 |
| Charge for the year | 年內支出 | 2,817 | 331 | 90 | 147 | 10 | 3,395 |
| Exchange alignment | 匯兌調整 | 371 | 47 | 56 | 13 | - | 487 |
| At 31 March 2021 | 於二零二一年三月三十一日 | 6,413 | 1,739 | 835 | 254 | 230 | 9,471 |
| CARRYING VALUES | 賬面值 | | | | | | |
| At 31 March 2021 | 於二零二一年三月三十一日 | 2,475 | 322 | 173 | 529 | 25 | 3,524 |
| At 31 March 2020 | 於二零二零年三月三十一日 | 4,820 | 608 | 246 | 628 | 35 | 6,337 |

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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 |
|-----------|----|

The Group has lease arrangements for office buildings and premises with the lease terms of generally ranged from 2 to 3 years.

During the year ended 31 March 2021, the carrying amount of right-of-use assets of approximately HK\$2,745,000 was derecognised due to the adjustment upon lease modification.

Additions to the right-of-use assets for the year ended 31 March 2020 amounted to approximately HK\$9,287,000 due to new leases of buildings.

During the year ended 31 March 2020, the carrying amount of right-of-use assets of approximately HK\$6,690,000 was derecognised due to the termination of lease agreement entered into with an independent landlord.

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

| 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 1,940 | 6,440 |

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。

截至二零二一年三月三十一日止年度，由於租賃修改後調整，終止確認使用權資產的賬面值約2,745,000港元。

截至二零二零年三月三十一日止年度，由於新租賃樓宇，故添置使用權資產約9,287,000港元。

截至二零二零年三月三十一日止年度，由於終止與獨立業主所訂立的租賃協議，終止確認使用權資產的賬面值約6,690,000港元。

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17. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued)

(ii) Lease liabilities

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-------------------------------|----------------------------------|----------------------------------|
| Non-current | 非流動 | 409 | 3,536 |
| Current | 流動 | 1,654 | 3,550 |
| | | 2,063 | 7,086 |
| Amounts payable under lease liabilities | 租賃負債項下的應付款項 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
| Within one year | 一年內 | 1,654 | 3,550 |
| After one year but within two years | 一年後但兩年內 | 409 | 2,828 |
| After two years but within five years | 兩年後但五年內 | - | 708 |
| | | 2,063 | 7,086 |
| 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) | (1,654) | (3,550) |
| Amount due for settlement after 12 months | 於12個月後到期結付的款項 | 409 | 3,536 |

During the year ended 31 March 2021, the carrying amount of lease liabilities of approximately HK\$3,376,000 was derecognised due to the adjustment upon lease modification.

During the year ended 31 March 2020, the Group entered into two lease agreements in respect of renting properties and recognised lease liabilities of approximately HK\$9,287,000.

During the year ended 31 March 2020, the carrying amount of lease liabilities of approximately HK\$6,786,000 was derecognised due to the termination of lease agreement entered into with an independent landlord.

17. 使用權資產及租賃負債(續)

(ii) 租賃負債

截至二零二一年三月三十一日止年度，由於租賃修改後調整，終止確認租賃負債的賬面值約3,376,000港元。

截至二零二零年三月三十一日止年度，本集團就租賃物業訂立兩份租賃協議，並確認租賃負債約9,287,000港元。

截至二零二零年三月三十一日止年度，由於終止與獨立業主所訂立的租賃協議，終止確認租賃負債的賬面值約6,786,000港元。

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17. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Continued)

(iii) Amount recognised in profit or loss

| | |
|---------------------------------------|-----------|
| Depreciation of right-of-use assets | 使用權資產折舊 |
| Interests on lease liabilities | 租賃負債的利息 |
| Income from waived of lease repayment | 豁免租賃還款的收入 |
| Gain on lease modification | 租賃修改的收益 |
| Expense relating to short-term leases | 有關短期租賃的開支 |

(iv) Others

During the year ended 31 March 2021, the total cash outflow for lease amount to HK\$2,279,000 (2020: HK\$2,590,000).

At 31 March 2021 and 31 March 2020, no lease agreement not yet commenced is committed by the Group.

17. 使用權資產及租賃負債(續)

(iii) 於損益中確認的金額

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---------------------------------------|----------------------------------|----------------------------------|
| Depreciation of right-of-use assets | 2,077 | 4,749 |
| Interests on lease liabilities | 152 | 366 |
| Income from waived of lease repayment | (128) | (488) |
| Gain on lease modification | (631) | - |
| Expense relating to short-term leases | 5 | 323 |

(iv) 其他

截至二零二一年三月三十一日止年度，租賃的現金流出總額為2,279,000港元（二零二零年：2,590,000港元）。

於二零二一年三月三十一日及二零二零年三月三十一日，本集團並無承擔尚未開始的租賃協議。

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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 |
|---|--|--|---|--------------------------------|
| COST | 成本 | | | |
| At 1 April 2019, 31 March 2020, 1 April 2020 and 31 March 2021 | 於二零一九年四月一日、 二零二零年三月三十一日、 二零二零年四月一日及 二零二一年三月三十一日 | 61 | 10 | 71 |
| AMORTISATION | 攤銷 | | | |
| At 1 April 2019 | 於二零一九年四月一日 | 12 | 5 | 17 |
| Charge for the year | 年內支出 | 12 | 1 | 13 |
| At 31 March 2020 and 1 April 2020 | 於二零二零年三月三十一日及 二零二零年四月一日 | 24 | 6 | 30 |
| Charge for the year | 年內支出 | 12 | 1 | 13 |
| At 31 March 2021 | 於二零二一年三月三十一日 | 36 | 7 | 43 |
| CARRYING VALUES | 賬面值 | | | |
| At 31 March 2021 | 於二零二一年三月三十一日 | 25 | 3 | 28 |
| At 31 March 2020 | 於二零二零年三月三十一日 | 37 | 4 | 41 |

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期內攤銷，詳情如下：

| | |
|------|-----|
| 開發成本 | 5年 |
| 商標成本 | 10年 |

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For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

19. GOODWILL

| COST | 成本 |
|--------------------------------------|---------------|
| At 1 April and 31 March | 於四月一日及三月三十一日 |
| ACCUMULATED IMPAIRMENT LOSSES | 累計減值虧損 |
| At 1 April and 31 March | 於四月一日及三月三十一日 |
| CARRYING VALUES | 賬面值 |
| At 31 March | 於三月三十一日 |

Goodwill is arising from the acquisition of Shenzhen Quantum Technology Information Co., Ltd. (“**Shenzhen Quantum**”) and has been allocated to the one CGU of the Group, which is included in the services business.

During the year ended 31 March 2019, the Group assessed the recoverable amount of goodwill on value-in-use basis and determined that the carrying amount of HK\$4,139,000 was fully impaired arisen from the acquisition of Shenzhen Quantum due to worsening of business.

19. 商譽

| 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------------------|
| 4,139 | 4,139 |
| 4,139 | 4,139 |
| - | - |

商譽乃因收購深圳市量子科技訊息有限公司（「深圳量子」）而產生，並已獲分配至本集團已計入服務業務的一個現金產生單位內。

截至二零一九年三月三十一日止年度，本集團按使用價值基準評估商譽的可收回金額並確定因業務轉差而收購深圳量子所產生4,139,000港元的賬面值已全數減值。

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20. TRADE AND OTHER RECEIVABLES

20. 貿易及其他應收款項

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 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 | 5,493 | 7,854 |
| Deposits | 按金 | 1,056 | 533 |
| Prepayments | 預付款項 | 1,454 | 815 |
| Other receivables (note i) | 其他應收款項(附註i) | 1,136 | 874 |
| | | 9,139 | 10,076 |
| Less: loss allowance for other receivables (note ii) | 減：其他應收款項的虧損撥備 (附註ii) | (309) | - |
| | | 8,830 | 10,076 |

As at 31 March 2021, the gross amount of trade receivables arising from contracts with customers amounted to approximately HK\$5,493,000 (2020: HK\$7,854,000).

There was no impairment loss recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2021 (2020: nil).

於二零二一年三月三十一日，客戶合約所產生的貿易應收款項總額約為5,493,000港元(二零二零年：7,854,000港元)。

截至二零二一年三月三十一日止年度，並無減值虧損於綜合損益及其他全面收益表中確認(二零二零年：無)。

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20. TRADE AND OTHER RECEIVABLES (Continued)

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.

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 |

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)

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。

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。

| 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 3,674 | 7,161 |
| 1,819 | 693 |
| 5,493 | 7,854 |

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。

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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 2021

| | | Weighted average expected loss rate 加權平均預期 虧損率 % | Gross carrying amount 賬面值總值 HK\$'000 千港元 | Loss allowance 虧損撥備 HK\$'000 千港元 |
|--------------------|--------|--|---|--|
| Within 3 months | 於三個月內 | 0% | 3,674 | - |
| 3 months to 1 year | 三個月至一年 | 0% | 1,819 | - |
| | | | 5,493 | - |

As at 31 March 2020

| | | Weighted average expected loss rate 加權平均預期 虧損率 % | Gross carrying amount 賬面值總值 HK\$'000 千港元 | Loss allowance 虧損撥備 HK\$'000 千港元 |
|--------------------|--------|--|---|--|
| Within 3 months | 於三個月內 | 0% | 7,161 | - |
| 3 months to 1 year | 三個月至一年 | 0% | 693 | - |
| | | | 7,854 | - |

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：

於二零二一年三月三十一日

| | | Weighted average expected loss rate 加權平均預期 虧損率 % | Gross carrying amount 賬面值總值 HK\$'000 千港元 | Loss allowance 虧損撥備 HK\$'000 千港元 |
|--------------------|--------|--|---|--|
| Within 3 months | 於三個月內 | 0% | 3,674 | - |
| 3 months to 1 year | 三個月至一年 | 0% | 1,819 | - |
| | | | 5,493 | - |

於二零二零年三月三十一日

| | | Weighted average expected loss rate 加權平均預期 虧損率 % | Gross carrying amount 賬面值總值 HK\$'000 千港元 | Loss allowance 虧損撥備 HK\$'000 千港元 |
|--------------------|--------|--|---|--|
| Within 3 months | 於三個月內 | 0% | 7,161 | - |
| 3 months to 1 year | 三個月至一年 | 0% | 693 | - |
| | | | 7,854 | - |

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20. TRADE AND OTHER RECEIVABLES (Continued)

The movement in the loss allowance for trade receivables is set out below:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--------------------------------------|--------------|----------------------------------|----------------------------------|
| At 1 April | 於四月一日 | - | 7,415 |
| Amount reclassified as held for sale | 重新分類為持作出售的金額 | - | (6,934) |
| Exchange alignment | 匯兌調整 | - | (481) |
| At 31 March | 於三月三十一日 | - | - |

Notes:

- (i) Included in the amount of other receivables as at 31 March 2021, approximately HK\$24,000 (2020: HK\$22,000) and HK\$309,000 (2020: nil) represented the amount due from Mr. Wang Xiaoqi, the executive director of the Company and amounts due from former subsidiaries. The amounts are unsecured, interest-free and repayment on demand.
- (ii) The Group measures the loss allowance for other receivables at an amount equal to 12-month ECL. The Group recognised 12-month ECL for other receivables based on the internal credit rating of receivables as follows:

| | | 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 |
|---------------------|--------------|-------------------------------------|---|---|
| As at 31 March 2021 | 於二零二一年三月三十一日 | | | |
| Performing | 履約 | 0% | 827 | - |
| Doubtful | 可疑 | 100% | 309 | 309 |
| | | | 1,136 | 309 |
| As at 31 March 2020 | 於二零二零年三月三十一日 | | | |
| Performing | 履約 | 0% | 874 | - |

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：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--------------------------------------|----------------------------------|----------------------------------|
| At 1 April | - | 7,415 |
| Amount reclassified as held for sale | - | (6,934) |
| Exchange alignment | - | (481) |
| At 31 March | - | - |

附註：

- (i) 於二零二一年三月三十一日，計入其他應收款項的金額約24,000港元(二零二零年：22,000港元)及309,000港元(二零二零年：零)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。
- (ii) 本集團按相等於12個月預期信貸虧損的金額計量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 |
|---------------------|-------------------------------------|---|---|
| As at 31 March 2021 | | | |
| Performing | 0% | 827 | - |
| Doubtful | 100% | 309 | 309 |
| | | 1,136 | 309 |
| As at 31 March 2020 | | | |
| Performing | 0% | 874 | - |

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20. TRADE AND OTHER RECEIVABLES (Continued)

Notes:

(ii) (Continued)

The movement in the loss allowance for other receivables is set out below:

| | |
|---|--------------|
| At 1 April | 於四月一日 |
| Loss allowance recognised in profit or loss during the year | 年內損益中確認的虧損撥備 |
| Amount write-off as uncollectible | 撇銷為不可收回款項的金額 |
| Amount reclassified as held for sale | 重新分類為持作出售的金額 |
| Exchange alignment | 匯兌調整 |
| At 31 March | 於三月三十一日 |

There was approximately HK\$309,000 (2020: nil) impairment loss recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2021.

20. 貿易及其他應收款項 (續)

附註：

(ii) (續)

其他應收款項的虧損撥備的變動如下：

| 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| - | 4,206 |
| 309 | - |
| - | (700) |
| - | (3,278) |
| - | (228) |
| 309 | - |

截至二零二一年三月三十一日止年度，確認的減值虧損約309,000港元(二零二零年：無)已計入綜合損益及其他全面收益表中。

21. CONTRACT ASSETS

Unbilled revenue of system development contract 系統開發合約的未開票收益

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.

There was no impairment loss recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2021 (2020: nil).

21. 合約資產

| 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 225 | 1,193 |

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。

截至二零二一年三月三十一日止年度，並無已確認減值虧損計入綜合損益及其他全面收益表中(二零二零年：無)。

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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

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 2.02%–3.73% per annum as at 31 March 2021 (2020: 2.40%–3.88%).

23. BANK BALANCES AND CASH

As at 31 March 2021, the Group had bank balances and cash of approximately HK\$8,167,000 (2020: HK\$8,915,000) 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 0.3% to 0.35% per annum (2020: 0.3% to 0.35% per annum).

22. 按公平值計入損益的金融資產

| 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 28,623 | 29,035 |

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。

於二零二一年三月三十一日，理財產品按浮動年利率2.02厘至3.73厘（二零二零年：2.40厘至3.88厘）計息。

23. 銀行結餘及現金

於二零二一年三月三十一日，本集團擁有以人民幣計值的銀行結餘及現金約8,167,000港元（二零二零年：8,915,000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0.3厘至0.35厘（二零二零年：年利率0.3厘至0.35厘）。

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24. TRADE AND OTHER PAYABLES

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-------------------------|-------------|----------------------------------|----------------------------------|
| Trade payables | 貿易應付款項 | 4,696 | 7,167 |
| Accruals | 應計費用 | 543 | 1,716 |
| Other tax payable | 其他應付稅項 | - | 75 |
| Other payables (note i) | 其他應付款項(附註i) | 29,110 | 5,698 |
| | | 34,349 | 14,656 |

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------|--------|----------------------------------|----------------------------------|
| Within 30 days | 於30日內 | 3,544 | 5,974 |
| 31 to 90 days | 31至90日 | - | 1,193 |
| Over 91 days | 超過91日 | 1,152 | - |
| | | 4,696 | 7,167 |

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 2021, approximately HK\$24,563,000 (2020: nil) represented the amounts due to former subsidiaries of which amounted to approximately RMB3,851,000 (equivalent to HK\$4,565,000) (2020: nil) 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, carried People's Bank of China interest rate of 4.75% per annum and repayment on demand.

24. 貿易及其他應付款項

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-------------------------|-------------|----------------------------------|----------------------------------|
| Trade payables | 貿易應付款項 | 4,696 | 7,167 |
| Accruals | 應計費用 | 543 | 1,716 |
| Other tax payable | 其他應付稅項 | - | 75 |
| Other payables (note i) | 其他應付款項(附註i) | 29,110 | 5,698 |
| | | 34,349 | 14,656 |

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：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------|--------|----------------------------------|----------------------------------|
| Within 30 days | 於30日內 | 3,544 | 5,974 |
| 31 to 90 days | 31至90日 | - | 1,193 |
| Over 91 days | 超過91日 | 1,152 | - |
| | | 4,696 | 7,167 |

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) 於二零二一年三月三十一日計入其他應付款項的金額約24,563,000港元(二零二零年：零)該應付前附屬公司款項人民幣3,851,000元(相當於4,565,000港元(二零二零年：零))，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，按中國人民銀行年利率4.75%計息且按需求還款。

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25. CONTRACT LIABILITIES

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Revenue from system development contract 來自系統開發合約的收益 | 690 | 251 |

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.

No revenue recognised during the year ended 31 March 2021 that was included in the contract liabilities as at 1 April 2020 (2020: nil).

25. 合約負債

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。

截至二零二一年三月三十一日止年度並無已確認的收益獲計入二零二零年四月一日的合約負債(二零二零年：無)。

26. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| 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 | - | - |

26. 按公平值計入損益的金融負債

26. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

The financial liabilities represented the provision of the Profit Guarantee contained in an investment agreement between Shenzhen Quantum 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 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 ending 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 ending 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 (續)

就投資協議中所載，金融負債是指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作出賠償：

$$\text{賠償金額} = (\text{年度保證純利} - \text{年度} \\ \text{實際純利}) \times 30\% \times 10$$

- (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, the Group remeasured 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 (2020: gain of HK\$1,792,000) 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.

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。

於年內，本集團根據市場前景及現行的業務計劃及預測而重新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(二零二零年：收益1,792,000港元)。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。

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綜合財務報表附註

For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

27. DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

(a) Disposal of subsidiaries

China Mobile Payment Technology Group Company Limited (“China Mobile”) was an indirect wholly-owned subsidiary of the Company up to 19 August 2020. It held 90% equity interests in Hua Strong Network Science and Technology Company Limited (“Hua Strong”) which in turn held 51% equity interests in Beijing Huaqin, and controlled the board of directors of Beijing Huaqin (hereafter collectively referred to as the “disposal group”).

The directors of the Group resolved to dispose of the entire equity interests in China Mobile as management was in view that results of the business were behind their expectation. As at 31 March 2020, assets and liabilities of the disposal group had been classified as assets classified as held for sales and liabilities associated with assets classified as held for sale and were presented separately in the consolidated statement of financial position.

On 19 August 2020, the Group disposed 100% of the entire share capital of China Mobile, at consideration of HK\$50,000, to an independent third party. The net liabilities of disposal group at the date of disposal were as follows:

| | | |
|-------------------|--------|-----------------|
| | | HK\$'000 千港元 |
| Consideration: | 代價： | |
| Other receivables | 其他應收款項 | 50 |

| | | |
|--|--|-----------------|
| | | HK\$'000 千港元 |
|--|--|-----------------|

Analysis of assets and liabilities over which control was lost:

| |
|---|
| Plant and equipment |
| Trade and other receivables |
| Financial assets at fair value through profit or loss |
| Restricted cash |
| Bank balances and cash |
| Trade and other payables |

Net liabilities disposed of

失去控制權的資產及負債分析：

| | |
|---------------|----------|
| 廠房及設備 | 33 |
| 貿易及其他應收款項 | 2,285 |
| 按公平值計入損益的金融資產 | 6,660 |
| 受限制現金 | 127 |
| 銀行結餘及現金 | 130 |
| 貿易及其他應付款項 | (79,204) |
| 已出售負債淨額 | (69,969) |

27. 分類為持作出售的出售組別

(a) 出售附屬公司

截至二零二零年八月十九日，中國支付科技集團有限公司（「中國支付」）為本公司一家間接全資附屬公司。其持有華天網絡科技有限公司（「華天」）90%股權，而華天持有北京華勤51%股權，及控制北京華勤董事會（以下統稱「出售組別」）。

由於管理層認為有關業務的業績低於預期，本集團董事已議決出售中國支付的全部股權。於二零二零年三月三十一日，出售組別的資產和負債已獲分類為持作出售的資產以及與分類為持作出售的資產相關的負債，並於綜合財務狀況表中單獨呈列。

於二零二零年八月十九日，本集團以代價50,000港元向一名獨立第三方出售中國支付的全部股本的100%。於出售日期出售組別的負債淨額如下：

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27. DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (Continued)

(a) Disposal of subsidiaries (Continued)

27. 分類為持作出售的出售組別(續)

(a) 出售附屬公司(續)

| | | HK\$'000 千港元 |
|--|-------------------------|-----------------|
| Gain on disposal of subsidiaries: | 出售附屬公司收益： | |
| Consideration receivable | 應收代價 | 50 |
| Net liabilities disposed of | 已出售負債淨額 | 69,969 |
| Liabilities assumed upon disposal of subsidiaries | 出售附屬公司時所承擔的負債 | (22,446) |
| Non-controlling interests | 非控股權益 | (28,822) |
| Reclassification of cumulative translation reserve upon disposal of the subsidiaries | 於出售附屬公司時重新分類 累計換算儲備 | 1,373 |
| | | <u>20,124</u> |
| | | HK\$'000 千港元 |
| Net cash outflow arising on disposal of subsidiaries: | 出售附屬公司的現金流出淨額： | |
| Cash consideration received | 已收現金代價 | - |
| Less: restricted cash, bank balances and cash disposed of | 減：已出售的受限制現金、 銀行結餘及現金 | (257) |
| | | <u>(257)</u> |

The disposal did not constitute a discontinued operation as it did not represent a major line of business or geographical area of operation.

出售事項不構成一項已終止經營業務，原因為其並非主要業務線或營運所在地區。

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27. DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (Continued)

(b) Assets and liabilities of disposal group classified held for sale

The following assets and liabilities were reclassified as held for sale in relation to the group of subsidiaries as at 31 March 2020.

27. 分類為持作出售的出售組別(續)

(b) 分類為持作出售的出售組別的資產及負債

截至二零二零年三月三十一日，以下資產和負債重新分類為與附屬公司組別有關的持作出售。

| | As at 31 March 2020 於二零二零年 三月三十一日 HK\$'000 千港元 |
|---|---|
| Assets classified as held for sale | 分類為持作出售的資產 |
| Plant and equipment | 33 |
| Trade and other receivables | 1,303 |
| Financial assets at fair value through profit or loss | 6,559 |
| Bank balances and cash | 230 |
| | 8,125 |
| 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 |
| Trade and other payables (notes i, ii and iii) | 76,704 |

Notes:

- (i) Included in the amount of other payables as at 31 March 2020, approximately of HK\$194,000 represented the amount due to Mr. Chan Foo Wing, the ultimate beneficial owner of the Company. The amount is unsecured, interest-free and repayment on demand.
- (ii) Included in the amount of other payables as at 31 March 2020, approximately of HK\$10,932,000 represented the amount due to an independent third party, 北京瑞智恒達網絡科技有限公司. The amount is unsecured, interest-free and repayment on demand.
- (iii) Included in the amount of other payables as at 31 March 2020, approximately of HK\$2,353,000 represented the amount payable to several former employees of Beijing Huaqin due to the litigations in respect of the termination of employment.

附註：

- (i) 於二零二零年三月三十一日計入其他應付款項的金額約194,000港元指應付本公司最終實益擁有人陳富榮先生的款項。該款項為無抵押、免息及須按要求償還。
- (ii) 於二零二零年三月三十一日計入其他應付款項的金額約10,932,000港元指應付獨立第三方北京瑞智恒達網絡科技有限公司的款項。該款項為無抵押、免息及須按要求償還。
- (iii) 於二零二零年三月三十一日計入其他應付款項的金額約2,353,000港元指涉及終止僱用的訴訟導致應付北京華勤若干名前任僱員的款項。

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28. DEFERRED TAXATION

As at 31 March 2021, no deferred tax asset has been recognised in respect of the tax losses of approximately HK\$183,263,000 (2020: HK\$165,664,000) due to the unpredictability of future profit streams.

As at 31 March 2021, the Group has tax losses of approximately HK\$88,240,000 (2020: HK\$77,673,000) that will be expired within next five years. The remaining tax losses of approximately HK\$ 95,023,000 (2020: HK\$87,991,000) may be carried forward indefinitely.

29. SHARE CAPITAL

28. 遞延稅項

於二零二一年三月三十一日，由於無法預測未來溢利來源，故並無就稅項虧損約183,263,000港元(二零二零年：165,664,000港元)確認遞延稅項資產。

於二零二一年三月三十一日，本集團的稅項虧損約88,240,000港元(二零二零年：77,673,000港元)將於五年內到期。餘下的稅項虧損約95,023,000港元(二零二零年：87,991,000港元)可無限期結轉。

29. 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 2019, 31 March 2020, 1 April 2020 and 31 March 2021 | 於二零一九年四月一日、二零二零年三月三十一日、二零二零年四月一日及二零二一年三月三十一日 | 2,000,000 | 200,000 |
| Issued and fully paid: | 已發行及繳足： | | |
| At 1 April 2019, 31 March 2020, 1 April 2020 and 31 March 2021 | 於二零一九年四月一日、二零二零年三月三十一日、二零二零年四月一日及二零二一年三月三十一日 | 1,356,250 | 135,625 |

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30. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the consolidated financial statements are set out as follows:

| | |
|---|---------------|
| Accrued interests on late settlement of litigation claims | 延遲結算訴訟費用的應計利息 |
|---|---------------|

On 1 April 2018, a former subsidiary of the Company, Beijing Huaqin was involved in material litigation that a supplier of Beijing Huaqin filed a litigation with Shanghai Municipal Intermediate People's Court No. 1 (the "**Court**") against Beijing Huaqin for compensation on default in payment due to the disagreement of the goods' quantity delivered.

On 31 May 2018, the Court ordered Beijing Huaqin to repay the alleged amount involved in the litigation in respect of the default payment for the supply of goods. As at 31 March 2020, an amount of approximately RMB49,721,000 (equivalent to approximately HK\$54,355,000) was recorded in liabilities associated with assets classified as held for sale (note 27).

During the year ended 31 March 2020, the Group has not yet fully settled the alleged amounts. As at 31 March 2020, the amount of accrued interests on delay settlement of the remaining alleged amount was approximately RMB5,720,000 (equivalent to approximately HK\$6,253,000).

30. 或然負債

於報告期末，尚未於綜合財務報表計提的或然負債載列如下：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| | - | 6,253 |

於二零一八年四月一日，本公司的前附屬公司北京華勤涉及重大訴訟：北京華勤的一名供應商向上海第一中級人民法院（「法院」）提出訴訟，要求北京華勤就因已交付貨物數量分歧而拖欠貨款一事支付賠償。

於二零一八年五月三十一日，法院下令北京華勤須償還有關拖欠貨物供應的貨款的訴訟所涉及的指稱款項。於二零二零年三月三十一日，約為人民幣49,721,000元（相當於約54,355,000港元）的款項已入賬列為與分類為持作出售資產相關的負債（附註27）。

截至二零二零年三月三十一日止年度，本集團尚未悉數結算指稱款項。於二零二零年三月三十一日，就延遲結算餘下的指稱款項產生的累計利息金額約為人民幣5,720,000元（相當於約6,253,000港元）。

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For the year ended 31 March 2021 截至二零二一年三月三十一日止年度

31. 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 |

31. 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：

| 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 1,813 | 1,650 |
| 24 | 36 |
| 1,837 | 1,686 |

32. 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 2021, the total cost charged to consolidated statement of profit or loss and other comprehensive income of approximately HK\$321,000 (2020: HK\$816,000) represents contributions payable to these schemes by the Group in respect of the respective accounting period.

32. 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。

截至二零二一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321,000港元(二零二零年：816,000港元)指本集團於當前會計期間應付該等計劃的供款。

33. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share option scheme of the Company

The Company's new share option scheme (the **"New 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 will expire on 31 July 2021. Under the New 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 2021 and 2020.

33. 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新購股權計劃(「**新計劃**」)，主要旨在激勵董事及合資格員工，並將於二零二一年七月三十一日屆滿。根據新計劃，本公司董事會可向其全權認為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二零二一年及二零二零年三月三十一日止年度並無授出任何購股權。

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34. 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.

34. 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 2020 | 於二零二零年四月一日 | 7,086 |
| Financing cash flows: | 融資現金流量： | |
| — Repayment | — 還款 | (2,279) |
| Non-cash changes: | 非現金變動： | |
| — Increase in accruals | — 應計費用增加 | (80) |
| — Lease derecognised due to the adjustment upon lease modification | — 因租賃修改調整而終止確認的租賃 | (3,376) |
| — Income from waived of lease repayment (note 8) | — 豁免租賃還款的收入(附註8) | (128) |
| — Interest on lease liabilities recognised | — 已確認的租賃負債利息 | 152 |
| — Exchange realignment | — 匯兌調整 | 688 |
| At 31 March 2021 | 於二零二一年三月三十一日 | 2,063 |
| | | Lease liabilities 租賃負債 HK\$'000 千港元 (note 17) (附註 17) |
| At 1 April 2019 | 於二零一九年四月一日 | - |
| Adjustment upon application of HKFRS 16 <i>Lease</i> | 於應用香港財務報告準則第16號租賃時進行的調整 | 9,112 |
| Financing cash flows: | 融資現金流量： | |
| — Repayment | — 還款 | (2,590) |
| Non-cash changes: | 非現金變動： | |
| — New lease recognised | — 已確認的新租賃 | 9,287 |
| — Lease derecognised due to termination | — 因終止而終止確認的租賃 | (6,786) |
| — Increase in accruals | — 應計費用增加 | (1,374) |
| — Income from waived of lease repayment (note 8) | — 豁免租賃還款的收入(附註8) | (488) |
| — Interest on lease liabilities recognised | — 已確認的租賃負債利息 | 366 |
| — Exchange realignment | — 匯兌調整 | (441) |
| At 31 March 2020 | 於二零二零年三月三十一日 | 7,086 |

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35. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

35. 本公司財務狀況表的資料

| | | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|-----------------|-------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Plant and equipment | 廠房及設備 | | 37 | 47 |
| Investments in subsidiaries | 附屬公司之投資 | (a) | - | - |
| | | | 37 | 47 |
| Current assets | 流動資產 | | | |
| Deposits, prepayments and other receivables | 按金、預付款項及其他應收款項 | (b) | 685 | 685 |
| 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 | | 9,639 | 17,695 |
| | | | 10,324 | 18,380 |
| Current liabilities | 流動負債 | | | |
| Other payables and accruals | 其他應付款項及應計費用 | | 450 | 700 |
| Net current assets | 流動資產淨值 | | 9,874 | 17,680 |
| Total assets less current liabilities | 總資產減流動負債 | | 9,911 | 17,727 |
| Equity | 權益 | | | |
| Share capital | 股本 | | 135,625 | 135,625 |
| Reserves | 儲備 | (d) | (125,714) | (117,898) |
| Total equity | 權益總額 | | 9,911 | 17,727 |

Wang Xiaoqi

王曉琦
Director
董事

Ho Yeung

何洋
Director
董事

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35. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

(a) As at 31 March 2021, investments in subsidiaries are carried at cost of HK\$26 (2020: HK\$26), no impairment loss in respect of investments in subsidiaries has been recognised in profit or loss for the years ended 31 March 2021 and 2020.

(b) Included in the amounts of other receivables as at 31 March 2021, the gross amount approximately HK\$287,000 (2020: nil) represented the amounts due from former subsidiaries with accumulated loss allowance on other receivables of approximately HK\$287,000 (2020: nil). The amount is unsecured, interest-free and repayment on demand.

There was approximately HK\$31,000 (2020: nil) impairment loss recognised in the consolidated statement of profit and loss and other comprehensive income for the year ended 31 March 2021.

(c) Amounts due from subsidiaries

| | |
|----------------------------------|----------|
| Amounts due from subsidiaries | 應收附屬公司款項 |
| Less: accumulated loss allowance | 減：累計虧損撥備 |
| At 31 March | 於三月三十一日 |

The amounts due from subsidiaries are unsecured, non-interest bearing and repayable on demand.

For the year ended 31 March 2021, impairment loss approximately HK\$2,150,000 (2020: reversal of impairment loss approximately HK\$9,508,000) on amounts due from subsidiaries were recognised in profit or loss.

Included in the amounts due from subsidiaries as at 31 March 2021, the carrying amount of approximately HK\$256,000 (2020: HK\$256,000) with accumulated loss allowance of approximately HK\$256,000 were reclassified to other receivables which related to amount due to a former subsidiary.

(d) Movements in reserves

| | |
|--|------------------------|
| At 1 April 2019 | 於二零一九年四月一日 |
| Profit and total comprehensive income for the year | 年內溢利及其他全面收益 |
| At 31 March 2020 and 1 April 2020 | 於二零二零年三月三十一日及二零二零年四月一日 |
| Loss and total comprehensive expense for the year | 年內虧損及其他全面開支 |
| At 31 March 2021 | 於二零二一年三月三十一日 |

35. 本公司財務狀況表的資料(續)

附註：

(a) 於二零二一年三月三十一日，於附屬公司的投資乃按成本約26港元(二零二零年：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二零二一年及二零二零年三月三十一日止年度的損益中確認。

(b) 包括於二零二一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287,000港元(二零二零年：無)，其他應收款項累計虧損撥備約287,000港元(二零二零年：無)。該金額為無抵押、免息及應要求償還。

截至二零二一年三月三十一日止年度，於綜合損益及其他全面收益表中的已確認減值虧損約31,000港元(二零二零年：無)。

(c) 應收附屬公司款項

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|----------------------------------|
| Amounts due from subsidiaries | 95,320 | 93,426 |
| Less: accumulated loss allowance | (95,320) | (93,426) |
| At 31 March | - | - |

應收附屬公司款項為無抵押、免息及應要求償還。

截至二零二一年三月三十一日止年度，應收附屬公司款項減值虧損約2,150,000港元(二零二零年：減值虧損撥回約9,508,000港元)已於損益中確認。

於二零二一年三月三十一日計入應收附屬公司款項的賬面值約為256,000港元(二零二零年：256,000港元)連同累計虧損撥備約256,000港元已重新分類至其他應收款項，其與應付一間前附屬公司款項有關。

(d) 儲備變動

| | 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 2019 | 101,852 | (221,882) | (120,030) |
| Profit and total comprehensive income for the year | - | 2,132 | 2,132 |
| At 31 March 2020 and 1 April 2020 | 101,852 | (219,750) | (117,898) |
| Loss and total comprehensive expense for the year | - | (7,816) | (7,816) |
| At 31 March 2021 | 101,852 | (227,566) | (125,714) |

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36. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Details of the Company's subsidiaries as at 31 March 2021 and 2020 are as follows:

| 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 | | |
| | | | | 2021 二零二一年 | 2020 二零二零年 | 2021 二零二一年 | 2020 二零二零年 | |
| 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 (「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 |
| Mobile Payment Technology Group Company Limited (note ii) 支付科技集團有限公司(附註ii) | Hong Kong 香港 | Ordinary 普通 | HK\$1 1港元 | - | 100% | - | - | Investment holding 投資控股 |
| 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 |

* For identification purpose only

36. 本公司附屬公司的詳情

於二零二一年及二零二零年三月三十一日本公司附屬公司的詳情載列如下：

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36. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

36. 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 | | | |
| | | | | 2021 二零二一年 | 2020 二零二零年 | 2021 二零二一年 | 2020 二零二零年 | | |
| 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% | 100% 100% | Investment holding 投資控股 | |
| China Mobile Payment Technology Group Company Limited (note iv) 中國支付科技集團有限公司 (附註iv) | BVI 英屬處女群島 | Ordinary 普通 | US\$2 2美元 | - - | - - | - - | 100% 100% | Investment holding 投資控股 | |
| Hua Strong Network Science and Technology Company Limited* (notes i, iii and iv) 華天網絡科技有限公司 (附註i、iii及iv) | PRC 中國 | Contributed capital 註資資本 | US\$8,000,000 8,000,000美元 | - - | - - | - - | 90% 90% | Investment holding and IT network consultation service 投資控股及資訊科技網絡顧問服務 | |
| Beijing Huaqin World Technology Company Limited * (notes i and iv) 北京華勤天地科技有限公司 (附註i及iv) | PRC 中國 | Contributed capital 註資資本 | RMB50,000,000 人民幣 50,000,000元 | - - | - - | - - | 45.9% 45.9% | Trading of residential gateway products 買賣住宅網關產品 | |
| 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 註資資本 | RMB5,000,000 人民幣 5,000,000元 | - - | - - | 100% 100% | 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 註資資本 | RMB500,000 人民幣 500,000元 | - - | - - | 100% 100% | 100% 100% | Provision of system development services and consultation services 提供系統開發服務及顧問服務 | |

* For identification purpose only

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36. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

36. 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 | | | |
| | | | | 2021 二零二一年 | 2020 二零二零年 | 2021 二零二一年 | 2020 二零二零年 | | |
| Shenzhen Anxin Certification System Co., Ltd.* (note i) 深圳市安信認證系統有限公司 (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.* (note i) 深圳市中信網安認證有限公司 (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:

- (i) The nature of all the legal entities established in PRC is limited liability company.
- (ii) The subsidiary was being deregistered on 25 September 2020.
- (iii) As at 31 March 2020, Hua Strong held 51% interest in Beijing Huaqin and hence the Company held a 45.9% effective interest in Beijing Huaqin. The board of directors of Beijing Huaqin was controlled by the Company. Thus, Beijing Huaqin was the Company's subsidiary.
- (iv) China Mobile was an indirect wholly-owned subsidiary of the Company up to 19 August 2020. It held 90% equity interests in Hua Strong which in turn held 51% equity interests in Beijing Huaqin, and controlled the board of directors of Beijing Huaqin. On 19 August 2020, the Group disposed 100% of the entire share capital of China Mobile, at consideration of HK\$50,000, to an independent third party.

* For identification purpose only

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) 該附屬公司已於二零二零年九月二十五日註銷登記。
- (iii) 於二零二零年三月三十一日，華天持有北京華勤51%權益，因此本公司持有北京華勤45.9%實際權益。北京華勤董事會由本公司控制。因此，北京華勤為本公司的附屬公司。
- (iv) 截至二零二零年八月十九日，中國支付為本公司之間接全資附屬公司。其持有華天90%股權，而華天持有北京華勤51%股權並控制北京華勤董事會。於二零二零年八月十九日，本集團以50,000港元的代價向一名獨立第三方出售中國支付全部股本的100%。

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36. 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 subsidiaries that have non-controlling interests that are material to the Group:

| Name of subsidiary 附屬公司名稱 | Place of incorporation 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 | |
|------------------------------|--------------------------------|--|---------------|--|----------------------------------|--|----------------------------------|
| | | 2021 二零二一年 | 2020 二零二零年 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
| CITIC Cyber Security 中信網安 | PRC 中國 | 30% | 30% | (284) | (5,763) | (3,521) | (2,976) |
| Beijing Huaqin 北京華勤 | PRC 中國 | - | 54% | N/A ¹ 不適用 ¹ | (78) | N/A ¹ 不適用 ¹ | (16,683) |

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.

¹ Beijing Huaqin was disposed in August 2020.

36. 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。

¹ 北京華勤已於二零二零年八月獲出售。

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36. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

CITIC Cyber Security

36. 本公司附屬公司的詳情(續)

中信網安

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|------------------|----------------------------------|----------------------------------|
| Current assets | 流動資產 | 9,898 | 10,130 |
| Non-current assets | 非流動資產 | 4,812 | 9,743 |
| Current liabilities | 流動負債 | (26,038) | (26,338) |
| Non-current liabilities | 非流動負債 | (409) | (3,456) |
| Net liabilities | 負債淨額 | (11,737) | (9,921) |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | (8,216) | (6,945) |
| Non-controlling interests | 非控股權益 | (3,521) | (2,976) |
| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
| Revenue | 收益 | 4,759 | 2,170 |
| Other income | 其他收入 | 8,236 | 1,348 |
| Expenses | 開支 | (13,943) | (22,728) |
| Loss for the year | 年內虧損 | (948) | (19,210) |
| Loss attributable to owners of the Company | 本公司擁有人應佔虧損 | (664) | (13,447) |
| Loss attributable to the non-controlling interests | 非控股權益應佔虧損 | (284) | (5,763) |
| Loss for the year | 年內虧損 | (948) | (19,210) |
| Other comprehensive expense attributable to owners of the Company | 本公司擁有人應佔其他全面開支 | (608) | (76) |
| Other comprehensive expense attributable to the non-controlling interests | 非控股權益應佔其他全面開支 | (260) | (32) |
| Other comprehensive expense for the year | 年內其他全面開支 | (868) | (108) |
| Total comprehensive expense attributable to owners of the Company | 本公司擁有人應佔全面開支總額 | (1,271) | (13,523) |
| Total comprehensive expense attributable to the non-controlling interests | 非控股權益應佔全面開支總額 | (545) | (5,795) |
| Total comprehensive expense for the year | 年內全面開支總額 | (1,816) | (19,318) |
| Net cash inflow/(outflow) from operating activities | 經營活動的現金流入/(流出)淨額 | 1,085 | (7,929) |
| Net cash outflow from investing activities | 投資活動的現金流出淨額 | (6,165) | (3,660) |
| Net cash outflow from financing activities | 融資活動的現金流出淨額 | (1,399) | (3,084) |
| Net cash outflow | 現金流出淨額 | (6,479) | (14,673) |

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36. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

Beijing Huaqin

| | | 2020 二零二零年 HK\$'000 千港元 |
|--|----------------|----------------------------------|
| Current assets | 流動資產 | 31,425 |
| Non-current assets | 非流動資產 | 33 |
| Current liabilities | 流動負債 | (62,295) |
| Net liabilities | 負債淨額 | (30,837) |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | (14,154) |
| Non-controlling interests | 非控股權益 | (16,683) |
| | | 2020 二零二零年 HK\$'000 千港元 |
| Other income | 其他收入 | 215 |
| Expenses | 開支 | (360) |
| Loss for the year | 年內虧損 | (145) |
| Loss attributable to owners of the Company | 本公司擁有人應佔虧損 | (67) |
| Loss attributable to the non-controlling interests | 非控股權益應佔虧損 | (78) |
| Loss for the year | 年內虧損 | (145) |
| Other comprehensive income attributable to owners of the Company | 本公司擁有人應佔其他全面收益 | 983 |
| Other comprehensive income attributable to the non-controlling interests | 非控股權益應佔其他全面收益 | 1,158 |
| Other comprehensive income for the year | 年內其他全面收益 | 2,141 |
| Total comprehensive income attributable to owners of the Company | 本公司擁有人應佔全面收益總額 | 916 |
| Total comprehensive income attributable to the non-controlling interests | 非控股權益應佔全面收益總額 | 1,080 |
| Total comprehensive income for the year | 年內全面收益總額 | 1,996 |
| Net cash outflow from operating activities | 經營活動的現金流出淨額 | (866) |
| Net cash inflow from investing activities | 投資活動的現金流入淨額 | 921 |
| Net cash inflow | 現金流入淨額 | 55 |

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37. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 March 2021, pursuant to the adjustment of lease modification, the carrying amounts of right-of-use assets and lease liabilities of approximately HK\$2,745,000 and HK\$3,376,000 were derecognised respectively.

During the year ended 31 March 2020, the Group entered into two new arrangements in respect of buildings. Right-of-use assets and lease liabilities of approximately HK\$9,287,000 were recognised at the commencement of the leases.

During the year ended 31 March 2020, pursuant to the termination of lease agreement entered into with an independent landlord, the carrying amounts of right-of-use assets and lease liabilities of approximately HK\$6,690,000 and HK\$6,786,000 were derecognised respectively.

38. EVENTS AFTER REPORTING PERIOD

CITIC Cyber Security, an indirect non-wholly owned subsidiary of the Company, entered into the JV Shareholders' Agreement dated 30 September 2020 with China Mobile Communications Group Co., Ltd. ("**China Mobile Group**"), China United Network Communications Group Company Limited ("**China Unicom Group**"), China Telecommunications Corporation ("**China Telecom Corporation**") and Chinese Shield Anicert, pursuant to which the parties agreed to jointly establish the JV Company to be a digital technology company providing computer software development and system integration services to its shareholders and other parties.

Pursuant to the JV Shareholders' Agreement, the registered capital of the JV Company would amount to RMB100,000,000, among which, China Mobile Group, China Telecom Corporation, China Unicom Group, CITIC Cyber Security and Chinese Shield Anicert would contribute RMB24 million, RMB20 million, RMB20 million, RMB20 million and RMB16 million and each of them would respectively own 24%, 20%, 20%, 20% and 16% of the equity interest in the JV Company. CITIC Cyber Security undertakes to procure that on or before 31 December 2021, 50% or more of its shareholding shall be state-owned and the state-owned shareholders in CITIC Cyber Security shall be concert parties when deciding matters relating to the JV Company, including changes in equity interest, election of senior management and operation of the JV Company. As such, upon fulfilment of the Undertaking, the equity interest of the Group in CITIC Cyber Security will be diluted from 70% to less than 50%.

37. 主要非現金交易

截至二零二一年三月三十一日止年度，根據租賃修改的調整，使用權資產和租賃負債的賬面值分別約2,745,000港元和3,376,000港元，已分別終止確認。

截至二零二零年三月三十一日止年度，本集團就樓宇訂立兩項新安排。使用權資產及租賃負債約9,287,000港元於租賃開始時確認。

於截至二零二零年三月三十一日止年度，根據終止與獨立業主訂立的租賃協議，使用權資產及租賃負債的賬面值分別約6,690,000港元及6,786,000港元已終止確認。

38. 報告期後事項

本公司的間接非全資附屬公司中信網安分別與中國移動通信集團有限公司（「**中國移動集團**」）、中國聯合網絡通信集團有限公司（「**中國聯通集團**」）、中國電信集團有限公司（「**中國電信集團**」）及中盾安信於二零二零年九月三十日簽訂合資公司股東協議，據此，訂約方有條件同意共同成立合資公司作為數字科技公司，以向其股東及其他訂約方提供計算機軟件開發及系統集成服務。

根據合資公司股東協議的條款，合資公司的註冊資本將為人民幣100,000,000元，其中中國移動集團、中國電信集團、中國聯通集團、中信網安及中盾安信將分別出資人民幣24,000,000元、人民幣20,000,000元、人民幣20,000,000元、人民幣20,000,000元及人民幣16,000,000元，而彼等各自將分別持有合資公司24%、20%、20%、20%及16%的股權。中信網安承諾促使於二零二一年十二月三十一日或之前將其50%或以上股權歸為國有，而中信網安的國有股東須為決定合資公司事務（包括股權變更、推選高級管理人員及合資公司運營）的一致行動人士。因此，於履行承諾後，本集團於中信網安的股權將由70%攤薄至不足50%。

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38. EVENTS AFTER REPORTING PERIOD (Continued)

The deemed disposal may constitute a notifiable transaction of the Company and may be subject to the reporting, announcement requirements and shareholders' approval requirements (if applicable) under Chapter 19 of the GEM Listing Rules.

Details of which are disclosed on the Company's announcements dated 10 February 2021 and 25 May 2021 in relation to, among others, the JV formation and the deemed disposal.

38. 報告期後事項(續)

視作出售事項可能構成本公司的一項須予公佈交易，可能須根據GEM上市規則第19章遵守申報、公告及股東批准的規定(如適用)。

有關(其中包括)成立合資公司及視作出售事項的詳情披露於本公司日期為二零二一年二月十日及二零二一年五月二十五日的公告。

Quantum Thinking Limited
量子思維有限公司