

# Prime Intelligence Solutions Group Limited 匯安智能科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

**Stock Code 股份代號 : 8379**

# 2018

## Annual Report 年報

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

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

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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This report, for which the directors (the “Directors”) of Prime Intelligence Solutions Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

### **香港聯合交易所有限公司(「聯交所」) GEM 的特色**

**GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資者應瞭解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。**

**由於 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時亦無法保證在 GEM 買賣的證券會有高流通量的市場。**

香港交易及結算有限公司及香港聯合交易所有限公司對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本報告載有根據聯交所 GEM 證券上市規則(「GEM 上市規則」)定而提供有關匯安智能科技集團有限公司(「本公司」)的資料，本公司的董事(「董事」)願就本報告共同及個別承擔全部責任。董事作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在所有重大方面均屬準確完整，並無誤導或欺詐成分；且本報告並無遺漏任何其他事宜，致使其所載任何陳述或本報告產生誤導。

# Contents

## 目錄

	Pages
	頁碼
Corporate Information	3
Chairman's Statement	5
Management Discussion and Analysis	7
Biographies of Directors and Senior Management	12
Environmental, Social and Governance Report	20
Corporate Governance Report	33
Directors' Report	53
Independent Auditor's Report	64
Audited Financial Statements	
Consolidated:	
Statement of Profit or Loss and Other Comprehensive Income	70
Statement of financial position	71
Statement of changes in equity	72
Statement of cash flows	73
Notes to the financial statements	75
Three Year Financial Summary	132

# Corporate Information

## 公司資料

### REGISTERED OFFICE

P. O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman  
KY1-1108  
Cayman Islands

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

With effect from 1 June 2018  
Unit A, 6/F, TLP132  
Nos. 132-134 Tai Lin Pai Road  
Kwai Chung, New Territories  
Hong Kong

Before 1 June 2018  
Unit 1, 13/F  
Asia Trade Centre  
79 Lei Muk Road  
Kwai Chung  
New Territories  
Hong Kong

### EXECUTIVE DIRECTORS

Mr. Yuen Kwok Wai, Tony (*Chairman and Chief Executive Officer*)  
Ms. Yuen Mei Ling, Pauline  
Ms. Sun Ngai Chu, Danielle

### NON-EXECUTIVE DIRECTOR

Mr. Yam Chiu Fan, Joseph

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hui Man Ho, Ivan  
Mr. Chung Billy  
Mr. Mui Pak Kuen

### AUTHORISED REPRESENTATIVES

Mr. Yuen Kwok Wai, Tony  
Mr. Chou Chiu Ho

### COMPANY SECRETARY

Mr. Chou Chiu Ho (HKICPA, ACCA)

### COMPLIANCE OFFICER

Ms. Yuen Mei Ling, Pauline

### AUDIT COMMITTEE

Mr. Chung Billy (*Chairman*)  
Mr. Hui Man Ho, Ivan  
Mr. Mui Pak Kuen

### 註冊辦事處

P. O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman  
KY1-1108  
Cayman Islands

### 香港總辦事處及主要營業地點

由2018年6月1日起  
香港  
新界葵涌  
大連排道132-134號  
TLP132六樓A室

2018年6月1日前  
香港  
新界葵涌  
梨木道79號  
亞洲貿易中心13樓1室

### 執行董事

阮國偉先生 (*主席兼行政總裁*)  
阮美玲女士  
孫毅珠女士

### 非執行董事

任超凡先生

### 獨立非執行董事

許文浩先生  
鍾定縉先生  
梅栢權先生

### 授權代表

阮國偉先生  
周昭何先生

### 公司秘書

周昭何先生 (HKICPA, ACCA)

### 合規主任

阮美玲女士

### 審核委員會

鍾定縉先生 (*主席*)  
許文浩先生  
梅栢權先生

# Corporate Information

## 公司資料

### NOMINATION COMMITTEE

Mr. Hui Man Ho, Ivan (*Chairman*)  
Mr. Chung Billy  
Mr. Mui Pak Kuen

### REMUNERATION COMMITTEE

Mr. Mui Pak Kuen (*Chairman*)  
Mr. Chung Billy  
Mr. Hui Man Ho, Ivan  
Ms. Yuen Mei Ling, Pauline

### LEGAL ADVISER

As to Hong Kong law  
Hastings & Co.

### COMPLIANCE ADVISER

Ample Capital Limited

### AUDITOR

World Link CPA Limited  
5/F., Fast East Consortium Building,  
121 Des Voeux Road Central,  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Estera Trust (Cayman) Limited  
P.O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman  
KY1-1108  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

### WEBSITE

[www.sebiotec.com](http://www.sebiotec.com)

### STOCK CODE

8379

### 提名委員會

許文浩先生 (*主席*)  
鍾定縉先生  
梅栢權先生

### 薪酬委員會

梅栢權先生 (*主席*)  
鍾定縉先生  
許文浩先生  
阮美玲女士

### 法律顧問

有關香港法律  
希仕廷律師行

### 合規顧問

豐盛融資有限公司

### 核數師

華普天健(香港)會計師事務所有限公司  
香港  
德輔道中 121 號  
遠東發展大廈 5 樓

### 開曼群島主要股份過戶登記處

Estera Trust (Cayman) Limited  
P.O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman  
KY1-1108  
Cayman Islands

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東 183 號  
合和中心 22 樓

### 主要往來銀行

香港上海滙豐銀行有限公司

### 網址

[www.sebiotec.com](http://www.sebiotec.com)

### 股份代號

8379

# Chairman's Statement

## 主席報告

Dear Shareholders,

On behalf of the board of directors (the “**Board**”) of Prime Intelligence Solutions Group Limited (the “**Company**”), I hereby present the annual report of the Company and its subsidiaries (together the “**Group**”) for the year ended 31 March 2018.

### LISTING

On 14 February 2018, the Company was successfully listed on the GEM of the Stock Exchange (the “**Listing**”). The Listing has laid a foundation for the Group's continuous development.

### BUSINESS REVIEW

The Group is a provider of biometrics identification solutions in Hong Kong, Macau and the PRC. The Group markets itself using the brand “**Solution Expert**”. The Group markets its products through the sales of products which include biometrics identification devices and other devices and accessories, and provision of auxiliary and other services. The Group's biometrics identification devices have one or more of the following functions: face identification; fingerprint identification; finger vein identification; hand geometry identification; and iris identification.

The Group would like to share more details of the Group's performance, financial position and other information in 2018 with shareholders in the following section of management discussion and analysis.

### PROSPECTS

Apart from the Group's commitment to the development of our principal business, we aim to generate growth and strive for potential and new business opportunities. The Group plans to generate further growth in existing business by strengthening its marketing capabilities and expanding its product portfolio through enhancing software development, with a view to further enlarging its market share in Hong Kong and Macau and becoming one of the active biometrics identification solutions providers in the PRC. As such, the Group plans to utilise the net proceeds from the Listing by way of share offer pursuant to the prospectus of the Company dated 30 January 2018 (“**Prospectus**”) on (i) launching of affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in Southern China; (ii) enhancing the quality of after-sale services and strengthening of the operation support as part of the expansion plan of the business in Southern China; (iii) improving its information technology system; and (iv) setting up a new and separate software development center in the PRC to further enhance and develop the Group's software.

尊敬的股東：

本人謹代表匯安智能科技集團有限公司(「**本公司**」)董事會(「**董事會**」)呈報本公司及其附屬公司(統稱「**本集團**」)截至2018年3月31日止年度的年度報告。

### 上市

於2018年2月14日，本公司於聯交所GEM成功上市(「**上市**」)。上市為本集團的持續發展奠下基礎。

### 業務回顧

本集團為香港、澳門及中國的生物特徵識別解決方案供應商。本集團以品牌「**Solution Expert**」為自己進行營銷。本集團透過產品銷售包括生物特徵識別裝置及其他裝置及配件，以及提供配套及其他服務為其產品進行市場推廣。本集團的生物特徵識別裝置有一個或以上的以下功能：人臉識別、指紋識別、指靜脈識別、掌形識別及虹膜識別。

本集團將於下文管理層討論及分析一節，與股東分享更多有關本集團於2018年的業績、財務狀況及其他資料。

### 前景

本集團除了發展其主要業務外，亦致力尋求增長及發掘潛在商機。本集團計劃透過加強營銷能力及加強軟件開發擴大產品組合，進一步為現有業務帶來增長，從而進一步擴大於香港及澳門的市場佔有率及成為活躍的中國生物特徵識別解決方案供應商之一。因此，本集團計劃根據招股章程動用股份，通過股份發售首次公開發售所得款項淨額，以(i)推出本地製造可負擔的指紋識別裝置作為拓展華南地區業務計劃的一部分；(ii)提高售後服務的質量及加強營運支援，作為拓展華南地區業務計劃的一部分；(iii)改進資訊科技系統；及(iv)於中國成立新的獨立軟件開發中心以進一步提升及發展本集團的軟件。

# Chairman's Statement

## 主席報告

### CORPORATE GOVERNANCE

The Group remains committed to maintaining high standards of corporate governance. All board committees have effectively supported the Board in carrying out its responsibilities. By conducting its business under good corporate governance, the Group's and shareholder's long term interests will be maximized.

### APPRECIATION

On behalf of the Board, I would like to express my warmest thanks to the management and our staff for their significant contributions. I would like to extend my sincere gratitude to all our shareholders and investors for their endless support. With the solid business base and the effort of all staff, the Group will endeavor to open a new chapter in the future.

**Yuen Kwok Wai, Tony**  
*Chairman*

Hong Kong, 22 June 2018

### 企業管治

本集團承諾繼續努力維持高水平的企業管治。所有董事委員會均有效地履行各自的職責，支持董事會營運。本集團在良好的企業管治下進行業務，大大提高股東的長遠利益。

### 致謝

本人謹代表董事會，衷心感謝管理層及各員工所作出的努力及重大貢獻，亦謹此向所有支持本集團的股東及投資者致以由衷感謝。通過堅實的業務基礎及全體員工的努力，本集團將竭力寫下未來的新一章。

*主席*  
**阮國偉先生**

香港，2018年6月22日

# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

The Group is a provider of biometrics identification solutions in Hong Kong, Macau and the PRC. The Group derives revenue from the following business activities: (i) sales of products which include biometrics identification devices, and other devices and accessories; and (ii) provision of auxiliary and other services. The Group's biometrics identification devices have one or more of the following functions: (i) face identification; (ii) fingerprint identification; (iii) finger vein identification (iv) hand geometry identification; and (v) iris identification. The revenue of the Group for the year ended 31 March 2018 was approximately HK\$71.1 million, representing an increase of approximately 11.9% from approximately HK\$63.5 million for the year ended 31 March 2017. The increase in revenue was mainly contributed by an increase in the sales of handheld devices as a result of the implementation of the Construction Workers Registration System ("CWRS") in Hong Kong.

Revenue represents the invoiced values of goods sold and services rendered, after allowances for returns and discounts during the reporting periods.

### 概覽

本集團為香港、澳門及中國的生物特徵識別解決方案供應商。本集團透過以下業務活動產生收益：(i) 產品銷售包括生物特徵識別裝置以及其他裝置及配件；及(ii) 提供配套及其他服務。本集團的生物特徵識別裝置有一個或以上的以下功能：(i) 人臉識別；(ii) 指紋識別；(iii) 指靜脈識別；(iv) 掌形識別；及(v) 虹膜識別。截至2018年3月31日止年度，本集團的收益約為71.1百萬港元，較截至2017年3月31日止年度約63.5百萬港元增加約11.9%。收益增加主要由於手提裝置的銷售增加，原因為於香港實施建造業工人註冊系統（「**建造業工人註冊系統**」）。

收益指所售貨品及提供服務的發票值，其於報告期內經扣除退貨及折扣後的發票值。

#### For the year ended 31 March 截至三月三十一日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Sales of products	產品銷售		
Biometrics identification devices	生物特徵識別裝置	27,857	24,324
Other devices and accessories	其他裝置及配件	20,055	16,501
		<b>47,912</b>	40,825
Provision of auxiliary and other services	提供配套及其他服務		
Service income	服務收入	17,721	19,009
Software licensing income	軟件許可收入	5,297	3,234
Others	其他	133	454
		<b>23,151</b>	22,697
Total	總計	<b>71,063</b>	63,522

### Cost of Sales and Gross Profit

The majority of the Group's cost of sales was costs of inventories sold. The Group's costs of inventories sold increased by approximately 9.2% to approximately HK\$22.6 million for the year ended 31 March 2018 (2017: approximately HK\$20.7 million). The gross profit increased from approximately HK\$38.0 million for the year ended 31 March 2017 to approximately HK\$42.0 million for the year ended 31 March 2018. The gross profit margin remained stable as compared with the last corresponding period. During the years ended 31 March 2017 and 2018, the gross profit margins were approximately 59.8% and approximately 59.2% respectively.

### 銷售成本及毛利

本集團大部份銷售成本為已售存貨成本。截至2018年3月31日止年度，本集團的已售存貨成本較去年同期增加約9.2%至約22.6百萬港元（2017年：約20.7百萬港元）。毛利由截至2017年3月31日止年度約38.0百萬港元增加至截至2018年3月31日止年度約42.0百萬港元。毛利率較去年同期維持穩定。截至2017年及2018年3月31日止年度，毛利率分別為約59.8%及約59.2%。



# Management Discussion and Analysis

## 管理層討論及分析

### Expenses

Staff costs for the year ended 31 March 2018 was approximately HK\$20.5 million (2017: approximately HK\$17.0 million), representing an increase of approximately HK\$3.5 million as compared with the last year, which was mainly due to the increase in the number of employees in Hong Kong during the period.

Administrative expenses for the year ended 31 March 2018 were approximately HK\$29.6 million (2017: approximately HK\$16.7 million), representing an increase of approximately HK\$12.9 million as compared with the last corresponding period, which was mainly due to the increase in staff costs and expenses incurred for the Listing.

### Taxes

The income tax expense comprised Hong Kong Profits Tax, Macao Complementary Tax and PRC Enterprise Income Tax ("EIT") for the year. The income tax expense for the year ended 31 March 2018 was approximately HK\$3.2 million (2017: approximately HK\$2.9 million).

Hong Kong Profits Tax is provided at 16.5% (2017: 16.5%) based on the estimated assessable profits arising in or derived from Hong Kong.

For the Group's subsidiary established and operated in the PRC, it is subject to PRC EIT at the rate of 25.0% (2017: 25.0%). No PRC EIT has been provided for the year ended 31 March 2018 (2017: Nil) as the Group's PRC subsidiary either did not generate any assessable profits or has sufficient tax losses brought forward to offset against its assessable profits generated during the reporting periods.

For the Group's subsidiary established and operated in Macau, it is subject to Macao Complementary Tax, under which taxable income of up to MOP600,000 is exempted from taxation with taxable income beyond this amount to be taxed at the rate of 12.0% for the years ended 31 March 2018 and 2017.

### Profit for the Year

The Group had net profit of approximately HK\$4.2 million for the year ended 31 March 2018, as compared with a net profit of approximately HK\$13.5 million for the year ended 31 March 2017. The decrease of net profit was primarily due to increase in staff costs and recognition of Listing expenses.

### Liquidity, Financial Resources and Capital Structure

Historically, the Group has funded the liquidity and capital requirements primarily through operating cash flows and bank borrowings. The Directors believe that with the new capital from the listing of Shares on the GEM, the Group is in a healthy financial position to expand its core business and to achieve its business objectives. As at 31 March 2018, the Group had no bank borrowings (31 March 2017: approximately HK\$1.5 million). The Group requires cash primarily for working capital needs. As at 31 March 2018, the Group had approximately HK\$76.8 million in bank and cash balances (31 March 2017: approximately HK\$12.2 million).

### 開支

截至2018年3月31日止年度，員工成本約為20.5百萬港元（2017年：約17.0百萬港元），相當於較去年增加約3.5百萬港元，主要由於期內香港員工人數增加。

截至2018年3月31日止年度，行政開支約為29.6百萬港元（2017年：約16.7百萬港元），較去年同期增加約12.9百萬港元，主要由於員工成本及上市所產生的開支增加。

### 稅項

年內，所得稅開支包括香港利得稅、澳門所得補充稅及中國企業所得稅（「企業所得稅」）。截至2018年3月31日止年度，所得稅開支約為3.2百萬港元（2017年：2.9百萬港元）。

香港利得稅就於香港產生的估計應課稅溢利按稅率16.5%（2017年：16.5%）計提撥備。

本集團在中國成立及經營的附屬公司須按稅率25.0%（2017年：25.0%）繳納中國企業所得稅。截至2018年3月31日止年度，概無計提中國企業所得稅（2017年：零），乃因為本集團的中國附屬公司於報告期內並無產生任何應課稅溢利或結轉稅項虧損足以抵銷其應課稅溢利。

本集團在澳門成立及經營的附屬公司須繳納澳門所得補充稅，截至2018年及2017年3月31日止年度，應課稅收入低於600,000澳門幣獲豁免，而應課稅收入高於600,000澳門幣的部分則按稅率12.0%計算稅金。

### 年內溢利

截至2018年3月31日止年度，本集團產生純利約4.2百萬港元，而截至2017年3月31日止年度則產生純利約13.5百萬港元。純利減少主要由於員工成本增加及確認上市開支。

### 流動資金、財務資源及資本結構

過往，本集團主要以經營現金流量及銀行借款應付其流動資金及資本需求。董事相信，由於股份於GEM上市而獲得新資金，故本集團的財政狀況穩健，足以擴充其核心業務及達至其業務目標。於2018年3月31日，本集團沒有銀行借款（2017年3月31日：約1.5百萬港元）。本集團的現金主要用於應付營運資金需求。於2018年3月31日，本集團的銀行及現金結餘約為76.8百萬港元（2017年3月31日：12.2百萬港元）。

# Management Discussion and Analysis

## 管理層討論及分析

### Gearing Ratio

On 14 February 2018, the Company was listed on the GEM of the Stock Exchange by way of share offer and raised net proceeds from the issue of new shares of the Company of approximately HK\$44.5 million (after deducting the underwriting fees and other related expenses paid by the Company in connection with the share offer). With the net proceeds from the issue of new shares, the Group's equity base was significantly expanded, leading to the significant drop in gearing ratio from approximately 4.4% as at 31 March 2017 to approximately 0% as at 31 March 2018.

Note: Gearing ratio is calculated as the total debt divided by total equity. Total debt includes bank borrowings and finance lease obligations.

## OPERATION REVIEW

### Outlook

The ordinary shares of HK\$0.01 each (the "Shares") of the Company have been successfully listed on GEM on 14 February 2018. The Board considers that such public listing status will allow the Company to gain access to the capital market for corporate finance exercise, assist the Company in the future business development, enhance the Group's corporate profile and recognition and strengthen the Group's competitiveness.

Looking forward, the Group plans to generate further growth in existing business by strengthening its marketing capabilities and expanding its product portfolio through enhancing software development, with a view to further enlarging its market share in Hong Kong and Macau and becoming one of the active biometrics identification solutions providers in the PRC. As such, the Group plans to utilise the net proceeds from the Listing by way of share offer pursuant to the Prospectus on (i) launching of affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in Southern China; (ii) enhancing the quality of after-sale services and strengthening of the operation support as part of the expansion plan of the business in Southern China; (iii) improving its information technology system; and (iv) setting up a new and separate software development center in the PRC to further enhance and develop the Group's software.

### Employees and Remuneration Policies

As at 31 March 2018, the Group had a total of 65 employees. The Group's staff costs for the year ended 31 March 2018 amounted to approximately HK\$20.5 million (2017: approximately HK\$17.0 million). The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. The Group recognises the importance of a good relationship with its employees. The remuneration payable to its employees includes salaries and allowances. Other benefits and incentives include training and share option.

### 資產負債比率

於2018年2月14日，本公司以股份發售方式在聯交所GEM上市，並自本公司發行新股份籌得所得款項淨額約44.5百萬港元（經扣除包銷費及本公司就股份發售支付的其他相關開支後）。藉著發行新股份的所得款項淨額，本集團的權益基礎大幅擴大，導致資產負債比率由2017年3月31日約4.4%大幅下跌至2018年3月31日約0%。

附註：資產負債比率乃按總負債除以總權益計算。總負債包括銀行借款及融資租賃承擔。

### 營運回顧

#### 展覽

本公司每股0.01港元的普通股（「股份」）已於2018年2月14日在GEM成功上市。董事會認為，上市地位將讓本公司利用資本市場進行企業融資，有助本公司的未來業務發展、提升本集團的企業形象及認受性以及加強本集團的競爭力。

展望將來，本集團計劃透過加強其營銷能力及加強軟件開發擴大其產品組合，進一步發展其現有業務，旨在進一步擴大於香港及澳門的市場佔有率及成為活躍的中國生物特徵識別解決方案供應商之一。因此，本集團計劃根據招股章程動用上市所得款項淨額，以(i)推出本地製造可負擔指紋識別裝置，作為拓展華南地區業務的一部分；(ii)提高售後服務的質量及加強營運支援，作為拓展華南地區業務的一部分；(iii)改進其資訊科技系統；及(iv)於中國設立一個新的獨立軟件開發中心以進一步提升及開發本集團的軟件。

### 僱員及薪酬政策

於2018年3月31日，本集團共有65名僱員。截至2018年3月31日止年度，本集團的員工成本約為20.5百萬港元（2017年：約17.0百萬港元）。本集團的薪酬政策與現行市場慣例一致，並按個別僱員的表現、資格及經驗釐定。本集團深明與其僱員保持良好關係的重要性。應付僱員薪酬包括薪金及津貼。其他福利及獎勵包括培訓及購股權。

# Management Discussion and Analysis

## 管理層討論及分析

In Hong Kong, the Group's employees have participated in the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). In the PRC, the Group's employees have participated in the basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, maternity insurance prescribed by the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), and housing fund prescribed by the Regulations on the Administration of Housing Fund (《住房公積金管理條例》). All PRC-based employees have the right to participate in the social insurance and housing provident fund schemes.

### Capital expenditures

The Group purchased property, plant and equipment and capitalised software costs amounting to approximately HK\$0.7 million and nil respectively for the year ended 31 March 2018 (2017: approximately HK\$1.1 million and HK\$78,000 respectively).

### Capital commitments

The Group did not have any significant capital commitments as at 31 March 2018 (31 March 2017: Nil).

### Foreign Currency Risk

The Company does not have significant exposure on foreign currency risk.

The functional currency of the Group's entities are principally denominated in HK\$, Renminbi ("RMB") and Macau Pataca ("MOP"). The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currencies of respective Group entities such as United States dollars ("US\$"), RMB and EURO. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities.

The Group did not engage in any derivatives agreement and did not commit to any financial instruments to hedge its foreign exchange exposure during the year ended 31 March 2018.

### Significant Investments held, Material Acquisitions and Disposals of Subsidiaries, and Future Plans for Material Investments or Capital Assets

Save for those disclosed in the section headed "Business Objectives and Strategies" in the Prospectus and save for the Reorganisation, there were neither significant investments held as at 31 March 2018 nor material acquisitions and disposals of subsidiaries during the year ended 31 March 2018. There is no plan for material investments or capital assets as at the date of this report.

### Charges over Assets of the Group

As at 31 March 2018, the Group had no pledged deposits (31 March 2017: HK\$Nil). As at 31 March 2017, the Group had motor vehicles held under finance lease of which were fully depreciated with carrying amount of nil. The finance lease payables were fully settled during the year ended 31 March 2018.

在香港，本集團僱員已參與香港法例第485章《強制性公積金計劃條例》規定的強制性公積金計劃。在中國，本集團僱員已參與《中華人民共和國社會保險法》規定的基本退休保險、基本醫療保險、失業保險、工傷保險及生育保險以及《住房公積金管理條例》規定的住房公積金。所有駐中國僱員均有權參與社會保險及住房公積金計劃。

### 資本開支

截至2018年3月31日止年度，本集團購買物業、廠房及設備資本化軟件成本分別為約0.7百萬港元及零(2017年：分別約1.1百萬港元及78,000港元)。

### 資本承擔

於2018年3月31日，本集團並無任何重大資本承擔(2017年：無)。

### 外幣風險

本公司並無面臨重大外幣風險。

本集團實體的功能貨幣主要為港元、人民幣(「人民幣」)及澳門幣(「澳門幣」)。由於本集團的部分業務交易、資產及負債乃以集團實體各自的功能貨幣以外的貨幣(如美元(「美元」)、人民幣及歐元)為單位，故本集團須面對若干外幣風險。本集團目前並無就外幣交易、資產及負債制訂任何外幣對沖政策。

截至2018年3月31日止年度，本集團並無涉及任何衍生工具協議，亦無使用任何金融工具對沖其匯兌風險。

### 所持有之重大投資、重大收購及出售附屬公司及重大投資或資本資產之未來計劃

除招股章程「業務目標及策略」一節所披露者重組外，於2018年3月31日並無持有重大投資，截至2018年3月31日止年度亦無重大收購及出售附屬公司。於本報告日期，並無重大投資或資本資產之計劃。

### 本集團的資產抵押

於2018年3月31日，本集團並無任何抵押存款(2017年：零港元)。於2017年3月31日，本集團根據融資租賃持有的汽車已全數折舊，賬面值為零港元。應付融資租賃款項已於截至2018年3月31日止年度悉數付清。

# Management Discussion and Analysis

## 管理層討論及分析

### Dividend

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2018.

### Comparison of business objectives with actual business progress

The Company successfully listed on the GEM of the Hong Kong Stock Exchange on 14 February 2018 and 200,000,000 ordinary shares were issued at HK\$0.35 per share by way of share offer (“**Share Offer**”). Net proceeds from the Share Offer was approximately HK\$44.5 million (after deducting the underwriting fees and other related expenses paid by the Company in connection with the Share Offer).

These proceeds are designated for the purposes in accordance with the Prospectus, which is (i) approximately 35.6% of the net proceeds, representing approximately HK\$15.8 million to be used to launch affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in Southern China; (ii) approximately 11.4% of the net proceeds, representing approximately HK\$5.1 million to be used to enhance the quality of aftersales services and to strengthen the operation support as part of the expansion plan of the business in Southern China; (iii) approximately 11.2% of the net proceeds, representing approximately HK\$5.0 million to be used to improve the information technology system; (iv) approximately 34.1% of the net proceeds, representing approximately HK\$15.2 million to be used to set up a new and separate software development center in the PRC to further enhance and develop the Group’s software; and (v) approximately 7.7% of the net proceeds, representing approximately HK\$3.4 million to be used as working capital of the Group.

As at 31 March 2018, the Group had not yet utilised the proceeds from the Share Offer or achieved any business milestones as referred in the Prospectus. The Group will strive to achieve the milestone events as stated in the Prospectus.

### 股息

董事不建議就截至2018年3月31日止年度派付末期股息。

### 業務目標與實際業務進度之比較

本公司於2018年2月14日在香港聯交所GEM成功上市，200,000,000股普通股以股份發售方式按每股0.35港元發行（「**股份發售**」）。股份發售所得款項淨額約為44.5百萬港元（經扣除包銷費及本公司就股份發售支付的其他相關開支後）。

該等所得款項擬按招股章程所述用途使用，即(i)所得款項淨額約35.6%，相當於約15.8百萬港元，用於推出可負擔本地製造指紋識別裝置，作為拓展華南地區業務的一部分；(ii)所得款項淨額約11.4%，相當於約5.1百萬港元，用於提高售後服務的質量及加強營運支援，作為拓展華南地區業務的一部分；(iii)所得款項淨額約11.2%，相當於約5.0百萬港元，用於改進資訊科技系統；(iv)所得款項淨額約34.1%，相當於約15.2百萬港元，用於在中國成立新的獨立軟件開發中心以進一步提升及發展本集團的軟件；及(v)所得款項淨額約7.7%，相當於約3.4百萬港元，用作本集團營運資金。

於2018年3月31日，本集團尚未動用股份發售所得款項淨額或達至招股章程所述任何業務里程碑。本集團將盡力達至招股章程所述里程碑事項。

# Biographies of Directors and Senior Management

## 董事及高級管理層履歷

### EXECUTIVE DIRECTORS

**Mr. Yuen Kwok Wai, Tony (“Mr. Tony Yuen”)**, aged 47, is one of the founders of the Group, the chairman of the Board, an executive Director, the chief executive officer of the Group and one of the controlling shareholders of the Company. He joined the Group as a director on 28 June 1999 and was re-designated as an executive Director on 6 November 2015. He is responsible for major decision-making, overall strategic planning and day-to-day business management. Mr. Tony Yuen is a director of Power Truth Holdings Limited (“**Power Truth**”), Solution Expert Technology Limited (“**SE Technology**”), Solution Expert Engineering Limited (“**SE Engineering**”), Solution Expert Technology (R&D) Limited and Solution Expert Technology (Macau) Limited (“**SE Macau**”). He is also the chairman, general manager and legal representative of Solution Expert Technology (Shenzhen) Limited\* (“**SE Shenzhen**”). In addition, he is a director and a 85% shareholder of Delighting View Global Limited (“**Delighting View**”). Delighting View holds 45.75% of the entire issued share capital of the Company and is one of the controlling shareholders of the Company.

Mr. Tony Yuen has over 20 years of experience in software programming. He obtained a bachelor of engineering degree from The University of Hong Kong in January 1995. Before he joined the Group, he was the head of information systems department of PENTAX group in Hong Kong from 1996 to 1998, and was responsible for developing networking and computer solution systems in different computerisation projects. Mr. Tony Yuen has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Tony Yuen is a brother of Ms. Yuen Mei Ling, Pauline (one of the executive Directors and controlling shareholders of the Company), the spouse of Ms. Wong Ka Man, Jazzy (a member of the senior management) and a brother-in-law of Mr. Yam Chiu Fan, Joseph (the non-executive Director).

**Ms. Yuen Mei Ling Pauline, (“Ms. Pauline Yuen”)**, aged 49, is an executive Director and one of the controlling shareholders of the Company. She was re-designated as an executive Director on 6 November 2015 and is mainly responsible for overseeing corporate policies and human resources of the Group. She is a director of Power Truth, SE Shenzhen and SE Macau. In addition, she is also a director and a 15% shareholder of Delighting View.

### 執行董事

阮國偉先生(「阮國偉先生」)，47歲，為本集團創辦人之一、董事會主席、執行董事兼本集團行政總裁及本公司控股股東之一。彼於1999年6月28日加入本集團成為董事，並於2015年11月6日獲調任為執行董事。彼負責主要決策、整體策略性規劃及日常業務管理。阮國偉先生擔任誠威控股有限公司(「誠威」)、專訊科技有限公司(「專訊科技」)、專訊工程有限公司(「專訊工程」)、專訊科技研究發展有限公司(「專訊研發」)及專訊科技(澳門)有限公司(「專訊澳門」)的董事。彼亦為專訊科技(深圳)有限公司(「專訊深圳」)的主席、總經理及法定代表人。此外，彼為Delighting View Global Limited(「Delighting View」)的董事及85%股東。Delighting View持有本公司全部已發行股本的45.75%，為本公司控股股東之一。

阮國偉先生在軟件程式方面擁有逾20年經驗。彼於1995年1月取得香港大學的工程學士學位。於加入本集團前，彼由1996年至1998年出任香港賓得士集團的資訊系統部主管，負責於不同電腦化項目開發網絡及電腦解決方案系統。阮國偉先生於過去三年並無於證券目前或已經在香港或海外任何證券市場上市的任何其他公眾公司擔任任何董事職務。

阮國偉先生為阮美玲女士(本公司執行董事及控股股東之一)的胞弟、王嘉敏女士(高級管理層成員)的配偶及任超凡先生(非執行董事)的姻兄弟。

阮美玲女士(「阮美玲女士」)，49歲，為本公司執行董事及控股股東之一。彼於2015年11月6日獲調任為執行董事，主要負責監察本集團的公司政策及人力資源。彼擔任誠威、專訊深圳及專訊澳門的董事。此外，彼為Delighting View的董事及15%股東。

\* Demonstrates the English translation name of a Chinese company or entity and provided for identification purpose only.

\* 若於中國成立的實體或企業的中文名稱與其英文譯名不一致，應以中文名稱為準。中文名稱的英文譯名僅供識別。

# Biographies of Directors and Senior Management

## 董事及高級管理層履歷

Ms. Pauline Yuen has over 22 years of experience in accounting, during which she has also obtained over 9 years of experience in finance and management. She obtained a bachelor of science degree in business administration and accounting from the California State University in the United States in August 1992. She worked in Wing On Department Stores (Hong Kong) Limited from November 1992 to April 1994, with her last position being assistant accountant. She then worked in China Online (Bermuda) Limited, from April 1994 to September 1999, with her last position being senior accountant. She was the accounting manager of Tricom CyberWorld Holdings Limited from September 1999 to December 2000. From September 2001 to January 2006, she worked in Hing Wah Lung Oil & Rice Limited with her last position being the accounting and administration manager. She was employed by Pacific Century Matrix (HK) Limited from February 2006 to May 2007 with her last position being manager, finance and administration and was mainly responsible for management of treasury function and finance and accounting operations.

Ms. Pauline Yuen joined the Group in May 2007 as manager in finance and administration department and was subsequently transferred to senior manager in human resources and administration in May 2015. She was responsible for overseeing human resources activities.

Ms. Pauline Yuen is the sister of Mr. Tony Yuen (one of the executive Directors and controlling shareholders of the Company) and a sister-in-law of Mr. Yam Chiu Fan, Joseph (the non-executive Director) and Ms. Wong Ka Man, Jazzy (a member of the senior management).

**Ms. Sun Ngai Chu, Danielle (“Ms. Danielle Sun”)**, aged 54, was appointed as an executive Director on 6 November 2015. Ms. Danielle Sun is mainly responsible for overseeing the sales and marketing functions of the Group. She is also a director of Power Truth.

Ms. Danielle Sun has over 10 years of treasury experience in catering industry. From August 2000 to June 2007 (the date of deregistration), she was a director of Boss Development Limited, a company engaged in catering business, and was responsible for cash and transaction management. From May 2004 to December 2015 (the date of deregistration), Ms. Danielle Sun was the director of Hung Kee Enterprise Limited and was responsible for managing its property portfolio and assisting the board in making property investment decisions. She has also been the treasurer of Wonderland Palace Restaurant on part time basis since August 2011 and has been responsible for cash and transaction management. From April 2004 to January 2011, Ms. Danielle Sun was employed as the treasurer of Zi Xing Xuan (紫星軒), a Chinese restaurant, and was responsible for cash and transaction management.

Since joining the Group, Ms. Danielle Sun has been in charge of the overall sales and marketing of the Group by leading the sales department to formulate and execute the Group’s sales and marketing strategies. She is also personally responsible for the sales to the catering sector.

阮美玲女士在會計方面擁有逾22年經驗，期間彼亦獲得逾9年的財務及管理經驗。彼於1992年8月取得美國加利福尼亞州立大學(California State University)的工商管理及會計學士學位。於1992年11月至1994年4月，彼於永安百貨有限公司任職，最後職位為助理會計師，彼其後於1994年4月至1999年9月在中國網絡(百慕達)有限公司任職，最後職位為高級會計師。彼於1999年9月至2000年12月為得信佳環宇數碼(集團)有限公司的會計經理。於2001年9月至2006年1月，彼在興華隆油米行有限公司任職，最後職位為會計及行政經理。彼由2006年2月至2007年5月受聘於Pacific Century Matrix (HK) Limited，離職前擔任財務及行政經理，主要負責管理庫務職能及財務及審計事務。

阮美玲女士於2007年5月加入本集團擔任財務及行政部經理，其後於2015年5月調任為人力資源及行政高級經理。彼負責監督人力資源活動。

阮美玲女士為阮國偉先生(本公司執行董事及控股股東之一)的胞姊以及任超凡先生(非執行董事)及王嘉敏女士(高級管理層成員)的姻姊妹。

**孫毅珠女士(「孫毅珠女士」)**，54歲，於2015年11月6日獲委任為執行董事。孫毅珠女士主要負責監察本集團的銷售及營銷職能。彼亦擔任誠威的董事。

孫毅珠女士在飲食業財資方面擁有逾10年經驗。自2000年8月至2007年6月(註銷日期)，彼為昌亨發展有限公司(一間從事餐飲業的公司)的董事，負責現金和交易管理。自2004年5月至2015年12月(註銷日期)，孫毅珠女士一直為熊基企業有限公司的董事，負責管理其物業組合及協助董事會作出物業投資決定。彼自2011年8月起亦一直以兼職形式擔任Wonderland Palace Restaurant的司庫，負責現金及交易管理。由2004年4月至2011年1月，孫毅珠女士擔任一間中菜館紫星軒的司庫，負責現金及交易管理。

自加入本集團以來，孫毅珠女士一直負責本集團的整體銷售及營銷，領導銷售部制訂及執行本集團的銷售及營銷策略。彼亦親身負責餐飲部的銷售。

# Biographies of Directors and Senior Management

## 董事及高級管理層履歷

### NON-EXECUTIVE DIRECTOR

**Mr. Yam Chiu Fan, Joseph** (“**Mr. Joseph Yam**”), aged 63, was appointed as an executive Director on 6 November 2015 and was re-designated as a non-executive Director on 1 April 2017. He is mainly responsible for providing market and industry knowledge in assisting strategic planning of the Group.

Mr. Joseph Yam dedicated his career to the Hong Kong Police Force for over 32 years. He began as a probationary inspector in 1977, and was subsequently promoted to senior inspector in 1987 and to chief inspector in 1990. In 2004, he was further promoted to superintendent, the rank he held until his retirement in December 2009. From June 2010 to the Latest Practicable Date, Mr. Joseph Yam was employed by Hong Yip Service Company Ltd., a subsidiary of Sun Hung Kai Properties Ltd., as head of security and was responsible for the overall management, business development, profitability and operations of its security department. Mr. Joseph Yam has been appointed as an independent non-executive director of Sing On Holdings Limited (a company listed on GEM, stock code: 8352), a company providing concrete demolition works in Hong Kong and Macau, since 22 November 2016. He has also been appointed as an independent non-executive director of China Bio Cassava Holdings Limited (a company listed on GEM, stock code: 8129), a company principally engaged in the computer software and embedded systems development, sales and licensing of software and systems, development of biotech renewable energy and provision of financing services, since 21 April 2017.

Mr. Joseph Yam is the brother-in-law of Mr. Tony Yuen (one of the executive Directors and controlling shareholders of the Company), Ms. Wong Ka Man, Jazzy (a member of the senior management) and Ms. Pauline Yuen (one of the executive Directors and controlling shareholders of the Company).

### 非執行董事

任超凡先生(「任超凡先生」)，63歲，於2015年11月6日獲委任為執行董事及於2017年4月1日獲調任為非執行董事。彼主要負責提供市場及行業知識以協助本集團的策略規劃。

任超凡先生效力香港警務處超過32年。彼於1977年入職為見習督察，隨後於1987年晉升為高級督察並於1990年任總督察。於2004年，彼再晉升為警司，直至2009年12月退休為止。由2010年6月至最後實際可行日期，任超凡先生受聘於新鴻基地產發展有限公司的附屬公司康業服務有限公司，擔任保安主管，負責保安部的整體管理、業務發展、盈利能力及營運。任超凡先生自2016年11月22日起獲委任為成安控股有限公司(GEM上市公司，股份代號：8352，一間於香港及澳門提供混凝土拆卸服務的公司)的獨立非執行董事。彼自2017年4月21日起為中國生物資源控股有限公司(GEM上市公司，股份代號：8129，公司主要從事電腦軟件及嵌入系統發展、軟件及系統銷售及授權、生物科技再生能源發展及提供融資服務)的獨立非執行董事。

任超凡先生為阮國偉先生(本公司執行董事及控股股東之一)、王嘉敏女士(高級管理層成員)及阮美玲女士(執行董事及控股股東之一)的姻兄弟。

# Biographies of Directors and Senior Management

## 董事及高級管理層履歷

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Mui Pak Kuen (“Mr. Mui”)**, aged 56, was appointed as an independent non-executive Director on 18 January 2018. He is responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Mui has over 30 years of experience in information technology and telecommunication industry. He first joined COL Limited as an analyst programmer from July 1986 to January 1990. From February 1990 to June 1992, he worked as a consultant in Logica Limited. Mr. Mui was a senior consultant in Hutchison Paging Limited from October 1992 to March 1994 and was mainly responsible for liaising with business partners in application specification. He then worked in Hutchison Telecommunications (Hong Kong) Limited from April 1994 to October 1997 as the information technology manager for the fixed network operation and was mainly responsible for leading the fixed network IT project team for product evaluation, development and implementation. Mr. Mui was then employed by PricewaterhouseCoopers from August 1998 to December 1999 as a supervising consultant. He later worked as the assistant vice-president in business development in PCCW Limited from January 2000 to July 2011. From July 2011 to January 2017, he was the head of Greater China business development in Tiata International Company Limited.

Mr. Mui obtained a diploma in business computer studies from the Faculty of Business in Lingnan College Hong Kong in November 1986. He subsequently obtained a master of economics degree in business administration from Zhongshan University in the PRC in January 1998 and further obtained a bachelor of computing degree from the University of South Australia in September 2004.

**Mr. Chung Billy (“Mr. Chung”)**, aged 43, was appointed as an independent non-executive Director on 18 January 2018. He is responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Chung obtained a bachelor of arts degree in chartered accountancy studies from The University of Waterloo, Canada in June 1999. He further obtained a master of business administration degree from the University of Toronto, Canada in June 2004. Mr. Chung also obtained a diploma in investigative and forensic accounting from the University of Toronto Mississauga in 2013 and completed a business analytics certificate programme, which is an online distance learning course, from the Northwestern University, the United States, in August 2016.

### 獨立非執行董事

梅栢權先生(「梅先生」)，56歲，於2018年1月18日獲委任為獨立非執行董事。彼負責獨立監督管理以及對本集團策略、表現、資源及操守標準事宜提供獨立判斷。

梅先生在資訊科技及電訊行業擁有逾30年經驗。彼於1986年7月至1990年1月首先加入COL Limited，擔任程式分析員。於1990年2月至1992年6月，彼於Logica Limited任職，擔任顧問。梅先生於1992年10月至1994年3月為和記傳訊有限公司的高級顧問，主要負責與業務夥伴就應用規格聯絡。彼其後於1994年4月至1997年10月在和記電訊(香港)有限公司任職，擔任固網營運的資訊科技經理，主要負責就產品評估、開發及實施領導固網資訊科技項目團隊。梅先生其後於1998年8月至1999年12月受聘於羅兵咸永道會計師事務所，擔任監督顧問。彼其後於2000年1月至2011年7月在電訊盈科有限公司任職，擔任業務發展的助理副總裁。於2011年7月至2017年1月，彼為信譽寶有限公司大中華業務發展主管。

梅先生於1986年11月取得香港嶺南學院商業學系的商業電腦研究文憑。彼其後於1998年1月取得中國中山大學的工商管理經濟學碩士學位，並於2004年9月進一步取得澳洲國立南澳大學(University of South Australia)的電腦學士學位。

鍾定鏞先生(「鍾先生」)，43歲，於2018年1月18日獲委任為獨立非執行董事。彼負責獨立監督管理以及對本集團策略、表現、資源及操守標準事宜提供獨立判斷。

鍾先生於1999年6月取得加拿大滑鐵盧大學特許會計學士學位。彼其後於2004年6月取得加拿大多倫多大學工商管理碩士學位。鍾先生亦於2013年取得多倫多大學密西沙加分校調查及鑑識會計文憑，並於2016年8月完成美國西北大學商業分析證書課程(線上遙距課程)。



## Biographies of Directors and Senior Management 董事及高級管理層履歷

Mr. Chung has over 8 years of management experience. Mr. Chung worked as an assistant manager in H.C. Watt & Company Limited in Hong Kong from August 2005 to July 2006 and was mainly responsible for assisting in the initial public offering auditing. In June 2007, Mr. Chung was appointed as an independent non-executive director of Culturecom Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 0343), and was subsequently re-designated as an executive director in November 2007. He resigned from Culturecom Holdings Limited in September 2016. From August 2013 to January 2017, Mr. Chung was the senior advisor of WTM Company Limited, a software development company in Hong Kong, and was responsible for advising on business strategies and development. Since November 2016, Mr. Chung has been the director of business development of GoAnimate Hong Kong Limited and is responsible for its business development activities in the Asia-Pacific region.

Mr. Chung was admitted as an accredited chartered accountant under The Institute of Chartered Accountants of Ontario, Canada in November 2001 and re-designated as a chartered professional accountant in November 2012. He was also admitted as a fellow member of the Hong Kong Institute of Certified Public Accountants in June 2010. Mr. Chung is further granted as the certified fraud examiner by the Association of Certified Fraud Examiners, the United States, in May 2016. He was also certified by the American Institute of Certified Public Accountants, the United States, to be certified in financial forensics (CFF) in August 2016.

**Mr. Hui Man Ho, Ivan (“Mr. Hui”)**, aged 39, was appointed as an independent non-executive Director on 18 January 2018. He is responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Hui obtained a bachelor of business degree in banking and finance from Monash University, Australia in April 2003 and further obtained two master’s degrees in applied finance and practicing accounting from Monash University, Australia in November 2004 and November 2007 respectively. He was admitted as a member of CPA Australia in July 2009.

鍾先生擁有逾8年管理經驗。鍾先生於2005年8月至2006年7月在香港屈臣氏會計師事務所有限公司任職助理經理，主要負責協助首次公開發售審核。於2007年6月，鍾先生獲委任為文化傳信集團有限公司(聯交所主板上市公司，股份代號：0343)的獨立非執行董事，其後於2007年11月獲調任為執行董事。彼於2016年9月辭任文化傳信集團有限公司職務。於2013年8月至2017年1月，鍾先生為彥林志有限公司(香港一間軟件開發公司)的高級顧問，負責就業務策略及發展提供意見。自2016年11月起，鍾先生為GoAnimate Hong Kong Limited的業務發展總監，負責該公司於亞太區的業務發展活動。

彼自2001年11月獲承認為加拿大安大略省特許會計師公會的認可特許會計師，並於2012年11月調任為特許專業會計師。彼亦於2010年6月獲承認為香港特許會計師公會的資深會員。鍾先生於2016年5月獲美國註冊舞弊查核師協會授為註冊舞弊查核師。彼亦於2016年8月獲美國註冊會計師協會授予認證財務取證師資格。

**許文浩先生(「許先生」)**，39歲，於2018年1月18日獲委任為獨立非執行董事。彼負責獨立監督管理以及對本集團策略、表現、資源及操守標準事宜提供獨立判斷。

許先生於2003年4月取得澳洲蒙納殊大學之商業學士學位(主修銀行和金融)，並分別於2004年11月及2007年11月進一步取得澳洲蒙納殊大學應用金融和實務會計兩個碩士學位。彼於2009年7月獲承認為澳洲會計師公會會員。

# Biographies of Directors and Senior Management

## 董事及高級管理層履歷

Mr. Hui has over 12 years of experience in corporate finance, financial management and accounting. He worked in audit field for over 5 years. He joined Grant Thornton, an international audit firm, from November 2006 to May 2010 and was responsible for professional engagements including but not limited to annual audits, interim reviews, initial public offerings and very substantial acquisition transactions. From July 2010 to December 2013, he joined a corporate consultancy company as a consultant to provide professional services including but not limited to preparing statutory documents and ensuring the documents comply with the HKFRSs. Mr. Hui was employed by Zhongda International Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 0909) (“**Zhongda**”) as an assistant financial controller from July 2010 to July 2017 and was mainly responsible for preparing group consolidation financial statements, announcements and circulars and also participating in financial matters of various projects. Mr. Hui has been an independent non-executive director of Upbest Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 0335), a company principally engaged in provision of financial services, since July 2012. Since August 2017, Mr. Hui has been employed by Huge China Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 0428) as a company secretary and appointed as a non-executive director on 23 March 2018.

Trading of the shares of Zhongda has been suspended since 5 September 2011 in light of a dispute between Zhongda and two existing/former executive directors in relation to the suspected misappropriation of funds of RMB150 million.

In light of Zhongda's business operation and financial positions, the Stock Exchange placed Zhongda into the first and second delisting stages on 24 September 2015 and 25 April 2016 respectively. Before expiry of the second delisting stage, on 6 October 2016, Zhongda submitted a resumption proposal to the Stock Exchange. On 28 October 2016, the Stock Exchange considered the resumption proposal not viable and therefore decided to place Zhongda into the third delisting stage under Practice Note 17 to The Rules Governing the Listing of Securities of the Stock Exchange.

On 7 November 2016 and on 18 January 2017 respectively, Zhongda sought a review by the Listing Committee and the Listing (Review) Committee of the Stock Exchange on the delisting decision. On 12 January 2017, the decision to place Zhongda into the third delisting stage was upheld by the Listing Committee and the Listing (Review) Committee. Zhongda will have a final six months to provide a viable resumption proposal to address several issues. If no viable resumption proposal is received by the end of the third delisting stage (i.e. 17 November 2017), Zhongda's listing will be cancelled.

許先生在企業融資、財務管理和會計方面擁有逾12年經驗。彼於審計領域工作逾5年。彼自2006年11月至2010年5月加入Grant Thornton(一間國際審計公司)，並負責專業工作，包括但不限於年度審計、中期審查、首次公开发售和非常重大收購交易。自2010年7月至2013年12月，彼加入一間企業顧問公司擔任顧問，提供的專業服務包括但不限於準備法定文件及確保文件符合香港財務報告準則。許先生自2010年7月至2017年7月受聘於中大國際控股有限公司(一間在聯交所主板上市的公司，股份代號：0909)(「**中大**」)擔任助理財務總監，並主要負責編製集團綜合財務報表、公佈及通函，並參與各個項目的財務事宜。許先生自2012年7月起一直擔任美建集團有限公司(一間在聯交所主板上市的公司，股份代號：0335)的獨立非執行董事，該公司主要從事提供金融服務。自2017年8月起，許先生一直受聘於匯嘉中國控股有限公司(一間在聯交所主板上市的公司，股份代號：0428)擔任公司秘書及自2018年3月23日獲委任為非執行董事。

鑑於中大與兩名現任／前執行董事就涉嫌挪用資金人民幣150百萬元發生的爭議，中大自2011年9月5日起已暫停股份買賣。

鑑於中大的業務營運及財務狀況，聯交所於2015年9月24日及2016年4月25日分別對中大進行第一階段及第二期階段除牌程序。於第二階段停牌程序屆滿前，於2016年10月6日，中大向聯交所提交恢復股份買賣的建議。於2016年10月28日，聯交所認為恢復股份買賣的建議並不可行，因此決定根據聯交所證券上市規則第17項應用指引對中大進行第三階段除牌程序。

於2016年11月7日及2017年1月18日，中大尋求聯交所上市委員會及上市(覆核)委員會對除牌決定進行覆核。於2017年1月12日，上市委員會及上市(覆核)委員會堅持對中大進行第三階段除牌程序的決定。中大將有最後六個月的時間提供恢復股份買賣的可行建議以解決多個問題。倘於第三階段除牌程序結束(即2017年11月17日)前尚未收到恢復股份買賣的可行建議，中大將被取消上市地位。

# Biographies of Directors and Senior Management

## 董事及高級管理層履歷

On 6 November 2017, Zhongda submitted a new resumption proposal (the “**Resumption Proposal**”) which proposed, among other things: (i) the proposed acquisition of a target group which is principally engaged in distribution of LED chips, IC and LCD panels in Hong Kong and the PRC; (ii) the proposed disposal of the de-consolidated subsidiaries of Zhongda, which if materialized, will constitute a very substantial disposal and a connected transaction of Zhongda under The Rules Governing the Listing of Securities of the Stock Exchange; (iii) proposed capital reorganization; (iv) proposed fund raising activities of Zhongda; and (v) the fulfillment of the other resumption conditions. On 15 February 2018, Zhongda received a letter from the Stock Exchange, which stated that the Stock Exchange agreed to allow Zhongda to submit a new listing application relating to the Resumption Proposal (but not any other proposal) on or before 31 May 2018. If Zhongda fails to submit a new listing application by 31 May 2018, or the transactions proposed in the Resumption Proposal fail to proceed for any reason, the Stock Exchange will proceed with cancelling the Company’s listing on the Stock Exchange.

On 31 May 2018, it was announced that as Zhongda required additional time to prepare the new listing application and the relevant documents, Zhongda had submitted an application for further extension of time for the submission of the new listing application.

### SENIOR MANAGEMENT

**Ms. Wong Ka Man, Jazzy (“Ms. Jazzy Wong”)**, aged 39, is the senior manager of SE Engineering and is responsible for assisting Ms. Danielle Sun in conducting the Group’s sales and marketing. She is also a director of SE Shenzhen. Ms. Jazzy Wong obtained a bachelor of arts degree in computing from The Hong Kong Polytechnic University in November 2004. Prior to joining the Group, she worked at South China Media Limited as web developer in the online department from July 2000 to September 2000. She joined SE Engineering in October 2000.

Ms. Jazzy Wong is the spouse of Mr. Tony Yuen (one of the executive Directors and controlling shareholders of the Company), and a sister-in-law of Ms. Pauline Yuen (one of the executive Directors and controlling shareholders of the Company) and Mr. Joseph Yam (the non-executive Director).

**Mr. Chan Gar Chun, Andrea (“Mr. Chan”)**, aged 40, is the senior manager of SE Engineering and is responsible for software development. He joined the Group as a system analyst in July 2007 and was subsequently promoted as senior manager of software development department in November 2015. In June 2000, Mr. Chan obtained a bachelor of science degree from McMaster University, Canada. In July 2009, he obtained a master of science degree in information systems management from the University of Greenwich, the United Kingdom. Prior to joining the Group, Mr. Chan was an analyst programmer at Quesco Information Services Limited from August 2000 to October 2004 and was mainly responsible for system design, programming and documentation. From October 2004 to July 2007, Mr. Chan was an analyst programmer of TCL Multimedia Technology Holdings Limited and was responsible for system design, analysis and implementation.

Mr. Chan has tendered this resignation as the senior manager of SE Engineering with effect from 1 June 2018.

於2017年11月6日，中大向聯交所提交新恢復股份買賣的建議（「恢復買賣建議」），當中建議（其中包括）：(i) 建議收購目標集團，該集團主要於香港及中國從事LED晶片、集成電路及液晶顯示屏分銷；(ii) 建議出售中大的取消綜合附屬公司，如落實，將根據聯交所證券上市規則構成中大的非常重大出售事項及關連交易；(iii) 建議資本重組；(iv) 中大建議集資活動；及(v) 履行其他恢復股份買賣的條件。於2018年2月15日，中大接獲聯交所函件，指出聯交所同意讓中大於2018年5月31日或之前提交有關恢復買賣建議的新上市申請（但不包括任何其他建議）。倘中大未能於2018年5月31日前提交新上市申請，或恢復買賣建議內建議交易未能因任何理由進行，則聯交所將繼續取消該公司於聯交所上市。

於2018年5月31日，中大需要更多時間編製新上市申請及相關文件，中大已遞交申請以進一步延長提交新上市申請的時間。

### 高級管理層

**王嘉敏女士（「王嘉敏女士」）**，39歲，為專訊工程高級經理，負責協助孫毅珠女士進行本集團銷售及營銷工作。彼亦為專訊深圳之董事。王嘉敏女士於2004年11月取得香港理工大學的電子計算學士學位。於加入本集團之前，彼曾由2000年7月至2000年9月在南華傳媒有限公司擔任網絡部網頁開發員。彼於2000年10月加入專訊工程。

王嘉敏女士為阮國偉先生（本公司執行董事及控股股東之一）的配偶以及阮美玲女士（本公司執行董事及控股股東之一）及任超凡先生（非執行董事）的姻姊妹。

**陳嘉駿先生（「陳先生」）**，40歲，為專訊工程高級經理，負責軟件開發。彼於2007年7月加入本集團，擔任系統分析員，其後於2015年11月晉升至軟件及開發部高級經理。陳先生於2000年6月取得加拿大麥馬斯特大學(McMaster University)理學士學位。彼於2009年7月取得英國格林威治大學(University of Greenwich)資訊系統管理理碩士學位。於加入本集團之前，陳先生由2000年8月至2004年10月在捷科資訊服務有限公司擔任程式分析員，主要負責系統設計、編程及文檔。陳先生由2004年10月至2007年7月在TCL多媒體科技控股有限公司擔任程式分析員，負責系統設計、分析及實施。

陳先生已辭任專訊工程高級經理，自2018年6月1日起生效。

## Biographies of Directors and Senior Management 董事及高級管理層履歷

**Mr. Chou Chiu Ho** (“**Mr. Chou**”), aged 36, is the company secretary and financial controller of the Group, and is responsible for overseeing the Group’s financial reporting, financial planning, financial control and company secretarial matters. He first joined as the company secretary of SE Technology in September 2015 and was subsequently promoted as the company secretary and financial controller in November 2016. He was appointed as the company secretary of the Company in November 2015. He is a director and 15% shareholder of Super Arena Limited (“**Super Arena**”), which holds 29.25% of the issued share capital of the Company.

Mr. Chou has over 10 years of experience in accounting and auditing. Prior to joining the Group, Mr. Chou worked in an accounting firm from September 2003 to January 2006, with his last position being semi-senior auditor. He then joined PricewaterhouseCoopers from January 2006 to December 2010. From January 2011 to March 2012, Mr. Chou worked as the head of corporate services of Beijing Sports and Entertainment Industry Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1803) (formerly known as ASR Logistics Holdings Limited). Since April 2013, Mr. Chou has been working as the financial controller and company secretary of Millennium Pacific Group Holdings Limited (a company listed on GEM, stock code: 8147) (“**MP Group**”). Mr. Chou resigned as the financial controller and the company secretary of MP Group in September 2014 and March 2017 respectively. Mr. Chou also served as the chief financial officer of HF Financial Group Limited (currently known as HF Finance Group (China) Limited) (and subsequently transferred to HF Management (China) Limited) from January 2015 to July 2016. Since September 2017, Mr. Chou has been the director of Archon Prime Strategic Investment (Group) Limited.

Mr. Chou obtained a bachelor of arts degree in accountancy from The Hong Kong Polytechnic University in November 2003. Mr. Chou was admitted as a member of the Hong Kong Institute of Certified Public Accountant in November 2011. He was also admitted as a member of the Association of Chartered Certified Accountants in November 2010 and subsequently a fellow member in November 2015.

周昭何先生(「周先生」)，36歲，為本集團公司秘書及財務總監，負責監督本集團的財務申報、財務規劃、財務控制及公司秘書事宜。彼於2015年9月加入作為專訊科技的公司秘書，其後於2016年11月獲晉升為公司秘書及財務總監。彼於2015年11月獲委任為本公司的公司秘書。彼為Super Arena的董事及15%股東，Super Arena Limited(「**Super Arena**」)持有本公司已發行股本的29.25%。

周先生在會計及審核方面擁有逾10年經驗。在加入本集團之前，周先生於2003年9月至2006年1月在一間會計師事務所工作，其最後職位為中級核數師。彼其後於2006年1月至2010年12月加入羅兵咸永道會計師事務所。由2011年1月至2012年3月，周先生擔任聯交所主板上市公司北京體育文化產業集團有限公司(股份代號：1803，前稱瀚洋物流控股有限公司)的企業服務主管。自2013年4月起，周先生一直擔任GEM上市公司匯思太平洋集團控股有限公司(股份代號：8147)(「**匯思太平洋**」)的財務總監及公司秘書。周先生已分別於2014年9月及2017年3月辭任匯思太平洋的財務總監及公司秘書。周先生亦於2015年1月至2016年7月擔任匯福金融集團有限公司(現稱匯福金融集團(中國)有限公司)(其後轉職匯福管理(中國)有限公司)的財務總監。自2017年9月起，周先生一直為職人策略投資(集團)有限公司的董事。

周先生於2003年11月在香港理工大學取得會計學文學士學位。周先生於2011年11月獲承認為香港會計師公會會員。彼亦於2010年11月獲承認為英國特許公認會計師公會會員，其後於2015年11月獲承認為資深會員。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 1 BACKGROUND

The Company was incorporated and registered as an exempt company in the Cayman Islands with limited liability under the Companies Law, (as revised) of the Cayman Islands on 16 October 2015.

The Company is an investment holding company. The Group is principally engaged in sales of biometric identification devices and security products and provision of application software and repair and maintenance services during the year ended 31 March 2018 which is same as those of last year. The Company is listed on the GEM of Stock Exchange on 14 February 2018 (stock code: 8379).

This report covers the Group's overall performance in two subject areas, namely, Environmental and Social of the business operations in Hong Kong office for the period from 1 April 2017 to 31 March 2018 (the "2018" or "year"), unless otherwise stated.

### 2 FOREWORD

The Group primarily adopts the principles and basis of the ESG Guide as set out in Appendix 20 of the GEM Listing Rules, with an aim to establish a sound environmental, social and governance structure.

This report comprises the review of environmental, social and governance areas, which sets out the Company and its major subsidiaries' policies and practices in respect of three environmental aspects and eight social aspects in accordance with ESG Guide for the year. This report is designed to allow the Company's stakeholders, such as shareholders, investors, customers, suppliers, employees, creditors, regulators and the general public to have comprehensive understanding of the long-term sustainability information of the Group. 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 is responsible for evaluating and determining the environmental, social and governance risks of the Group, and ensuring that relevant risk management and internal control systems are in place and operate effectively.

### 1 背景

本公司於2015年10月16日在開曼群島註冊成立，為根據開曼群島《公司法》(如經修訂)設立並登記的獲豁免有限責任公司。

本公司為投資控股公司。本集團主要從事生物識別設備及安全產品的銷售並提供應用軟體及維修、保養服務，截至2018年3月31日的年度內，主要業務與上一年度相同。公司於2018年2月14日在聯交所GEM上市(股票代碼：8379)。

除非另有說明，本報告涵蓋範圍為2017至4月1日至2018年3月31日期間(「2018年度」或「本年度」)本集團在兩個主要領域的整體表現，即香港辦事處的環境與社會領域。

### 2 前言

本集團主要採用《GEM上市規則》附錄20《環境、社會及管治(ESG)報告指引》中所列的原則及基礎，旨在建立健全的環境、社會及管治結構。

本報告包括對環境、社會及管治領域的審查，闡述本公司及主要子公司於2018年度依照《環境、社會及管治報告指引》在三個環境層面及八個社會層面的政策及慣例。本報告旨在令公司的利益相關者，如股東、投資者、客戶、供應商、僱員、債權人、監管者及公眾對本集團的長期可持續性資訊有全面的瞭解。本集團致力於透過建設性對話以平衡上述利益相關者的觀點及利益，以期建立長期繁榮的路徑。董事會負責評估及確定集團的環境、社會及管治風險，並確保相關風險管理及內部控制系統就緒並有效運作。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

The table underneath shows aspects on the ESG Guide to be assessed and those ESG issues were determined to be material to the Group.

以下表格列示ESG報告指引中需要評估的層面，以及對本集團而言較重要的ESG議題。

### ESG Aspects as set forth in ESG Guide ESG 報告指引中設定的相關層面

### Material ESG issues to the Group 對本集團而言較重要的 ESG 議題

(A) Environmental	
(A) 環境	
A1 Emissions	Electricity consumption
A1 排放物	用電量
A2 Use of Resources	Use of energy and paper
A2 資源使用	能源及紙張的使用
A3 Environment and Natural Resources	
A3 環境及天然資源	
(B) Social	
(B) 社會	
B1 Employment and Labour Practices	Labour practices
B1 僱傭及勞工常規	勞工常規
B2 Health and Safety	Workplace health and safety
B2 健康與安全	工作場所的健康與安全
B3 Development and Training	Employee development and training
B3 發展及培訓	員工發展及培訓
B4 Labour Standards	Anti-child and forced labour
B4 勞工準則	反童工及強制勞工
B5 Supply Chain Management	Supply chain management
B5 供應鏈管理	供應鏈管理
B6 Product Responsibility	Product responsibility
B6 產品責任	產品責任
B7 Anti-corruption	Anti-corruption, fraud prevention and anti-money laundering
B7 反貪污	反貪污，反欺詐，反洗錢
B8 Community Involvement	Community programs, employee volunteering and donation
B8 社區投資	社區活動，員工志願活動及捐贈

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### A. ENVIRONMENTAL

Environmental protection is one of the core values of the Group. The Group has proactively looked for and implemented new technology at various stages of its business in order to minimise its impact on the environment. The Group's products are designed to be safe and environmentally friendly for customer use, meaning recyclable and safe to dispose materials are specified in its designs, and clean production processes are adopted in its business process. Moreover, unnecessary packaging that can cause harm to environment is not introduced into its products.

The Group considers environmental protection an essential component of sustainable and responsible business. The Group strives to minimise negative impacts on the environment and seek environmentally friendly methods of operation. Given the nature of the Group's business, electricity was the most significant resources consumed in Hong Kong, Macau and Shenzhen, the PRC during the year.

#### The Current Environmental Policies

The Group's main task is to measure and report the efforts in reducing carbon footprints, promote waste reduction at source, enhance its waste disposal management and set targets on environmental performance. To minimise the environmental impacts concerning the activities, products and services, the Group will:

- Comply with applicable legal requirements and other requirements which relate to the Group's environmental aspects, and to which the Group subscribes;
- Identify environmental impacts associated with the operations and set the targets to reduce stress on the environment in consideration of social expectations;
- Prevent pollution, reduce waste and minimise the consumption of resources from all daily operations and actively promote recycle, reuse and replace;
- Educate, train and motivate employees to develop a social viewpoint that enables them to conduct business activities in an environmentally responsible manner.

### A. 環境

環境保護為集團的核心價值之一。本集團在業務各個階段積極尋找並實施新技術，以儘量減少其對環境的影響。本集團所設計之產品對客戶使用而言為安全的、環保的，即在其設計中採用可回收以及能安全處置的材料，並在其生產流程中採用清潔生產工藝。此外，未對產品使用會對環境造成危害的不必要之包裝。

本集團認為，環境保護為可持續與負責任的業務的重要構成部分。集團致力於減低對環境產生的負面影響，並尋求環境友好的營運方式。鑒於本集團的業務性質，本年度在香港地區、澳門地區及中國深圳市，電力為消耗量最大的資源。

#### 當前的環境政策

本集團的主要任務為測量並匯報減少碳足跡的成果，從源頭上促進廢棄物減少，加強廢棄物處理管理，並設定環境績效目標。為儘量減少活動、產品與服務對環境的影響，本集團將：

- 遵守適用的法律要求以及與集團的環境層面有關的其他要求，以及集團內制定的要求；
- 識別營運中引致的環境影響，並參考社會期望設定目標，以減低環境壓力；
- 防止污染，減少浪費，最大限度地減少日常營運中的資源消耗，積極促進回收、再利用及替換；
- 教育、培訓及激勵員工建立社會觀點，能夠以一種對環境負責的方式開展商業活動。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### A1.1. Emissions Data from Gaseous Fuel Consumption

During the year, the key environmental impacts from the Group's operations were energy and paper consumption. To achieve environmental protection, the Group encourages employees to increase the use of e-statement or scanning instead of traditional photocopying to reduce the use of paper and greenhouse gas emissions; to switch-off all computers and office equipment (such as lighting and air-conditioner) at the end of each working day.

(a) Emissions data from gaseous fuel consumption

(i) For Electricity:

### A1.1 氣體燃料消耗的排放資料

本年度，本集團營運中的主要環境影響為能源及紙張使用。為實現環境保護，集團鼓勵員工增加使用電子報表或掃描代替傳統複印，以減少紙張使用及溫室氣體排放；每個工作日結束時，關閉所有電腦與辦公設備（如照明及空調）。

(a) 氣體燃料消耗的排放資料

(i) 電力：

	Key Performance Index ("KPI") 關鍵績效指標 ("KPI")			% increase/ (decrease) 增加/(減少) 之百分比%
	2018 二零一八年	2017 二零一七年	Unit 單位	
NOx 氮氧化物	16,355	15,946	tonnes/million MJ of gas 噸/百萬兆焦耳 (氣體)	3%
SOx 硫氧化物	82	83	tonnes/million MJ of gas 噸/百萬兆焦耳 (氣體)	(1%)
Total 總數	16,437	16,029	tonnes/million MJ of gas 噸/百萬兆焦耳 (氣體)	3%



# Environmental, Social and Governance Report

## 環境、社會及管治報告

(b) the Company had certain motor vehicles during the year, the emissions data applied to the Group's motor vehicles are set out below:

(b) 本年度，本公司擁有若干汽車。本集團擁有的汽車排放數據如下表所示：

	KPI 關鍵績效指標		Unit 單位	% increase/ (decrease) 增加/(減少) 之百分比%
	2018 二零一八年	2017 二零一七年		
NOx 氮氧化物	321	328	Grams 克	(2%)
SOx 硫氧化物	623	662	Grams 克	(6%)
PM 可入肺顆粒物	24	24	Grams 克	-
Total 總數	968	1,014	Grams 克	(5%)

### A1.2. Greenhouse Gas Emission

### A1.2. 溫室氣體排放

	KPI 關鍵績效指標		Unit 單位	% increase/ (decrease) 增加/(減少) 之百分比%
	2018 二零一八年	2017 二零一七年		
<b>Scope 1</b> <b>範圍 1</b>				
Direct Emission 直接排放	114,196	121,990	Kg 公斤	(6%)
<b>Scope 2</b> <b>範圍 2</b>				
Indirect Emission 間接排放	47,998	56,873	Kg 公斤	(16%)
<b>Scope 3</b> <b>範圍 3</b>				
Other indirect Emission 其他間接排放	3,737	9,796	Kg 公斤	(62%)
<b>Total</b> <b>總數</b>	165,931	188,659	Kg 公斤	(12%)

# Environmental, Social and Governance Report

## 環境、社會及管治報告

During the year, there were 165,931 kg (2017: 188,659 kg) of carbon dioxide equivalent greenhouse gases (mainly carbon dioxide, methane and nitrous oxide) emitted from the Group's operation.

The total gross floor area coverage for the Group during the year was 900m<sup>2</sup> (2017: 900 m<sup>2</sup>). The annual emission intensity was 184.4 KgCO<sub>2</sub>e/m<sup>2</sup> (2017: 209.6 KgCO<sub>2</sub>e/m<sup>2</sup>).

The decrease of the above was mainly due to efficient environmental control during the year as a result of the increase of the Group's awareness on environmental protection.

### *Compliance with relevant laws and regulations:*

The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact relating to air and greenhouse gas emissions, discharges into water and land, generation of hazardous and non-hazardous wastes of the Group during the year. In addition, no significant fines or non-monetary sanctions for non-compliance with relevant laws and regulations had been reported in 2018.

### **A1.3 Non-hazardous Wastes**

The Group generates no hazardous waste in its operation. However, there were non-hazardous wastes arisen from the use of electricity under the Group's operation but the management of the Group believed that these non-hazardous wastes would be insignificant.

### **A2.1 Use of resource**

The Group is committed to minimising the impact of business activities on the environment, and supporting environmental protection programmes. In particular, a number of initiatives designed to conserve resources were introduced to promote employee awareness of the need to achieve efficient utilisation of resources.

Energy conservation will not be effective without the support of employees. The Group has been encouraging employees to establish energy-saving habits at its office, such as switching off lights and electronic appliances before leaving the office, as well as maintaining indoor temperature at 25.5°C. To further conserve electricity, the Group has leased energy-efficient high-speed printers for its daily operation.

### **A3 Environmental and Natural Resources**

The Group's activities did not have direct significant impact to the environment and natural resources beyond the resource consumption and emissions issues discussed above. The Group will continue to explore ways of integrating environmental considerations into its business decisions and the services it provides, including promoting and supporting ways to combat climate change.

There was no non-compliance case noted in relation to environmental laws and regulations for the year.

本年度，本集團營運產生的二氧化碳當量溫室氣體（主要為二氧化碳、甲烷及氧化亞氮）為165,931公斤（2017年度為188,659公斤）。

本年度，總建築面積為900m<sup>2</sup>（2017年度為900 m<sup>2</sup>），年排放密度為184.4 kgCO<sub>2</sub>e/m<sup>2</sup>（2017年度為209.6 kgCO<sub>2</sub>e/m<sup>2</sup>）。

上述減少主要原因為，本年度因環境保護意識的提高帶來的對環境的有效控制。

### *遵守有關法律及規例：*

本年度，本集團未有發現任何違反有關空氣及溫室氣體排放、用水及土地排放、產生危險及非危險廢物等相關法律法規的重大事件。此外，在2018年度未有報告有關不遵守法律及規例的重大罰款或非貨幣制裁。

### **A1.3 非危險廢物**

本集團在營運過程中不產生有害廢棄物，但在集團營運中由於使用電力而產生無害廢棄物，然而本集團管理層相信此等無害廢棄物無關緊要。

### **A2.1 資源使用**

本集團致力於最大限度減少商業活動對環境的影響，並支持環境保護計畫。特別是，引入一系列旨在節約資源的舉措，以提高員工對實現資源有效利用必要性的認識。

沒有員工的支持，節能就無法有效。本集團一直鼓勵員工在辦公場所建立節能習慣，如在離開辦公室前關閉燈與電子設備，並保持室內溫度在25.5°C。為進一步節約電力，本集團已為日常營運租用節能型高速列印機。

### **A3 環境與自然資源**

除上述資源消耗與排放問題外，本集團的活動對環境及自然資源無直接的重大影響。本集團將繼續探尋途徑，將環境因素納入業務決策及提供的服務，包括促進及幫助應對氣候變化的途徑。

本年度未發現違反環境法律及規例的情況。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### B. SOCIAL

Being a responsible business and employer, the Group are committed to consistently looking for ways to meet the corporate social responsibilities. The Group focuses on its staff, environment and community as well as its business partners.

#### B1 Employment and Labour Practices

The Group places a significant emphasis on developing human capital, providing competitive remuneration and welfare packages. Promotion opportunities and salary adjustments are benchmarked against individual performance. Employees are entitled to benefits such as annual leave, sick leave, maternity leave, marriage leave, funeral leave and medical coverage in accordance with local regulations.

The Group emphasises on equal opportunities for all personnel in respect of hiring, pay rates, training and development, promotion and other terms of employment. The Group is committed to providing a work environment free from any form of discrimination on the basis of ethnicity, gender, religion, age, disability or sexual orientation.

The Group has a wide diversity of cultures including employees with different genders, ages, skills, educational backgrounds, industry experiences and other qualifications in order to achieve the most suitable composition and balance.

The Group's remuneration package is structured with reference to individual performance, working experience and prevailing salary levels in the market. In addition to basic salaries and mandatory provident fund for the Group's Hong Kong employees, fringe benefits include flexible leave arrangement, medical coverage scheme and annual dinner.

The Group complies with relevant ordinances and statutory requirements, such as the Employment Ordinance, Employees' Compensation Ordinance and the Mandatory Provident Fund Schemes Ordinance of Hong Kong. During the year, the Group had no non-compliance case regarding violation of any laws and regulations on employment.

The employee handbook of the Group's PRC subsidiary had been developed in accordance with the Labour Law of the PRC and has been distributed to all employees since they joined. The remuneration policies are determined on the basis of performance, qualification and experience of individual employee. The remuneration generally includes salaries and allowances.

### B. 社會

作為負責任的企業與僱主，本集團致力於始終如一地尋求滿足企業社會責任的途徑。集團專注於其員工、環境、社區以及其商業夥伴。

#### B1 僱傭及勞工常規

本集團十分重視發展人力資本，提供有競爭力的薪酬與福利待遇。個人表現是晉升機會及薪金調整的基準。根據當地規定，職工享有年假、病假、產假、婚假、喪假、醫療保險等福利待遇。

本集團注重令所有人員在聘用、薪酬、培訓及發展、晉升以及其他僱傭層面的機會均等。集團致力於提供不受種族、性別、宗教、年齡、殘疾或性取向歧視的工作環境。

本集團有廣泛的文化多樣性，包括不同性別、年齡、技能、教育背景、行業經驗及其他資格的僱員，以達到最適當的構成與平衡。

本集團的薪酬方案是根據個人表現、工作經驗以及市場中的現行薪酬水準而構成的。另外，本集團的香港員工除基本工資及強制性公積金外，福利包括靈活的休假安排，醫療保險方案及年度晚宴。

本集團遵守相關條例與法例要求，如僱傭條例，僱員補償條例以及香港強制性公積金計畫條例。年內，本集團並無違反任何有關僱傭法律及規例的違規個案。

本集團位於中國內地的子公司，員工手冊為根據中國內地勞動法制定，於員工加入公司時向其派發。薪酬政策根據員工的績效、資格與經驗來確定。薪酬一般包括薪金及津貼。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

During the year, the Group's PRC subsidiary had subscribed to those basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, maternity insurance as prescribed by the Social Insurance Law of the PRC, as well as housing fund schemes as prescribed by the Regulations on the Administration of Housing Fund.

Employees' wages, overtime payments and related benefits are made not less than the local government's minimum requirements. The normal working hours for general employees are normally 8 hours a day and 40 hours a week. Integrated computation of working hours is implemented with reference to the requirements of the Labour Law of the PRC.

### Staff Composition

As at 31 March 2018, the Group employed a total of 65 (2017: 62) staff, including operational office, sales and marketing, and back office division. All staff members are allocated in Hong Kong and the PRC.

#### (a) Employee's Age and Gender Distribution

Age Group 年齡組別	2018 二零一八年		2017 二零一七年	
	Male 男	Female 女	Male 男	Female 女
0-15 0歲-15歲	0%	0%	0%	0%
16-18 16歲-18歲	0%	0%	0%	0%
19-30 19歲-30歲	20%	5%	21%	11%
31-45 31歲-45歲	32%	17%	35%	17%
46-60 46歲-60歲	15%	9%	8%	6%
= 61/>61 61歲或以上	2%	0%	2%	0%
Total 總數	69%	31%	66%	34%

本年度，本集團位於中國內地的子公司，為員工購買中國內地《社會保險法》規定的基本養老保險、基本醫療保險、失業保險、工傷保險、生育保險以及《住房公積金管理條例》規定的住房公積金。

僱員的工資、加班費與相關福利不低於當地政府的最低要求。一般員工的正常工作時間通常為每天8小時，每週40小時。工時綜合計算參照中國內地《勞動法》的要求實施。

### 人員構成

截至2018年3月31日，本集團共僱用65名員工(2017年為62名)，包括業務辦公室、銷售、市場行銷部及後臺辦公室。所有工作人員均分派在香港以及中國內地。

#### (a) 按年齡劃分的僱員性別分佈

# Environmental, Social and Governance Report

## 環境、社會及管治報告

b) *Employee's Geographical and Gender Distribution*

(b) 按地區劃分的僱員性別分佈

District 地區	2018 二零一八年		2017 二零一七年	
	Male 男	Female 女	Male 男	Female 女
Hong Kong 香港	55%	22%	53%	24%
The PRC 中國內地	14%	9%	13%	10%
Total 總數	69%	31%	66%	34%

The Group will continue to provide a well-structured and caring environment to employees to raise their sense of belonging and work efficiency in the Group.

本集團將繼續為員工提供結構良好、關愛的環境，以提高員工的歸屬感與工作效率。

The Group is 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 on the Group during the year. In addition, no non-compliance with relevant laws and regulations that resulted in significant fines or sanctions had been reported during the year.

本年度，本集團在補償與解僱、招聘與晉升、工作時間、休息時間、機會均等、多樣性、反歧視及其他福利等法律及規例等方面，未發現任何重大的違規事件。此外，於本年度，未有任何因不遵守有關法律及規例導致重大罰款或制裁的報告。

### B2 Employee Health and Safety

The management recognises that the operational efficiency of an enterprise and the maintenance of a health and safety working environment for all employees are closely related. The Group continues to maintain a health and safety working environment for its employees so as to attract and retain talented employees which is in line with established internal guidelines and systems of the Group.

### B2 員工健康與安全

管理層認識到企業的營運效率與為員工維持一個健康安全的工作環境密切相關。本集團繼續為員工維持健康及安全的工作環境，以吸引並留住符合公司既定的內部準則與制度的優秀員工。

The Group provides its employees with flexible rest leave arrangement, medical and hospital scheme. The Group understands that a good working environment for its employees with a safe and comfortable working condition is very important. A set clear guideline of work arrangement under typhoon and rainstorm warning had been formulated by the Group for its employees to follow.

本集團為員工提供靈活的休息休假安排、醫療及醫院計畫。本集團認識到為員工提供一個安全、舒適的工作環境非常重要。集團已制定明晰的颱風、暴雨預警工作安排指引，以便員工據此執行。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Occupational Health and Safety Data

The information of work accident are set out below:

### 職業健康與安全資料

工作事故的相關信息如下表所示：

Health and Safety 健康與安全	2018 二零一八年		2017 二零一七年	
	Male 男性	Female 女性	Male 男性	Female 女性
Number of work-related fatalities 因工作關係而死亡的人數	0%	0%	0%	0%
Lost days due to work injury 因工傷損失工作日數	0%	0%	0%	0%

During the year, the Group had no non-compliance case regarding violation of relevant laws and regulations on occupational health and safety.

本年度，本集團並未發生任何違反有關職業健康安全法律及規例的案件。

### B3 Development and Training

Staff development is an important aspect of the Group's human resources policy. The Group places a strong emphasis on providing training for its employees to retain appropriate and suitable personnel for its long-term development.

The Group is committed to providing on-the-job education and training to its employees in order to enhance their knowledge and skills. All employees are encouraged to enhance their skills and knowledge at every opportunity in order to perform their current job more efficiently and effectively and to be better prepared for career opportunities which may arise. During the year, regular training courses were provided to employees including but not limited to orientation training, technical training and quality training.

Performance evaluations are initiated annually. In order to recognise the value in skill and experience of the Group's employees, the Group has adopted a policy that any promotions will be considered internally first before hiring any outside staff. It is the Group's policy to select the most suitable candidate for appointment to a higher rank based on merit, rather than on the seniority of the candidates.

### B3 發展及培訓

員工發展是本集團人力資源政策的重要一環。本集團非常重視向員工提供培訓，以留住合適人員，促進公司的長遠發展。

本集團致力於為員工提供在職教育與培訓，以提高其知識與技能。鼓勵所有員工利用每一個機會提高自己的技能與知識，以更高效率、更有效果的方式執行其目前的工作，並更好地為可能出現的職業機會做好準備。本年度，集團為員工提供定期培訓課程，包括但不限於定向培訓、技術培訓及質素培訓。

績效評估每年進行。為認識到集團員工的技能與經驗的價值，本集團實行一項政策，即在招聘任何外部員工之前，首先應考慮內部晉升。本小組的政策是，為較高的職位選擇最合適的候選人時，以候選人的功績而非年資為基礎。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### B4 Labour Standard

The Group is fully aware that child labour and forced labour violate fundamental human rights, International Labour Conventions and Recommendations poses a threat to sustainable social and economic development. Therefore, the Group strictly complies with relevant laws and regulations. The Group prohibits the use of child labour by reviewing the actual age of the interviewee during the recruitment process, including the examination of identity documents and detailed records. The Group only carries out the requirements of standard labour contract and does not use any means to unfairly restrict the employment relationship between employee and the enterprise by, for example, withholding a deposit or identity documents.

For entry registration, all employees must present valid documents to the Group as follows: (i) identity card and vocational qualification certificate; (ii) social security card; (iii) medical or health certificate; (iv) recent photos; and (v) other relevant information and documents.. The above procedures can ensure no child labour will be employed.

Being people-oriented, the Group has hosted various social events and activities such as company trips and parties for its employees with the aim of promoting work-life balance.

During the year, the Group had no non-compliance case regarding violation of relevant child labour and forced labour laws.

### B5 Supply Chain Management

The Group has the greatest respect for the laws and regulations that govern its business. The Group always adheres to international best practices and conducts fair and unbiased procurement processes when dealing with suppliers.

The Group adheres to the principle of transparency and implements the value of honesty, integrity and fairness in its supply chain management. The Group's procurement procedures provide directions and guidelines on evaluation and engagement when dealing with suppliers of goods and services to ensure business is conducted with legally, financially and technically-sound entities. In addition, approval procedures are in place to ensure that supplier engagements are monitored and approved by the appropriate level of management.

During the selection process of suppliers, the Group takes into account such as its reputation, quality of services and products, past performance and green elements.

### B4 勞工準則

本集團充分認識到，童工及強制勞工違反基本人權、國際勞工公約，並可能對社會與經濟的可持續發展構成威脅。因此，集團嚴格遵守相關法律及規例。本集團透過審查在招聘過程中被調查者的實際年齡，包括對身份證件與詳細記錄的審查，以避免使用童工。本集團僅執行標準勞動合同的要求，不使用任何手段，例如扣留定金或身份證件，不公平地限制僱員與公司之間的僱傭關係。

入職登記時，所有員工必須向集團提供以下有效檔案：(一)身份證及職業資格證書；(二)社會保障卡；(三)醫療或健康證明；(四)近期相片；(五)其他相關資訊及檔案。上述流程可確保避免僱用童工。

本集團以人為本，為員工提供各式各樣的社交及活動，如公司旅行及派對等，目的是促進工作與生活的平衡。

本年度，本集團並無違反有關童工及強制勞工法例的違例個案。

### B5 供應鏈管理

本集團對規管其業務的法律及規例給予最大的尊重。集團始終堅持國際最佳做法，在選擇供應商時，採用公平公正的採購流程。

本集團堅持透明原則，在供應鏈管理中實現誠實、信用、公平的價值。在選擇貨物與服務供應商時，集團的採購流程為其提供評價及參與的指引及說明，以確保交易對方為法律、財務及技術上健全的實體。此外，批准流程亦已就緒，以確保供應商的訂約得到適當的管理層的監察與批准。

在供應商選擇過程中，本集團的考慮因素包括其聲譽、服務及產品質素、舊有業績以及環保因素。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### B6 Product Responsibility

A high priority for the Group is to ensure customer satisfaction in terms of the products and services. Strenuous efforts are made to ensure compliance with the relevant laws and regulations relating to product health and safety, advertising, labelling and privacy matters of the jurisdictions in which the Group operates. The Group requires its employees to comply with applicable governmental and regulatory laws, rules, codes and regulations.

The Company was awarded Hong Kong Star Brand Award (Enterprise) (“香港星級品牌大獎(企業)”) and also Hong Kong Star Brand Award (Innovation and Technology) (“香港星級品牌大獎(創新及科技)”), organised by Hong Kong Small and Medium Enterprise Association (“香港中小型企業聯合會”); and the Company was also recognised as one of the most influential security brands in the PRC in 2017 by China Public Security (“CPS中安網”) and China Public Security Publisher (“中國公共安全雜誌社”) in Shenzhen, the PRC.

During the year, the Group did not have any recalled products and did not receive any complaint from its customers in relation to either its quality of services or products. The Group had no non-compliance case regarding violations of relevant laws and regulations on product responsibility and data privacy.

### B7 Anti-corruption

Corruption, bribery or fraud in any form is strictly prohibited. The Group's anti-corruption policies set out standards of conduct to which all employees are required to adhere in order to promote an environment of integrity in the workplace.

The management believes that the integrity of business is the foundation of corporate social responsibility, as well as a fundamental element for a business's competitive advantage and sustainability. The Group is committed to the highest possible standards of openness, probity and accountability.

To combat corruption and to govern conflicts of interest, unless with the Group's approval, Directors and employees are prohibited from accepting any valuable items from co-workers, customers, suppliers or other stakeholders. Unless with approval of the Board, senior management members are also prohibited from engaging in any activities that involve a potential conflict of interest with the Group or may do harm to the Group's overall interests. Breaches are subject to disciplinary actions, including termination of employment contracts where necessary.

### B6 產品責任

本集團的首要任務是確保客戶在產品及服務方面的滿意度。本集團作出巨大努力，以確保遵守集團營運的相關產品健康與安全、廣告、標籤及私隱等相關法律及規例。集團要求其僱員遵守適用的政府與監管法律、規例、準則及規定。

公司榮獲由香港中小企業協會頒發的「香港星級品牌大獎(企業)」及「香港星級品牌大獎(創新及科技)」；公司並在中國內地獲得由CPS中安網及中國公共安全雜誌社認證的2017中國最具影響力的安全品牌之一。

於本年度，本集團無任何召回產品，亦並未接獲任何客戶作出關於其服務或產品質素的投訴。集團並未出現違反有關產品責任或資料私隱的法律及規例的違規事件。

### B7 反貪污

嚴禁貪污、賄賂、詐騙等行為。本集團的反貪污政策規定所有員工必須遵守行為準則，以促進工作場所的誠信環境。

管理層相信企業誠信是企業社會責任的基礎，也是企業競爭優勢與可持續性的基本因素。本集團致力於實現開放、廉潔及問責制的最高標準。

為打擊貪污及管治利益衝突，除非得到集團批准，否則董事及僱員不得從同事、客戶、供應商或其他利益相關者處獲取任何有價物品。除經董事會批准外，高級管理人員也不得從事任何與本集團有潛在利益衝突或可能損害集團整體利益的活動。違反規定者接受紀律處分，包括在必要時終止僱傭合約。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

Various policies have also been formulated to accord with the Securities and Futures Commission's Guideline on Anti-Money Laundering and Counter-Terrorist Financing, including the basic procedures for customer identification and due diligence, suspicious transactions report and recordkeeping. Ongoing staff training has also been carried out to ensure each of the employees is fully aware of these policies.

In 2018, there was no legal case concerning corruption brought against the Group or employees.

### **B8 Community Involvement**

The Group 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.

The Group strives to improve the society image and social responsibility through community investment. All employees of the Group are encouraged to participate their own initiatives in helping and supporting the local communities and neighbours.

已制定符合證券及期貨事務監察委員會關於反洗錢及反恐怖融資指引的各項政策，包括客戶識別及盡職調查的基本流程，可疑交易報告及記錄保存。並已進行員工培訓，以確保每位員工均充分瞭解每一項政策。

於2018年，未有針對集團或僱員貪污的法律案件。

### **B8 社區投資**

本集團一直致力於在其營運的社區中發揮積極的力量，並與社區保持密切的溝通與互動，以便適時為當地的發展作出貢獻。

本集團致力於透過社區投資，努力提升社會形象及社會責任感，鼓勵集團全體員工主動投身參與到幫助及支持當地社區與鄰里的行動中。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Group has committed to upholding high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial for the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of shareholders of the Group.

The Company has adopted the Corporate Governance Code (the “CG Code”) contained in Appendix 15 to the GEM Listing Rules as its own code effective from 14 February 2018 (the “Listing Date”) upon the listing of the Company and had complied with the CG Code since the Listing Date to 31 March 2018, except for the following deviation. The Board will continue to monitor and review the corporate governance principles and practices to ensure compliance.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

CG Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Tony Yuen is the chairman and the chief executive officer of the Company. In the view that Mr. Tony Yuen is one of the founders of the Group and has been operating and managing the Group since June 1999, the Board believes that it is in the best interest of the Group to have Mr. Tony Yuen taking up both roles for effective management and business development. Therefore the Board considers that the deviation from the CG Code provision A.2.1 is appropriate in such circumstance.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors (the “Model Code”) on terms no less exacting than the required standard of dealings set out in Rule 5.48 to 5.67 of the GEM Listing Rules effective from the Listing Date on 14 February 2018.

Upon the specific enquiry made to all the Directors, the Company was not aware of any non-compliance with the Model Code regarding securities transactions by the Directors for the period from the Listing Date during to 31 March 2018.

### 企業管治常規

本公司致力維持高水準企業管治。董事會認為增加公眾問責性及企業管治有利於本集團穩健增長、提高顧客及供應商的信心，以及保障本集團股東的利益。

本公司於上市後已採納GEM上市規則附錄15所載之企業管治守則（「企業管治守則」）作為其自身之守則，由2018年2月14日（「上市日期」）起生效，並於上市日期至2018年3月31日遵守企業管治守則，惟下列偏離事項除外。董事會將持續監察及審閱企業管治原則及常規以確保合規。

### 主席及行政總裁

企業管治守則條文第A.2.1條規定，主席與行政總裁的角色應予區分且不應由同一人士擔任。阮國偉先生為本公司主席兼行政總裁。鑒於阮國偉先生為本集團創辦人之一且自1999年6月起一直營運及管理本集團，董事會認為為了有效管理及業務發展，由阮國偉先生同時出任兩個職位合乎本集團的最佳利益。因此，董事會認為在有關情況下偏離企業管治守則條文第A.2.1條實屬恰當。

### 董事之證券交易

本公司就董事進行證券交易採納條款不遜於GEM上市規則第5.48至5.67條所載交易規定準則之操守守則（「標準守則」），自於2018年2月14日上市以來生效。

經向全體董事進行具體查詢後，本公司並不知悉於上市日期至2018年3月31日期間董事曾就證券交易違反標準守則。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS

#### Composition

The Board currently comprises 7 directors, including 3 executive Director, 1 non-executive Director and 3 independent non-executive Directors.

#### Executive Directors

Mr. Yuen Kwok Wai, Tony (*Chairman and chief executive officer*)

Ms. Yuen Mei Ling, Pauline

Ms. Sun Ngai Chu, Danielle

#### Non-executive Director

Mr. Yam Chiu Fan, Joseph

#### Independent non-executive Directors

Mr. Hui Man Ho, Ivan (Appointed on 18 January 2018)

Mr. Chung Billy (Appointed on 18 January 2018)

Mr. Mui Pak Kuen (Appointed on 18 January 2018)

Details of backgrounds and qualifications of all directors are set out in the “Biographies of Directors and Senior Management” section of this annual report. All directors have given sufficient time and attention to the affairs of the Group. Each executive Director has sufficient experience, knowledge and execution ability to hold the position so as to carry out his duties effectively and efficiently.

### 董事會

#### 組成

董事會由7名董事組成，包括3名執行董事、1名非執行董事及3名獨立非執行董事。

#### 執行董事

阮國偉先生(主席兼行政總裁)

阮美玲女士

孫毅珠女士

#### 非執行董事

任超凡先生

#### 獨立非執行董事

許文浩先生(於2018年1月18日獲委任)

鍾定縉先生(於2018年1月18日獲委任)

梅栢權先生(於2018年1月18日獲委任)

所有董事的背景及資歷詳情載於本年報「董事及高級管理層履歷」一節。所有董事已投放足夠時間及精力於本集團事務。各執行董事具備之經驗、知識及執行能力，足以勝任有關職位，並有效及高效履行職務。

# Corporate Governance Report

## 企業管治報告

During the period from the Listing Date to 31 March 2018, 1 general meeting, 4 regular Board meetings and other Board meetings were held in addition to circulation of written resolution. The attendance record of meetings are shown below:

於上市日期至2018年3月31日期間，除了傳閱書面決議案，已舉行1次股東大會、4次常規董事會會議及其他董事會會議。會議出席紀錄列示如下：

Name of member 成員姓名	Extraordinary General Meeting 股東特別大會	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
<b>Number of total meetings</b> 會議總數	1	1	1	1	1
<b>Number of Meetings attended/Total</b> 已出席會議之次數/總數					
<b>Executive Directors</b> 執行董事					
Mr. Yuen Kwok Wai, Tony 阮國偉先生	1/1	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Yuen Mei Ling, Pauline 阮美玲女士	1/1	1/1	N/A 不適用	1/1	N/A 不適用
Ms. Sun Ngai Chu, Danielle 孫毅珠女士	1/1	1/1	N/A 不適用	N/A 不適用	N/A 不適用
<b>Non-executive Director</b> 非執行董事					
Mr. Yam Chiu Fan, Joseph 任超凡先生	1/1	1/1	N/A 不適用	N/A 不適用	N/A 不適用
<b>Independent non-executive Directors</b> 獨立非執行董事					
Mr. Hui Man Ho, Ivan 許文浩先生	0/1 (note) (附註)	1/1	1/1	1/1	1/1
Mr. Chung Billy 鍾定權先生	0/1 (note) (附註)	1/1	1/1	1/1	1/1
Mr. Mui Pak Kuen 梅栢權先生	0/1 (note) (附註)	1/1	1/1	1/1	1/1

Note: The extraordinary general meeting was held before the Listing Date when the CG Code become effective.

附註：股東特別大會於上市前企業管治守則生效時舉行。

# Corporate Governance Report

## 企業管治報告

### THE RESPONSIBILITIES OF THE BOARD

The Board is responsible for the control and leadership of management company's business and is collectively responsible for the company's affair under the Board's direction and supervision. All the Directors should make decision objectively in the interests of the Company.

The overall responsibilities of the Board include considering and making decisions on the following matters:

- (i) Setting the cooperate goals of the Group and formulating the Group's strategy and monitoring the implementation;
- (ii) Diversification and extension of activities into new business area;
- (iii) Approving the annual, half year and quarterly results;
- (iv) Dividend policy;
- (v) Material acquisitions and disposal;
- (vi) Reviewing and monitoring the Group's internal control systems;
- (vii) Monitoring the performance of the management; and
- (viii) Determining and reviewing the composition and diversity of the Board.

### BOARD COMPOSITION AND DIVERSITY POLICY

The Company has adopted the board diversity policy since 18 January 2018. The policy sets out the approach to achieve diversity in the Board that should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business and compliance with policies. The composition and diversity policies of the Board is reviewed annually and regularly. The Board should ensure that its changes in composition will not result in any undue interference. The Board members should possess appropriate professionalism, experience and trustworthiness in performing duties and functions. The Board would diversify its members according to the Company's situations and need. While participating in nomination and recommendation of director candidates during the year, each member of the Board may consider a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, or professional experience in achieving diversity for the benefit of the Company's various business development and management. The Board is to review the policy concerning diversity of Board members, and to disclose the policy or a summary of the policy in the corporate governance report, including any quantitative targets and standards and its progress with policy implementation.

In 2018, the Board has reviewed the diversity of the Board and considered the Board composition and diversity policy is appropriate.

### 董事會的職責

董事會負責控制及領導管理本公司之業務，並根據董事會指示及監督對本公司事務共同承擔責任。全體董事應客觀地作出符合本公司利益的決策。

董事會的整體職責包括就以下事宜作出考慮及決策：

- (i) 設定本集團企業目標及制定本集團策略及監督執行；
- (ii) 多元化發展及拓展業務至新業務領域；
- (iii) 批准全年、中期及季度業績；
- (iv) 股息政策；
- (v) 重大收購及出售；
- (vi) 檢討及監控本集團內部監控制度；
- (vii) 監察管理層的表現；及
- (viii) 確定及審閱董事會組成及多元化。

### 董事會組成及多元化政策

自2018年1月18日起，本公司已採納董事會多元化政策。該政策載有達致董事會多元化的方法，以組成技能、經驗均衡，且觀點多元化的董事會，以切合本集團業務需求並配合政策。董事會組成及多元化政策會每年及定期審閱。董事會應確保其組成的變動將不會導致任何不適宜的干擾。董事會成員須具備合適專業精神、經驗及誠信以履行彼等職務及職能。董事會將根據本公司的情況及需要增添成員。年內，各董事會成員於提名及建議董事候選人時可考慮一系列多元化因素，包括但不限於性別、年齡、文化及教育背景，或專業經驗，以達致多元化組成，有利本公司各項業務發展及管理。董事會將審閱有關董事會成員多元化的政策，並於企業管治報告披露政策或政策概要，包括任何定量目標及標準以及政策執行進度。

於2018年，董事會已審閱董事會多元化並認為董事會組成及多元化政策實屬合適。

# Corporate Governance Report

## 企業管治報告

### MANAGEMENT

The daily management, administration and operation of the Company are delegated to the chief executive officer and senior management (the “Management”). The delegated functions and assignments are periodically reviewed. Approval has to be obtained from the Board prior to entering into any significant transactions by the above mentioned officers.

The overall responsibilities of the Management include considering and making decisions on the following matters:

- (i) Implementing the Group’s policy and strategies as set by the Board;
- (ii) Strategic planning of different business and functions;
- (iii) Closely monitoring operational and financial results in accordance with plans and budgets;
- (iv) Putting adequate operational, planning and financial control systems in place; and
- (v) Managing the Group’s day to day business.

### CONFIRMATION OF INDEPENDENCE

In compliance with Rules 5.05(1) and (2) of the GEM Listing Rules, the Company has appointed 3 independent non-executive Directors; and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise. Each of the independent non-executive Directors has made an annual confirmation in writing of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers that all the independent non-executive Directors were independent during 2018 since their respective date of appointment.

All independent non-executive Directors are identified as such in all corporate communications containing the names of the Directors by the Company.

Mr. Tony Yuen (the chairman of the Board, the chief executive officer and an executive Director) and Ms. Jazzy Wong (a member of the senior management) are spouse. Mr. Tony Yuen and Ms. Pauline Yuen (an executive Director) are siblings. Mr. Tony Yuen and Mr. Joseph Yam (a non-executive Director) are brothers-in-law. Mr. Joseph Yam is a brother-in-law of Ms. Jazzy Wong and Ms. Pauline Yuen, Ms. Jazzy Wong and Ms. Pauline Yuen are Sisters-in-laws. Save as otherwise disclosed herein, there is no family or other material relationship among members of the Board.

### 管理層

本公司日常管理、行政及營運指派予行政總裁及高級管理層（「管理層」）。被指派的職能及任務獲定期審閱。上述高級職員進行任何重大交易須獲得董事會批准方可進行。

管理層的整體職責包括就以下事宜作出考慮及決策：

- (i) 執行董事會定立的本集團政策及策略；
- (ii) 制定不同業務及職能的策略計劃；
- (iii) 根據計劃及預算，密切監察經營及財務業績；
- (iv) 制定足夠的營運、計劃及財務監控制度；及
- (v) 管理本集團日常業務。

### 獨立性確認

遵照GEM上市規則第5.05(1)及(2)條，本公司已委任3名獨立非執行董事，其中至少一名具備合適專業資格或會計或相關財務管理專業知識。各獨立非執行董事已根據GEM上市規則第5.09條就其獨立性發出年度確認書，而本公司認為，於2018年，全體獨立非執行董事自其各自委任日期起均屬獨立。

所有載有本公司董事姓名的公司通訊中均列明全體獨立非執行董事之身份。

阮國偉先生（董事會主席、行政總裁兼執行董事）及王嘉敏女士（高級管理層成員）為配偶。阮國偉先生及阮美玲女士（執行董事）為胞姊弟。阮國偉先生及任超凡先生（非執行董事）為姻兄弟。王嘉敏女士及任超凡先生為姻兄妹。阮美玲女士及任超凡先生為姻兄妹。除本報告另有披露外，董事會成員之間概無家族或其他重大關係。

# Corporate Governance Report

## 企業管治報告

### CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors, including independent non-executive Directors, should keep abreast of their collective responsibilities as Directors and of the businesses and activities of the Group. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills, and updates all Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements to ensure compliance and to enhance their awareness of good corporate governance practices.

During the year ended 31 March 2018, the Directors provided their training record to the Company in respect of their participation in training activities such as attending seminars relevant to their duties and responsibilities as directors of a listed company, particulars of which are as follows:

### 持續專業發展

全體董事(包括獨立非執行董事)應緊貼作為董事及於本集團業務與活動的共同責任。本集團亦會提供簡報會及其他培訓，以發展及更新董事的知識及技能，並就GEM上市規則及其他適用監管規定的最新發展向全體董事提供最新資訊，確保合規及加強彼等對良好企業管治常規的意識。

截至2018年3月31日止年度，董事就彼等參與涉及彼等作為上市公司董事之職務及職責的培訓活動(如出席研討會)向本公司提供培訓紀錄，詳情如下：

		Reading materials relevant to directors' duties and responsibilities 與董事職務及職責有關的閱讀材料	Attending the seminar provided by the Company 出席本公司提供的研討會	Attending the seminar relevant to the skill of the Director's position 出席與董事職位技能有關的研討會
<b>Executive Directors</b>	<b>執行董事</b>			
Mr. Yuen Kwok Wai, Tony	阮國偉先生	✓	✓	✓
Ms. Yuen Mei Ling, Pauline	阮美玲女士	✓	✓	✓
Ms. Sun Ngai Chu, Danielle	孫毅珠女士	✓	✓	✓
<b>Non-executive Directors</b>	<b>非執行董事</b>			
Mr. Yam Chu Fan, Joseph	任超凡先生	✓	✓	✓
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>			
Mr. Hui Man Ho, Ivan	許文浩先生	✓	✓	✓
Mr. Chung Billy	鍾定縉先生	✓	✓	✓
Mr. Mui Pak Kuen	梅栢權先生	✓	✓	✓

# Corporate Governance Report

## 企業管治報告

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Tony Yuen is both the Chairman and the chief executive officer of the Company. In view of Mr. Tony Yuen is one of the founders of the Group and has been operating and managing the Group since June 1999, the Board believes that it is in the best interest of the Group to have Mr. Tony Yuen taking up both roles for effective management and business development. The role of the Chairman is primarily responsible for managing the Board, whereas the role of the chief executive officer is primarily responsible for overseeing the various businesses of the Group. Their respective roles and responsibilities are summarised as follows:

Responsibilities of the Chairman include: (i) leading the Board and ensuring that the Board functions effectively and smoothly; (ii) chairing the Board and shareholder's meetings; (iii) approving the agenda for each Board meeting, taking into account, where appropriate, any matters proposed by the other Directors and the company secretary of the Company for inclusion in the agenda; (iv) ensuring that all Directors receive all relevant information prior to each meeting and are properly briefed on issues arising at Board meetings; (v) ensuring all key and appropriate issues are discussed by the Board in a timely and constructive manner; (vi) encouraging all Directors, including the independent non-executive Directors, to actively participate in all Board and Board committees meetings and promoting a culture of openness for the Directors to share and voice their concerns on all matters during each meeting; (vii) ensuring good corporate governance practices and procedures are established and followed; and (viii) taking appropriate steps to provide effective communication with shareholders and to ensure that shareholders' view are communicated to the Board as a whole.

Responsibilities of the chief executive officer include: (i) implementing the Group's policy and strategies as set by the Board; (ii) strategic planning of different business and functions; (iii) closely monitoring operational and financial results in accordance with plans and budgets; (iv) assuming full accountability to the Board for all aspects of the Group's operations and performance; (v) maintaining ongoing dialogue with the Chairman and the other Directors; (vi) developing and leading an effective executive team; (vii) putting adequate operational, planning and financial control systems in place; and (viii) representing the Company and managing the Group's day to day business.

### 主席及行政總裁

阮國偉先生為本公司主席兼行政總裁。鑑於阮國偉先生為本集團創辦人之一以及自1999年6月以來一直營運及管理本集團，董事會相信阮國偉先生兼任該兩個職位可以實現有效管理及業務發展，符合本集團的最佳利益。主席一職主要負責管理董事會，而行政總裁一職則主要負責監察本集團各業務。兩者的角色及職責概述如下：

主席的職責包括：(i) 領導董事會，確保董事會能有效及暢順運作；(ii) 主持董事會及股東會議；(iii) 批准各董事會會議的議程，考慮(倘適用)其他董事及本公司的公司秘書建議的任何事宜以載入議程；(iv) 確保全體董事於各會議前接獲全部相關資料並獲得有關於董事會會議上所提出事宜的簡介；(v) 確保董事會及時且積極商討所有重要及適當的事宜；(vi) 鼓勵全體董事(包括獨立非執行董事)積極參與所有董事會及董事委員會會議，及提倡公開討論的文化，讓董事於各會議上就所有事宜分享及提出意見；(vii) 確保建立良好企業管治常規及程序，並得以遵循；及(viii) 採取適當步驟與股東有效溝通並確保股東能向董事會整體表達意見。

行政總裁的職責包括：(i) 執行董事會定立的本集團政策及策略；(ii) 制定不同業務及職能的策略計劃；(iii) 根據計劃及預算，密切監察經營及財務業績；(iv) 就本集團營運及表現的所有方面向董事會負全責；(v) 與主席及其他董事維持對話；(vi) 發展及領導有效的執行團隊；(vii) 制定足夠的營運、計劃及財務監控制度；及(viii) 代表本公司及管理本集團日常業務。



# Corporate Governance Report

## 企業管治報告

### APPOINTMENT AND RE-ELECTION OF DIRECTORS

All the Directors are appointed for an initial term of three years and subject to retirement by rotation and eligible for re-election in accordance with the Company's articles of association (the "Articles"). At each annual general meeting, not less than one third of the Directors then in office shall retire and every Director is subject to retirement by rotation at least once every three years.

All existing executive Directors, non-executive Director and independent non-executive Directors are entitled to a fixed remuneration per month or fee per annum respectively. The remuneration of each Director is subject to the annual review of the Board with reference to his contribution in terms of time, effort and his expertise.

Details of remuneration paid to each of the Directors during the year are disclosed in Note 13 to the financial statements.

All Directors are entitled to be reimbursed for reasonable expenses incurred during the performance of their duties to the Company and are eligible for share options under the share option scheme of the Company.

### BOARD COMMITTEES

The Board has established the board committees, namely, the audit committee, the remuneration committee and the nomination committee, all with specific terms of reference clearly defining the powers and responsibilities of the respective board committees. All board committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations.

### AUDIT COMMITTEE

The Company has established an audit committee ("Audit Committee") with written terms of reference that are in conformity of the requirements of the CG Code which are available on the websites of the Stock Exchange and the Company.

The Audit Committee is currently composed of the 3 independent non-executive Directors, namely Mr. Chung, Mr. Hui and Mr. Mui, and chaired by Mr. Chung, with all members being independent non-executive Directors of the Company in full compliance with Rule 5.28 of the GEM Listing Rules.

### 委任及重選董事

所有董事獲委任之初步年期為三年，惟須根據本公司之組織章程細則(「細則」)輪席退任並合資格重選連任。於各股東週年大會，不少於三分之一的時任董事須退任及每名董事須至少每三年輪席退任一次。

所有現任執行董事、非執行董事及獨立非執行董事均有權分別收取每月固定酬金或每年袍金。各董事之酬金須由董事會參考彼所貢獻的時間、努力及其經驗後進行年度檢討。

年內支付各董事的酬金詳情披露於財務報表附註13。

所有董事均有權就彼等履行本公司職責而產生的合理開支獲得補償，且合資格獲得本公司購股權計劃下的購股權。

### 董事委員會

董事會已成立董事委員會，即審核委員會、薪酬委員會及提名委員會，全部已制定特定職權範圍，明確界定各董事委員會的權力及責任。所有董事委員會須按其職權範圍向董事會報告其決定、結果或建議。

### 審核委員會

本公司已遵循企業管治守則的規定成立審核委員會(「審核委員會」)，並以書面列明其職權範圍，並可於聯交所及本公司網站查閱。

審核委員會現時由三名獨立非執行董事組成，即鍾先生、許先生及梅先生，並由鍾先生擔任主席。審核委員會全體成員均為本公司獨立非執行董事，並全面遵守GEM上市規則第5.28條。

# Corporate Governance Report

## 企業管治報告

For the year ended 31 March 2018, 1 audit committee meeting was held and the members' attendance is shown on page 35 of this annual report.

截至2018年3月31日止年度，審核委員會舉行了一次會議，成員出席情況載於本年報第35頁。

The roles and functions of the Audit Committee include:

審核委員會的角色及職能包括：

### (i) Relationship with the Company's auditor

- (a) to consider and be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences. In connection, the Audit Committee shall:
- consider all relationships between the Company and the external auditor (including non-audit services);
  - obtain from the external auditor annually information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; and
  - meet with the external auditor, at least annually, in the absence of the management, to discuss matters relating to its audit fee, any issues arising from the audit and any other matters the external auditor may wish to raise;
- (c) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, external auditor includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. When assessing the external auditor's independence or objectivity in relation to non-audit service, the Audit Committee shall consider:
- whether the skills and experience of the audit firm make it a suitable supplier of the non-audit services;
  - whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit because the external auditor provides non-audit services;

### (i) 與本公司核數師的關係

- (a) 考慮並主要負責就外聘核數師的委任、重新委任及罷免向董事會提出建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- (b) 按適用之標準檢討及監察外聘核數師的獨立性及客觀性及核數程序的有效性。審核委員會應於審核工作開始前先與核數師討論核數性質及範疇及有關申報責任。就此而言，審核委員會須：
- 研究本公司與外聘核數師之間的所有關係（包括非核數服務）；
  - 每年向外聘核數師取得資料，了解外聘核數師就保持其獨立性以及監察有關規則執行方面所採納的政策和程序，包括就輪換核數合夥人及職員的規定；及
  - 至少每年在管理層不在場的情況下會見外聘核數師一次，以討論與核數費用有關的事宜、任何因核數工作產生的事宜及核數師想提出的其他事項；
- (c) 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，外聘核數師包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數的公司的本土或國際業務的一部分的任何機構。在評估外聘核數師有關非審計服務的獨立性及客觀性時，審核委員會須考慮：
- 就負責核數的公司的能力和經驗來說，其是否適合為本公司提供該等非核數服務；
  - 是否設有預防措施，可確保外聘核數師的核數工作的客觀性及獨立性不會因其提供非核數服務而受到威脅；

# Corporate Governance Report

## 企業管治報告

- the nature of the non-audit services, the related fee levels and fee levels individually and in total relative to the audit firm; and
- criteria for compensation of the individuals performing the audit.

The Audit Committee should report to the Board, identifying and making recommendation on any matters where action or improvement is needed; and

- (d) to approve the policies on hiring employees or former employees of the external auditors and monitoring the application of these policies and consider whether there has been or appears to be any impairment of the auditor's judgement or independence for the audit.

### (ii) Review of the Company's financial information

(a) to monitor integrity of the Company's financial statements and annual reports and accounts, half-year reports and, if prepare for publication, quarterly reports, and to review significant financial reporting judgements contained in them. It is the responsibility of the Audit Committee to determine the scope and extent of the review. The Audit Committee may refer to relevant statements of auditing standards and audited guidelines in relation to review of these reports for guidance. In reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:

- (1) any changes in accounting policies and practices;
- (2) major judgement areas;
- (3) significant adjustments resulting from audit;
- (4) the going concern assumptions and any qualifications;
- (5) compliance with accounting standards; and
- (6) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting.

- 該等非核數服務的性質、有關費用的水平，以及就該負責核數的公司來說，個別服務費用和合計服務費用的水平；及
- 釐定核數職員酬金的標準。

審核委員會應就任何須採取行動或改善的事項向董事會報告指出並提出建議；及

- (d) 批准定有關本公司僱用外聘核數師職員或前職員的政策，並監察應用該等政策的情況，並就此應可考慮有關情況有否損害或看來會損害核數師在核數工作上的判斷力或獨立性。

### (ii) 審閱本公司的財務資料

(a) 監察發行人的財務報表以及年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見。審核委員會負責決定審閱的範圍及程度。審核委員會可參照有關報告審閱事宜的審計準則及審計指引作為指引。審核委員會在向董事會提交該等報告前作出審閱時，應特別針對下列事項：

- (1) 會計政策及實務的任何更改；
- (2) 涉及重要判斷的範圍；
- (3) 因核數而出現的重大調整；
- (4) 企業持續經營的假設及任何保留意見；
- (5) 是否遵守會計準則；及
- (6) 是否遵守有關財務申報的GEM上市規則及法律規定；

# Corporate Governance Report

## 企業管治報告

(b) regarding point (a) above:

- (1) members of the Audit Committee should liaise with the Board and the Company's senior management and the Audit Committee must meet, at least twice a year, with the Company's auditor; and
- (2) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, and it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors.

to provide full details of any disagreement by the Audit Committee with the accounting treatment adopted by the Company.

### (iii) Oversight of the Company's financial reporting system, risk management and internal control procedures

- (a) to review the Company's financial controls, and unless expressly addressed by a separate board risk committee, or by the Board itself, to review the Company's risk management and internal control systems;
- (b) to discuss the risk management and the internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- (c) to consider major investigations findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- (d) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;
- (e) to review the Group's financial and accounting policies and practices;
- (f) to review the external auditor's management letter, any material queries raised by the auditor to management about the accounting records, financial accounts or systems of control and management's response;

(b) 就上述 (a) 項而言：

- (1) 審核委員會成員須與董事會及本公司高級管理人員聯絡。審核委員會須至少每年與本公司的核數師開會兩次；及
- (2) 審核委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司屬下會計及財務匯報職員、監察主任或核數師提出的事項。

對本公司所採用的會計處理方法不表同意時，提供審核委員會不同意的詳細情況。

### (iii) 監管本公司財務申報制度、風險管理制度及內部監控程序

- (a) 檢討本公司的財務監控以及(除非有另設董事會轄下風險委員會或董事會本身明確處理)檢討本公司之風險管理及內部監控制度；
- (b) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的制度。討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足；
- (c) 主動或應董事會的委派，就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；
- (d) 如本公司設有內部審核功能，須確保內部和外聘核數師的工作得到協調；也須確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位，以及檢討及監察其成效；
- (e) 檢討本集團的財務及會計政策及實務；
- (f) 檢查外聘核數師給予管理層的審核情況說明函件、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；

# Corporate Governance Report

## 企業管治報告

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| <p>(g) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;</p>  | <p>(g) 確保董事會及時回應於外聘核數師給予管理層的審核情況說明函件中提出的事宜；</p>   |
| <p>(h) to report to the Board on the matters in these terms of reference and those set out in the code provisions as stated in Appendix 15 of the GEM Listing Rules from time to time;</p>  | <p>(h) 就本職權範圍所載之事宜及GEM上市規則附錄十五所列守則條文不時載列的事宜向董事會匯報；</p>  |
| <p>(i) to review arrangements by which employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, and the Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;</p> | <p>(i) 檢討本公司僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注之安排，而審核委員會應確保有適當安排，以對此事宜作出公平獨立的調查及採取適當跟進行動；</p> |
| <p>(j) to act as the key representation body for overseeing the Group's relationship with the external auditor;</p>   | <p>(j) 擔任本集團與外聘核數師之間的主要代表，負責監察二者之間的關係；</p>  |
| <p>(k) to establish a whistleblowing policy and system for employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence, with the audit committee about possible improprieties in any matter related to the Company; and</p>   | <p>(k) 制定舉報政策及系統，讓僱員及其他與本公司有往來者(如客戶及供應商)可暗中向審核委員會提出其對任何可能關於本公司的不當事宜的關注；及</p>                  |
| <p>(l) to review the half-year report prepared by the Group's corporate guarantee committee on its work and information relating to the provision of corporate guarantees.</p>  | <p>(l) 審閱本集團擔保委員會關於提供公司擔保資料的半年報告。</p>   |

Major accomplishments in 2018 comprised the following:

- (a) reviewed the financial statements for disclosure on a quarterly and annually basis, where applicable;
- (b) reviewed the external auditor's significant findings and management's response to the recommendation raised, if any;
- (c) reviewed the effectiveness of the internal control system and the adequacy of the accounting and financial reporting function of the Group;
- (d) reviewed and approved the external auditor's statutory audit scope for 2018 and the letter of representation to be given by the Board; and
- (e) considered and approved the 2018 external audit fees and engagement letters.

於2018年達成的主要事項包括下列各項：

- (a) 按季度及年度基準(如適用)審閱財務報表作披露用途；
- (b) 審閱外聘核數師的主要審核結果，以及管理層對所提出建議作出的回應(如有)；
- (c) 檢討本集團內部監控系統的有效性以及會計與財務申報功能的充分性；
- (d) 檢討及審批外聘核數師2018年的法定審核範圍，以及由董事會發出的聲明書；及
- (e) 省覽及批准2018年度的外聘核數費用及聘任書。

# Corporate Governance Report

## 企業管治報告

The Group's internal control system is reviewed regularly by management. With the view of enhancing the Group's internal control system, during the year ended 31 March 2018, the Company had appointed World Link Corporate Finance Limited, as independent consultant, to review the Group's internal control systems and recommend actions to improve our internal controls.

Based on the review, the Audit Committee is of the view that the Group's internal control system was effective and in compliance with the requirements of the CG Code C.2.1 for the year ended 31 March 2018.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditors for the year ended 31 March 2018.

The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 March 2018 and recommended approval to the Board.

### REMUNERATION COMMITTEE

The Company has established a remuneration committee ("**Remuneration Committee**") with written terms of reference in accordance with the requirement of the CG Code. In accordance with provisions set out in the CG Code are available on the websites of the Stock Exchange and the Company.

The Remuneration Committee is currently composed of the 1 executive Director and 3 independent non-executive Directors, namely Ms. Pauline Yuen, Mr. Mui, Mr. Chung and Mr. Hui, and chaired by Mr. Mui.

For the year ended 31 March 2018, 1 remuneration committee meeting was held and the members' attendance is shown on page 35 of this Report.

The role and functions of the Remuneration Committee include:

- (i) to make recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management of the Group and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

管理層定期審核本集團的內部監控系統。為提升本集團的內部監控系統，本公司已於截至2018年3月31日止年度委任滙領企業融資有限公司評核本集團的內部監控系統，以及建議採取的行動，以加強我們的內部監控。

根據評核，審核委員會認為，截至2018年3月31日止年度，本集團的內部監控制度符合企業管治守則C.2.1之規定並有效運作。

截至2018年3月31日止年度，董事會與審核委員會就甄選、委任、辭任或罷免外聘核數師事宜並無意見分歧。

審核委員會已審閱本集團截至2018年3月31日止年度的經審核財務報表，並推薦董事會批准。

### 薪酬委員會

本公司已遵循企業管治守則的規定成立薪酬委員會（「**薪酬委員會**」），並以書面列明其職權範疇。根據企業管治守則所載的條文，該職權範圍可於聯交所及本公司網站查閱。

薪酬委員會現時由一名非執行董事及三名獨立非執行董事組成，即阮美玲女士、梅先生、鍾先生及許先生，並由梅先生擔任主席。

截至2018年3月31日止年度，薪酬委員會舉行了一次會議，成員出席情況載於本年報第35頁。

薪酬委員會的角色及職能包括：

- (i) 就董事及本公司及本集團的高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
- (ii) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；

# Corporate Governance Report

## 企業管治報告

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| <p>(iii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;</p>   | <p>(iii) 向董事會建議個別執行董事及高級管理人員的薪酬待遇。此應包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；</p>  |
| <p>(iv) to determine the policy and make recommendations to the Board on remuneration of non-executive Directors;</p>  | <p>(iv) 就非執行董事的薪酬制定政策及向董事會提出建議；</p>   |
| <p>(v) to assess the performance of executive Directors;</p>   | <p>(v) 評估執行董事的表現；</p>   |
| <p>(vi) to approve the terms of executive directors' service contracts;</p>  | <p>(vi) 批准執行董事服務合約條款；</p>   |
| <p>(vii) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries;</p>  | <p>(vii) 考慮同類公司支付的薪酬、須付出的時間及職責以及本公司及其附屬公司內其他職位的僱用條件；</p>  |
| <p>(viii) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;</p>   | <p>(viii) 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；</p>   |
| <p>(ix) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;</p>   | <p>(ix) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；</p>  |
| <p>(x) to ensure that no Director or any of his associates is involved in deciding his own remuneration;</p>   | <p>(x) 確保任何董事或其任何聯繫人不得參與釐定其自身的薪酬；</p>   |
| <p>(xi) to form a view in respect of service contracts to be granted by the Group under Rule 17.90 of the GEM Listing Rules that require shareholders' approval and advise shareholders (other than shareholders who are Directors with a material interests in the service contracts and their associates) as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and advise shareholders how to vote. An independent non-executive Director who has a material interest in any such contracts shall not sit on the Remuneration Committee;</p> | <p>(xi) 根據GEM上市規則第17.90條對那些須經股東批准的本集團授出的服務合約發表意見，告知股東有關條款是否公平合理，就有關合約是否符合本公司及其股東整體利益提出意見，並就股東（身份是董事並在該等服務合約中有重大利益的股東及其聯繫人者除外）該如何表決而提出意見。如獨立非執行董事在任何該等合約中有重大利益，則該名董事不得擔任薪酬委員會成員；</p> |
| <p>(xii) to consider the granting of share options to Directors pursuant to any share option scheme adopted by the Company;</p>  | <p>(xii) 考慮根據本公司採納之任何購股權計劃向董事授出購股權；</p>   |
| <p>(xiii) to ensure due compliance with any relevant disclosure requirements in respect of the remuneration of Directors under the GEM Listing Rules, the Companies Ordinance and any other statutory requirements;</p>  | <p>(xiii) 確保妥為遵守GEM上市規則、《公司條例》及任何其他法定規定內任何有關董事薪酬之相關披露的規定；</p>   |

# Corporate Governance Report

## 企業管治報告

- (xiv) to consult the Chairman of the Board and/or chief executive of the Company about their remuneration proposals for other executive Directors;
- (xv) to do any such things to enable the Remuneration Committee to discharge its powers and functions conferred on it by the Board; and
- (xvi) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Memorandum of Association and the Articles or imposed by legislation and the GEM Listing Rules.

Major accomplishments in 2018 comprised the following:

- (i) reviewed matters relating to the remuneration packages and emoluments of Directors and senior management.

### NOMINATION COMMITTEE

The Company has established a nomination committee (“**Nomination Committee**”) with written terms of reference. The terms of reference of the Nomination Committee are in conformity with the requirements of the CG Code and are available on the websites of the Stock Exchange and the Company.

The Nomination Committee is currently composed of the 3 independent non-executive Directors, namely Mr. Hui, Mr. Chung and Mr. Mui, and chaired by Mr. Hui.

For the year ended 31 March 2018, 1 Nomination Committee meeting was held and the members’ attendance is shown on page 35 of this annual report.

The role and functions of the Nomination Committee include:

- (i) to formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
- (ii) without prejudice to the generality of foregoing:
  - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
  - (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

- (xiv) 徵詢董事會主席及／或本公司行政總裁對其他執行董事薪酬方案之意見；

- (xv) 作出任何有關事情，以使薪酬委員會能夠妥為履行其獲董事會賦予之權力及職能；及

- (xvi) 遵守董事會不時訂明或本公司組織章程大綱及細則所載或法律及GEM上市規則施加之任何規定、指示及規例。

於2018年達成的主要事項包括下列各項：

- (i) 審閱有關董事及高級管理層之薪酬組合及酬金之事宜。

### 提名委員會

本公司已成立提名委員會(「**提名委員會**」)，並制定書面職權範圍。提名委員會的職權範圍符合企業管治守則的規定，並可於聯交所及本公司網站查閱。

提名委員會現時由三名獨立非執行董事組成，即許先生、鍾先生及梅先生，並由許先生擔任主席。

截至2018年3月31日止年度，提名委員會舉行了一次會議，成員出席情況載於本年報第35頁。

提名委員會的角色及職能包括：

- (i) 制定提名政策以供董事會考慮，並實行董事會制定之提名政策；
- (ii) 在不損害前述條文一般性之原則下：
  - (a) 至少每年檢討董事會之架構、人數及組成(包括技能、知識及經驗方面)，並就任何擬作出以配合本公司企業策略之變動，向董事會提出建議；
  - (b) 物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會提出建議；



# Corporate Governance Report

## 企業管治報告

- |   |  |
|---|--|
| <p>(c) to assess the independence of independent non-executive ;</p> <p>(d) to make recommendations to the Board on the appointment and re-appointment of Directors, and succession planning for Directors, in particular the chairman and the chief executive;</p> <p>(e) to determine the policy for the nomination of Directors;</p> <p>(f) to adopt nomination procedures, process and criteria to select and recommend candidates for directorship;</p> <p>(g) to do any such things to enable to the Nomination Committee to discharge its powers and functions conferred on it by the Board; and</p> <p>(h) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Memorandum of Association and the Articles or imposed by legislation and the GEM Listing Rules;</p> | <p>(c) 評核獨立非執行董事之獨立性；</p> <p>(d) 就董事委任及重新委任以及董事(尤其是主席及行政總裁)繼任計劃之有關事宜，向董事會提出建議；</p> <p>(e) 制定提名董事的政策；</p> <p>(f) 就董事候選人採納提名程序以及遴選及推薦準則；</p> <p>(g) 作出任何有關事情，以使提名委員會能夠妥為履行其獲董事會賦予之權力及職能；及</p> <p>(h) 遵守董事會不時訂明或本公司組織章程大綱及細則所載或法律及GEM上市規則施加之任何規定、指示及規例；</p> |
| <p>(iii) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote; and</p>  | <p>(iii) 檢討及就所有須事先於本公司的股東大會取得本公司股東批准的現董事或建議委任董事與集團任何成員的任何擬定服務合同，向本公司股東(但不包括同時為本公司董事而又於該等服務合同有重大利益的股東及其聯繫人)就該議定服務合同條款的公平及合理性、服務合同對本公司及整體股東而言是否有利及本公司股東應怎樣作表決，向本公司股東提呈建議；及</p>   |
| <p>(iv) to review the policy concerning diversity of the Board and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives.</p>   | <p>(iv) 檢討董事會成員多元化政策及執行由董事會不時採納的有關政策的任何可衡量目標，以及檢討達成該等目標的進度。</p>  |

Major accomplishments in 2018 comprised the following:

於2018年達成的主要事項包括下列各項：

- |  |                                      |
|--|--------------------------------------|
| <p>(i) recommended the re-election of Directors at the forthcoming 2018 annual general meeting of the Company.</p> | <p>(i) 建議董事於本公司應屆2018年股東週年大會上重選。</p> |
|--|--------------------------------------|

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions which includes:

- (i) developing and reviewing the Group's policies and practices on corporate governance;
- (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (iii) reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements;
- (iv) developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors; and
- (v) reviewing the Group's compliance with the CG Code and disclosure in the CG Report.

Major accomplishments in 2018 comprised the following:

- (i) evaluated the Group's policies and practices on corporate governance and made appropriate amendments;
- (ii) arranged the training and continuous professional development of Directors and senior management; and
- (iii) reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

### AUDITOR'S REMUNERATION

The fees in respect of audit and non-audit services provided by the external auditor World Link CPA Limited and its network firm to the Group for the year ended 31 March 2018 are as follows:

Services rendered:

提供的服務：

**HK\$**

**港元**

Audit services	審計服務	
— Audit the consolidated financial statements of the Group for the year ended 31 March 2018	— 審計本集團截至2018年3月31日止年度之綜合財務報表	300,000
— Service fees for the share offer of the Company	— 就本公司股份發售的服務費	780,000
Non-audit services	非審計服務	125,000

Non-audit services include (i) tax compliance service; (ii) risk assessment and internal control review; and (iii) environmental, social and governance reporting.

### 企業管治職能

董事會負責執行企業管治職務，包括：

- (i) 制定及檢討本集團之企業管治政策及常規；
- (ii) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (iii) 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；
- (iv) 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊；及
- (v) 檢討本集團遵守企業管治守則的情況及在企業管治報告內的披露。

於2018年達成的主要事項包括下列各項：

- (i) 評估本集團之企業管治政策及常規，並作出適當修訂；
- (ii) 安排董事及高級管理層的培訓及持續專業發展；及
- (iii) 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

### 核數師酬金

截至2018年3月31日止年度，外聘核數師華普天健(香港)會計師事務所有限公司及其網絡成員所向本集團提供的審核及非審核服務費如下：

非審計服務包括(i)稅務合規服務；(ii)風險評估及內部控制評估；及(iii)環境、社會及管治報告。

# Corporate Governance Report

## 企業管治報告

The accounts for the year ended 31 March 2018 were audited by World Link CPA Limited whose term of office will expire upon the forthcoming annual general meeting. The Audit Committee has recommended to the Board that World Link CPA Limited be re-appointed as the auditors of the Company at the forthcoming annual general meeting.

### DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The Directors acknowledge their responsibility for preparation of the Group's financial statements to give a true and fair view. The responsibilities of auditors in respect of the financial statements are set out in the report of the auditors forming part of this Report.

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Group emphasises the importance of a sound internal control system which is also indispensable for mitigating the Group's key risk exposures. The Group's system of internal control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of the business objectives. The internal control system is reviewed on an ongoing basis by the Board in order to make it practical and effective in providing reasonable assurance in relation to protection of material assets and shareholders' interests. During the year under review, World Link Corporate Finance Limited has reviewed the risk management and internal control systems of the Group and has provided written reports to the Audit Committee.

The Group has adopted a three-tier risk management approach to identify, assess and manage different types of risks. At the first line of defence, business units are responsible for identifying, assessing and monitoring risk associated with each business or transaction. The management, as the second line of defence, defines rule sets and models, provide technical support, develops new system and oversees portfolio management. It ensures risks are within acceptable range and that the first line of defence is effective. As the final line of defense, World Link Corporate Finance Limited assists the Audit Committee to review the first and second lines of defence.

The Group is committed to the identification, evaluation and management of risks associated with its business activities through ongoing assessment of a risk register, by considering the likelihood and impact of each identified risk. The Group has implemented an effective control system which includes a defined management structure with limits of authority, a sound management system and periodic review of the Group's performance by the Audit Committee and the Board.

Through the Audit Committee, the Board has conducted annual review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 March 2018, covering the material financial, operational and compliance controls, which are considered effective and adequate.

截至2018年3月31日止年度之賬目已由華普天健(香港)會計師事務所有限公司審核，其任期將於下屆股東週年大會屆滿。審核委員會已向董事會建議於下屆股東週年大會上續聘華普天健(香港)會計師事務所有限公司為本公司核數師。

### 董事就財務申報之責任

董事明白彼等就編製以真實及公平地反映本集團財務報表之責任。核數師就財務報表之責任載於核數師報告，該報告構成本報告的一部分。

### 風險管理及內部監控

本集團著重健全的內部監控系統，此舉亦為本集團減少主要風險不可或缺之一環，本集團設立內部監控系統旨在對重大錯誤或損失提供合理但並非絕對之保證，以及管理及消除營運系統故障及未能達致業務目標的風險。董事會持續檢討內部監控系統，以確保其在保護重要資產及保障股東權益方面能提供實際而有效之合理保證，於回顧年度，滙領企業融資有限公司已對本集團的風險管理及內部監控系統作出檢討，並已向審核委員會作出書面匯報。

本集團採納三級風險管理方法以識別、評估及管理不同類型的風險。在第一道防線，業務單位負責識別、評估及監察與每項業務或交易有關的風險。作為第二道防線，管理層界定規則組合及模型、提供技術支持、制定新制度及監察組合管理，並確保風險在可接受範圍內及第一道防線行之有效性。作為最後一道防線，滙領企業融資有限公司協助審核委員會審核第一道及第二道防線。

本集團透過考慮各項已識別風險的可能性及影響，持續評估風險登記冊，致力識別、評估及管理與業務活動相關的風險。本集團已推行有效的監控系統，包括具體制訂職權範圍的管理架構、穩健的管理系統及由審核委員會及董事會定期檢討本集團的表現。

董事會通過審核委員會就截至2018年3月31日止年度本集團風險管理及內部監控系統的成效(涵蓋重大財務、經營及合規控制)進行年度檢討，此舉被認為屬有效及充足。

# Corporate Governance Report

## 企業管治報告

The Audit Committee has reviewed the adequacy of resources, qualifications and experience, training and budget of the accounting, internal audit and financial reporting functions on an annual basis.

### INSIDE INFORMATION

The Company assesses the likely impact of any unexpected and significant event that may impact the price of the shares of the Company or their trading volume and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 17.10 and 17.11 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. The executive Directors have responsibility for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time.

The Company has put in place procedures on handling and dissemination of inside information in a timely manner in such a way so as not to place any person in a privileged dealing position and to allow time for the market to price the listed securities of the Company with the latest available information. The Company has appropriate internal control and reporting systems to identify and assess potential inside information. Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the websites of the Stock Exchange and the Company, according to the requirements of the GEM Listing Rules.

### COMPANY SECRETARY

For the year ended 31 March 2018, the Company Secretary was Mr. Chou.

Details of backgrounds and qualification of the Company Secretary are set out in the “Biographies of Directors and Senior Management” of this annual report.

A written record had been received by the Company from Mr. Chou confirming that he took not less than 15 hours of relevant professional training during the year ended 31 March 2018. The Company is of the view that Mr. Chou has complied with Rule 5.15 of the GEM Listing Rules.

### SHAREHOLDERS' RIGHTS TO CONVENE EXTRAORDINARY GENERAL MEETING

In order to safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting.

審核委員會已按年度基準檢討會計、內部審計及財務報告職能方面的資源、員工資歷及經驗、培訓及有關預算是否足夠。

### 內部資料

本公司評估任何不可預計重大事件可能對本公司股份價格或成交量的影響，並決定有關資料是否視為內幕資料，而須根據GEM上市規則第17.10條及17.11條和證券及期貨條例第XIVA部的內幕資料條文在合理可行情況下盡快披露。執行董事負責批准本公司根據董事會不時授權而刊發的若干公告及／或通函。

本公司已及時到位處理及發佈內部資料，並不會導致任何人士在本公司處於佔優地位，並令市場於得悉最新可得資料的情況下，有充足時間定出本公司上市證券之價格。本公司擁有適當的內部監控及匯報系統，以識別及評估潛在內部資料。根據GEM上市規則規定，本公司內幕資料乃通過於聯交所及本公司網站刊載相關資料而發佈。

### 公司秘書

截至2018年3月31日止年度，公司秘書為周先生。

有關公司秘書的背景及資格之詳情載於本年報「董事及高級管理層履歷」。

本公司已接獲周先生之書面記錄，確認彼於截至2018年3月31日止年度已參與不少於15小時的相關專業培訓。本公司認為周先生已遵守GEM上市規則第5.15條。

### 股東召開股東特別大會之權利

為保障股東之權益及權利，於股東大會上，股東可就各項重大事宜獨立提呈決議案，包括甄選個別董事，以供股東考慮及投票。

# Corporate Governance Report

## 企業管治報告

The following procedures for shareholders of the Company to convene an extraordinary general meeting are subject to the Articles, and the applicable legislation and regulation, in particular the GEM Listing Rules:

- (i) any one or more shareholders 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 (the “**Eligible Shareholder(s)**”) 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 company secretary of the Company (the “**Company Secretary**”), to require an extraordinary general meeting (the “**EGM**”) to be called by the Board for the transaction of any business specified in such requisition pursuant to Article 64 of the Articles; and
- (ii) if within 21 days of the deposit of the requisition, the Board fails to proceed to convene such EGM, the requisitionist(s) himself/themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Apart from sending email to ir@sebiotec.com, shareholders may send their enquiries and concerns to the Board by addressing them to the headquarter and principal place of business of the Company in Hong Kong at Unit A, 6/F, TLP 132, Nos. 132–134 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong, by post or by fax to (852) 2991 1110, for the attention of the Company Secretary.

### PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT SHAREHOLDERS’ MEETINGS

Pursuant to the Articles, Shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

### AMENDMENTS TO CONSTITUTIONAL DOCUMENTS

Since the Listing Date up to 31 March 2018, there was no change in the Company’s memorandum and the Articles.

下列本公司股東召開股東特別大會之程序乃受章程細則、適用法例及法規，特別是GEM上市規則所規限：

- (i) 於遞呈要求日期持有不少於本公司繳足股本(賦予權利於本公司股東大會上投票)十分之一的任何一名或多名本公司股東(「**合資格股東**」)隨時有權根據章程細則第64條，向董事會或本公司之公司秘書(「**公司秘書**」)發出書面要求，要求董事會召開股東特別大會(「**股東特別大會**」)，以處理有關要求中指明的任何事項；及
- (ii) 倘董事會未能在要求書遞交後21天內召開有關股東特別大會，則呈請人可以相同方式自行召開股東特別大會，而本公司須向呈請人償付因董事會未能召開該大會令呈請人產生的所有合理費用。

### 向董事會發出查詢的程序

除寄發電郵予ir@sebiotec.com外，股東可將彼等向董事會作出之查詢及關注事宜郵寄予本公司之總部及香港主要營業地點，地址為香港新界葵涌大連排道132至134號TLP 132六樓A室，或傳真至(852) 2991 1110，註明公司秘書收。

### 股東於股東大會上提呈建議的程序

根據章程細則，有意動議決議案的股東可根據上述程序以要求方式召開股東特別大會。

### 修訂章程文件

自上市日期起直至2018年3月31日，本公司之章程大綱及細則概無變動。

# Directors' Report

## 董事會報告

The directors (“**Directors**”) of Prime Intelligence Solutions Group Limited (the “**Company**”) present their report together with the audited financial statements of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2018.

### PRINCIPAL ACTIVITIES AND ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. Details of the principal activities of its subsidiaries are set out in note 33 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

The analysis of geographical locations of the Group for the year is set out in note 7 to the consolidated financial statements.

### SUBSIDIARIES

Details of the Company's subsidiaries as at 31 March 2018 are set out in note 33 to the consolidated financial statements.

### BUSINESS REVIEW

A review of the Group's business during the year and analysis of the Group's performance using financial key performance indicators and prospects of the Group's business are provided in the sections headed “Chairman's Statement” on page 5 to 6 and “Management Discussion and Analysis” on pages 7 to 11 of the annual report. The discussion forms part of this Director's report.

### SEGMENT INFORMATION

Details of segment reporting are set out in note 7 to the consolidated financial statements.

### RESULTS AND APPROPRIATION

The results of the Group for the year ended 31 March 2018 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 64 to 132.

The Directors do not recommend the payment of any dividend for the year ended 31 March 2018.

### RESERVES

Details of the movements in reserves of the Group and the Company during the year are set out in the “Consolidated Statement of Changes in Equity” and note 31 to the consolidated financial statements respectively.

### SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 29 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES

The Company's reserve available for distribution as at 31 March 2018 was approximately HK\$67.7 million.

匯安智能科技集團有限公司(「本公司」)之董事會(「董事會」)呈報本公司及其附屬公司(統稱「本集團」)截至2018年3月31日止年度之董事會報告連同經審核財務報表。

### 主要業務及營運分析

本公司的主要業務為投資控股。主要附屬公司的主要業務詳情載於財務報表附註33。於年內，本集團的主要業務性質並無重大變動。

於年內，本集團的地理位置分析載於綜合財務報表附註7。

### 附屬公司

有關本公司附屬公司於2018年3月31日的詳情載於綜合財務報表附註33。

### 業務回顧

本集團業務的本年度回顧及使用財務關鍵績效指標對本集團表現進行的分析，以及本集團業務的前景，載於年報第5頁至第6頁的「主席報告」一節以及第7至11頁的「管理層討論及分析」一節。有關討論構成本董事會報告的一部分。

### 分部資料

有關分部資料的詳情載於綜合財務報表附註7。

### 業績及分派

本集團截至2018年3月31日止年度之業績以及本公司及本集團截至該日的事務狀況載於第64至132頁綜合財務報表。

董事不建議就截至2018年3月31日止年度派付任何股息。

### 儲備

於年內，本集團及本公司儲備之變動詳情分別載於「綜合權益變動表」及綜合財務報表附註31。

### 股本

於年內，本公司股本之變動詳情載於綜合財務報表附註29。

### 可分派儲備

於2018年3月31日，本公司之可供分派儲備約為67.7百萬港元。

# Directors' Report

## 董事會報告

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

### PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance covering Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) when the Directors' Report prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

### PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's articles and 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.

### THREE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last three financial years is set out on page 132 of the annual report.

### PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2018.

### DIRECTORS

The directors of the Company during the year and up to date of this report were:

#### Executive Directors

Mr. Yuen Kwok Wai, Tony (*Chairman and chief executive officer*)  
Ms. Yuen Mei Ling, Pauline  
Ms. Sun Ngai Chu, Danielle

#### Non-executive Director

Mr. Yam Chiu Fan, Joseph

#### Independent non-executive Directors

Mr. Mui Pak Kuen (Appointed on 18 January 2018)  
Mr. Chung Billy (Appointed on 18 January 2018)  
Mr. Hui Man Ho, Ivan (Appointed on 18 January 2018)

### 物業、廠房及設備

於年內，本集團物業、廠房及設備之變動詳情載於財務報表附註17。

### 獲准許的彌償條文

本公司已就其董事及高級管理人員可能會面對由企業活動產生之法律行動，為董事及行政人員之職責作適當之投保安排。基於董事利益的獲准許彌償條文根據香港法例第622章公司條例第470條的規定於董事編製的董事會報告根據香港法例第622章公司條例第391(1)(a)條獲通過時生效。

### 優先認購權

本公司組織章程細則或開曼群島法例概無優先認購權條文規限本公司須按比例向現有股東發售新股份。

### 三年財務摘要

本集團於過去三個財政年度之業績與資產及負債概要載於年報第132頁。

### 購買、出售或贖回本公司上市證券

截至2018年3月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 董事

於年內及截至本報告日期，本公司之董事如下：

#### 執行董事

阮國偉先生 (*主席兼行政總裁*)  
阮美玲女士  
孫毅珠女士

#### 執行董事

任超凡先生

#### 獨立非執行董事

梅栢權先生 (於2018年1月18日獲委任)  
鍾定縉先生 (於2018年1月18日獲委任)  
許文浩先生 (於2018年1月18日獲委任)

# Directors' Report

## 董事會報告

### ROTATION OF DIRECTORS IN THE FORTHCOMING ANNUAL GENERAL MEETING

In accordance with the Article 112 of the Company's Articles of Association, Mr. Mui, Mr. Chung and Mr. Hui, shall hold office until the forthcoming annual general meeting of the Company and shall then be eligible for re-election. Mr. Mui, Mr. Chung and Mr. Hui have agreed to offer himself for re-election at the forthcoming annual general meeting of the Company. Pursuant to the Article 108 of the Company's Articles of Association, Mr. Tony Yuen, Ms. Pauline Yuen, Ms. Danielle Sun and Mr. Joseph Yam shall retire from office as Directors by rotation at the forthcoming annual general meeting. Mr. Tony Yuen, Ms. Pauline Yuen, Ms. Danielle Sun and Mr. Joseph Yam, being eligible, have agreed to offer themselves for re-election at the forthcoming annual general meeting.

### DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of our executive Directors has entered into a service agreement with our Company for an initial term of three years with effect from the Listing Date, which will continue thereafter until terminated by not less than three months' prior notice in writing.

The non-executive Director has entered into a letter of appointment with the Company for a period of three years with effect from the Listing Date, unless and until it is terminated by not less than three months' prior notice in writing.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a period of three years with effect from the Listing Date, unless and until it is terminated by not less than three months' prior notice in writing.

No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### 董事於應屆股東週年大會輪任

根據本公司組織章程細則第 112 條，梅先生、鍾先生及許先生將任職至本公司應屆股東週年大會為止，屆時將合資格膺選連任。梅先生、鍾先生及許先生已同意於本公司應屆股東週年大會膺選連任。根據本公司組織章程細則第 108 條，阮國偉先生、阮美玲女士、孫毅珠女士及任超凡先生將於應屆股東週年大會輪值退任董事。阮國偉先生、阮美玲女士、孫毅珠女士及任超凡先生合資格及已同意於應屆股東週年大會膺選連任。

### 董事服務合約及委任函

各執行董事已與本公司訂立服務協議，初步為期三年，自上市日期起生效，其後將繼續生效，除非發出不少於三個月事先書面通知終止協議。

非執行董事已與本公司訂立一份委任函，由上市日期起計為期三年，除非及直至發出不少於三個月事先書面通知予以終止。

各獨立非執行董事已與本公司訂立一份委任函，由上市日期起計為期三年，除非及直至發出不少於三個月事先書面通知予以終止。

擬於應屆股東週年大會上重選連任的董事概無與本集團訂立不可於一年內在毋須支付賠償(法定賠償除外)的情況下終止的服務合約。



# Directors' Report

## 董事會報告

### DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Save for disclosed in note 37 to the consolidated financial statements, no significant transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the directors of the Company and the senior management of the Group are set out on page 12 to 19 of the annual report.

### EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

### REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five individuals with highest emoluments are set out in note 13 to the consolidated financial statements.

### RETIREMENT BENEFIT SCHEME

Details of the retirement benefit scheme of the Group are set out in note 16 to the consolidated financial statements.

### 董事於與本公司業務有關的重大交易、安排及合約中擁有的重大權益

除綜合財務報表附註37所披露者外，於年末或年內任何時間，本公司附屬公司概無訂立與本集團業務有關而本公司董事直接或間接擁有重大權益的重大交易、安排及合約。

### 董事及高級管理層履歷

有關本公司董事及本集團高級管理層的履歷詳情載於本年報第12至19頁。

### 薪酬政策

本集團僱員之薪酬政策由薪酬委員會根據彼等之表現、資歷及能力制定。

本公司董事之薪酬由薪酬委員會參考本公司之經營業績、個人表現及可比較市場統計數字釐定。

### 董事及五名最高薪人士之薪酬

董事及五名最高薪人士之酬金詳情載於綜合財務報表附註13。

### 退休福利計劃

本集團之退休福利計劃詳情載於綜合財務報表附註16。

# Directors' Report

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2018, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to Section 352 of the SFO to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

#### Long positions Ordinary shares of the Company

Name	Capacity and nature of interest	Number of shares (note 1) 股份數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
Mr. Yuen Kwok Wai, Tony (“ <b>Mr. Tony Yuen</b> ”) (note 2) 阮國偉先生(「阮國偉先生」)(附註2)	Interest of controlled corporation 受控制法團權益	366,000,000 (L)	45.75%
Ms. Yuen Mei Ling, Pauline (“ <b>Ms. Pauline Yuen</b> ”) (note 2) 阮美玲女士(「阮美玲女士」)(附註2)	Interest of controlled corporation 受控制法團權益	366,000,000 (L)	45.75%

Notes:

- The letter “L” denotes a long position in the shareholder's interest in the share capital of the Company.
- Delighting View Global Limited (“**Delighting View**”) directly holds 366,000,000 Shares. As Delighting View is beneficially owned as to 85% and 15% by Mr. Tony Yuen and Ms. Pauline Yuen respectively and Mr. Tony Yuen and Ms. Pauline Yuen are parties acting in concert, each of Mr. Tony Yuen and Ms. Pauline Yuen is deemed to be interested in all the Share held by Delighting View under the SFO.

Save as disclosed above, as at the date of this Report, none of the Directors and chief executive of the Company or their associates (as defined in the GEM Listing Rules) had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them has taken or deemed to be taken under the provisions of the SFO); or which were required, pursuant to Section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Rules 5.46 and 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

#### 董事及最高行政人員於本公司及任何關聯法團的股份、相關股份及債權證的權益及淡倉

於2018年3月31日，本公司董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何其他權益或淡倉(包括彼等根據證券及期貨條例有關條文被認為或視作擁有的權益或淡倉)，或根據證券及期貨條例第352條須記錄在該條文所述登記冊內的任何其他權益或淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

#### 好倉 本公司普通股

Name	Capacity and nature of interest	Number of shares (note 1) 股份數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
Mr. Yuen Kwok Wai, Tony (“ <b>Mr. Tony Yuen</b> ”) (note 2) 阮國偉先生(「阮國偉先生」)(附註2)	Interest of controlled corporation 受控制法團權益	366,000,000 (L)	45.75%
Ms. Yuen Mei Ling, Pauline (“ <b>Ms. Pauline Yuen</b> ”) (note 2) 阮美玲女士(「阮美玲女士」)(附註2)	Interest of controlled corporation 受控制法團權益	366,000,000 (L)	45.75%

附註：

- 英文字母「L」表示股東於本公司股本的好倉。
- Delighting View Global Limited (「**Delighting View**」)直接持有366,000,000股股份。由於Delighting View分別由阮國偉先生及阮美玲女士實益擁有85%及15%，且阮國偉先生及阮美玲女士為一致行動人士，故根據證券及期貨條例阮國偉先生及阮美玲女士各自被視為於Delighting View所持有的所有股份中擁有權益。

除上文所披露者外，於本公告日期，概無本公司董事及主要行政人員或彼等之聯繫人(定義見GEM上市規則)於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文彼等各自被當作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須記錄於該條例所指登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉。

# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2018, so far as is known to the Directors, the following persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

#### Long positions Ordinary shares of the Company

### 主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於2018年3月31日，據董事所知悉，下列人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉；或須記錄於本公司根據證券及期貨條例第336條所存置登記冊的權益或淡倉；或直接或間接擁有附帶權利於任何情況下均可在本公司的股東大會上投票的任何類別股本面值5%或以上權益：

#### 好倉 本公司普通股

Name	Capacity and nature of interest	Number of shares (note 1) 股份數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
Delighting View (note 2) Delighting View (附註2)	Beneficial owner 實益擁有人	366,000,000 (L)	45.75%
Super Arena Limited ("Super Arena") (note 3) Super Arena Limited (「Super Arena」)(附註3)	Beneficial owner 實益擁有人	234,000,000 (L)	29.25%
Mr. Kor Sing Mung, Michael ("Mr. Kor") (note 3) Kor Sing Mung Michael 先生 (「Kor 先生」)(附註3)	Interest of controlled corporation 受控制法團權益	234,000,000 (L)	29.25%

Notes:

- The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
- As Delighting View is beneficially owned as to 85% and 15% by Mr. Tony Yuen and Ms. Pauline Yuen respectively and Mr. Tony Yuen and Ms. Pauline Yuen are parties acting in concert, each of Mr. Tony Yuen and Ms. Pauline Yuen is deemed to be interested in all the Shares held by Delighting View under the SFO.
- Super Arena directly holds 234,000,000 Shares. As Super Arena is beneficially owned as to 70% by Mr. Kor, Mr. Kor is deemed to be interested in all the Shares held by Super Arena under the SFO.

Save as disclosed above, as at the date of this Report, the Directors are not aware of any other person, other than Directors and the chief executive of the Company who had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or options in respect of such share capital.

附註：

- 英文字母「L」表示股東於本公司股本的好倉。
- 由於Delighting View分別由阮國偉先生及阮美玲女士實益擁有85%及15%，且阮國偉先生及阮美玲女士為一致行動人士，故根據證券及期貨條例阮國偉先生及阮美玲女士各自被視為於Delighting View所持有的所有股份中擁有權益。
- Super Arena直接持有234,000,000股股份。由於Super Arena由Kor先生實益擁有70%，故根據證券及期貨條例Kor先生被視為於Super Arena所持有的所有股份中擁有權益。

上文披露者外，於本公告日期，董事並不知悉任何其他人士（董事及本公司最高行政人員除外）於本公司股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉；或須記錄於本公司根據證券及期貨條例第336條所存置登記冊的權益或淡倉；或直接或間接擁有附帶權利於任何情況下均可在本公司的股東大會上投票的任何類別股本面值5%或以上權益或有關該股本的購股權。

# Directors' Report

## 董事會報告

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraphs headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS" and "SHARE OPTION SCHEME" in this report, and save for the reorganisation and the capitalisation issue as explained in the Prospectus, at no time during the year ended 31 March 2018 was the Company, or any of its subsidiaries or its parent company a party to any arrangements to enable the Directors and Chief Executives (including their respective spouse and children under 18 years of age) to acquire benefits by means of the acquisition of shares or underlying shares in, or debentures of, the Company or any of its associated corporation.

### SHARE OPTION SCHEMES

The share option scheme of the Company (the "Scheme") was adopted pursuant to a resolution passed by the Company's shareholders on 18 January 2018 for the primary purpose is to attract, retain and motivate talented participants, to strive for future developments and expansion of the Group. Eligible participants of the Scheme include any employees, any executives Directors, non-executive Directors (including independent non-executive Directors), advisors, consultants of the Company or any of its subsidiaries.

The Scheme will remain valid and effective for a period of 10 years commencing on the date on which the Scheme is adopted, after which period no further share options will be granted but the provisions of the Scheme shall in all other respects remain in full force and effect and share options which are granted during the life of the Scheme may continue to be exercisable in accordance with their terms of issue. The principal terms of which were summarised in the paragraph headed "Share Option Scheme" in Appendix IV to the Prospectus. No share options have been granted, exercised, expired, cancelled or lapsed under the Scheme since its adoption.

### EQUITY-LINKED AGREEMENTS

Save and except for the Scheme as disclosed in the paragraph headed "SHARE OPTION SCHEME" above, no equity-linked agreement that (i) will or may result in the Company issuing shares or (ii) requires the Company to enter into any agreement that will or may result in the Company issuing shares, was entered into by the Company during the year ended 31 March 2018 or subsisted at the end of the year.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### 董事收購股份或債券之權利

除本報告「董事及最高行政人員於本公司及任何關聯法團的股份、相關股份及債權證的權益及淡倉」及「購股權計劃」各段披露者以及招股章程所闡述重組及資本化發行外，本公司或其任何附屬公司或其母公司概無於截至2018年3月31日止年度任何時間訂立任何安排，使董事及高級人員（包括其配偶及18歲以下的子女）可透過收購本公司或任何其相聯法團所收購的股份或、相關股份或債券而獲取利益。

### 購股權計劃

本公司購股權計劃（「該計劃」）乃根據本公司股東於2018年1月18日通過的決議案採納，主要目的為吸引、保留及激勵有才能的參與者為本集團的未來發展及擴展作出貢獻。該計劃的合資格參與者包括本公司或其附屬公司的任何僱員、任何執行董事、非執行董事（包括獨立非執行董事）、顧問及諮詢人。

該計劃將於該計劃獲採納之日起計10年內維持有效。其後不得再授出購股權，但該計劃的條文在所有其他方面將仍全面有效，而於該計劃有效期內已授出的購股權根據其發行條款仍可繼續行使。該計劃的主要條款概要載於招股章程附錄四「購股權計劃」一段。自採納以來，概無根據該計劃授出、行使、屆滿、註銷或失效購股權。

### 股票掛鈎協議

除於上文「購股權計劃」一段所披露者外，本公司於截至2018年3月31日止年度並無訂立或於年末存續(i)將或可能導致本公司發行股份或(ii)要求本公司訂立任何將或可能導致本公司發行股份的股票掛鈎協議。

### 購買股份或債權證之安排

於年內任何時間，本公司或其任何附屬公司或同系附屬公司概無訂立任何安排，致使董事可透過收購本公司或任何其他團體公司之股份或債權證而獲取利益。

# Directors' Report

## 董事會報告

### 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 year.

### 管理合約

年內，本公司概無就整體或任何重大部分業務的管理及行政工作訂立或訂有任何合約。

### MAJOR CUSTOMERS AND SUPPLIERS

### 主要客戶及供應商

		Sales 銷售	Purchases 採購
The largest customer	最大客戶	7.2%	N/A 不適用
Five largest customers in aggregate	五大客戶總計	27.3%	N/A 不適用
The largest supplier	最大供應商	N/A 不適用	41.4%
Five largest suppliers in aggregate	五大供應商總計	N/A 不適用	80.6%

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

董事、彼等之緊密聯繫人或據董事所知擁有本公司股本5%以上的任何股東概無於本集團之五大客戶或供應商中擁有任何權益。

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 March 2018, to the best of knowledge of the Directors, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the businesses and operations of the Group.

### 遵守相關法例及法規

截至2018年3月31日止年度，據董事所深知，本集團並無會對本集團業務及營運產生重大影響的重大違反或不遵守適用法例及法規的情況。

### DISCLOSURES UNDER RULES 17.22 TO 17.24 OF THE GEM LISTING RULES

As at 31 March 2018, the Group had no circumstances which would give rise to a disclosure obligation under rules 17.22 to 17.24 of the GEM Listing Rules.

### 根據GEM上市規則第17.22至17.24條作出披露

於2018年3月31日，本集團並無出現須根據GEM上市規則第17.22至17.24條履行披露責任的情況。

### ENVIRONMENTAL POLICIES AND KEY RELATIONSHIP WITH EMPLOYEES

Discussion on the Group's environmental policies and key relationship with employees is set out in the section headed "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT" from pages 20 to 32 of this report.

### 環保政策與僱員的主要關係

有關本集團環保政策與僱員的主要關係的論述載於本年報第20至32頁之「環境、社會及管治報告」。

### CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmation of independence from each of the independent non-executive Directors pursuant to the requirement of rule 5.09 of the GEM Listing Rules. The Company considers all independent non-executive Directors to be independent.

### 獨立性確認書

本公司已接獲各名獨立非執行董事根據GEM上市規則第5.09條的規定而作出的年度獨立確認。本公司認為全體獨立非執行董事均為獨立。

### RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group are set out in note 37 to the consolidated financial statements.

### 關聯方交易

有關本集團關聯方交易的詳情載於綜合財務報表附註37。

### CONNECTED TRANSACTIONS

The Company has entered the tenancy agreement between Global Technology Corporation Limited as the landlord and Solution Expert Technology Limited as the tenant constitutes a connected transaction. Details of the above tenancy agreement of the Group are set out in note 37 to the consolidated financial statements.

### 關連交易

本公司與犇雷集團有限公司作為業主與專訊科技作為租戶訂立的租賃協議構成關連交易。有關本集團租賃協議的詳情載於綜合財務報表附註37。

# Directors' Report

## 董事會報告

### EVENTS AFTER THE REPORTING PERIOD

The Company announced that the headquarters and principal place of business of the Company in Hong Kong is changed to Unit A, 6/F, TLP132, Nos. 132-134 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong. Details of the above are set out in the Company's announcement dated 1 June 2018.

### COMPETING INTERESTS

During the year ended 31 March 2018, none of the Directors, the controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) as at 31 March 2018 had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group or any other conflicts of interest with the Group.

### DEED OF NON-COMPETITION

Each of Mr. Tony Yuen, Ms. Pauline Yuen and Delighting View (the "Covenantors"), being the controlling shareholders of the Company, has entered into the deed of non-competition (the "Deed of Non-competition") pursuant to which each of the Covenantors has, among other things, irrevocably and unconditionally undertaken with the Company (for itself and as trustee for its subsidiaries), on a joint and several basis, that at any time during the period commencing on the Listing Date and expiring on the earlier of (i) the date upon which the Shares cease to be listed on the Stock Exchange; or (ii) the date upon which the Covenantors and their close associates cease to own 30% or more of the then issued share capital of the Company directly or indirectly, such Covenantor shall not, and shall procure that neither their respective close associates nor companies controlled by the Covenantors (other than the members of the Group) will (i) directly or indirectly, be interested in or involved in or engaged in or acquire or hold any right or interest (in each case whether as a director or shareholder (other than being a director or shareholder of any member of the Group)) in any form of business, including but not limited to any joint venture, alliance, cooperation, partnership which competes or is likely to compete directly or indirectly with the Group's business in any area in which the Group carries or may carry on business (the "Restricted Activity") from time to time; nor provide support in any form to persons other than the members of the Group to engage in business that constitutes or may constitute direct or indirect competition with the businesses that the Group is currently and from time to time carrying on; (ii) solicit any existing employee of the Group for employment by him/her/it or his/her/its close associates or companies controlled by him/her/it; and (iii) without the consent of the Company, make use of any information pertaining to the business of the Group which may have come to his/her/its knowledge for any purpose of engaging, investing or participating in any Restricted Activity. Such non-competition undertaking does not apply to holding shares of a company which conducts or is engaged in any Restricted Activity provided that, such shares are listed on a recognised stock exchange and: (a) the total number of the shares held by the Covenantors and/or their respective close associates (in aggregate) does not amount to more than 5% of the issued shares of such company; and (b) the Covenantors and/or their respective close associates are not entitled to appoint a majority of the directors or management of that company. Details of the Deed of Non-competition have been disclosed in the Prospectus under the section headed "Relationship with the Controlling Shareholders".

### 報告期後事項

本公司宣布，本公司之總部及香港之主要營業地點已變更為香港新界葵涌大連排道132-134號TLP132六樓A室。上述詳情載於本公司日期為2018年6月1日之公告。

### 競爭權益

截至2018年3月31日止年度，概無董事、本公司控股股東及彼等各自的聯繫人士(定義見GEM上市規則)於2018年3月31日與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中擁有任何權益或與本集團有其他利益衝突。

### 不競爭契據

本公司控股股東阮國偉先生、阮美玲女士及Delighting View (「契諾人」)各自簽訂不競爭契據(「不競爭契據」)。據此，每名契諾人不可撤回及無條件地共同及個別向本公司(為其自身及作為其附屬公司的受託人)承諾，其中包括，於上市日期起至(i)股份中止在聯交所上市的日期；或(ii)契諾人及彼等的緊密聯繫人不再直接或間接擁有本公司當時已發行股本30%或以上的日期(以較早者為準)期滿的期間的任何時間內，該等契諾人將不會，並促使其各自的緊密聯繫人或其控制的公司(本集團成員公司除外)將不會(i)直接或間接擁有或參與或從事或收購任何直接或間接與本集團於任何方面不時進行的或可能進行的業務構成競爭或可能構成競爭的任何業務(「受限制活動」)或從中持有任何權利或權益(不論作為董事或股東(為本集團董事或股東者除外))，包括但不限於任何合營、聯盟、合作、合夥；(ii)由其招攬本集團任何現有僱員在其或其緊密聯繫人中任職；及(iii)未經本公司同意，不得利用其可能獲悉有關本集團業務的任何資料，以從事、投資或參與任何受限制業務。該不競爭承諾不適用於進行或參與任何受限制活動公司的所持股份，倘若該等股份乃在認可的證券交易所上市及：(a)由契諾人及/或彼等各自的緊密聯繫人合共所持的股份總數不多於該公司已發行股份5%以上；及(b)契諾人及/或彼等各自的緊密聯繫人無權委任該公司大多數董事或管理層。有關不競爭契據的詳情披露於招股章程「與控股股東的關係」一節。

# Directors' Report

## 董事會報告

The independent non-executive Directors have reviewed the Annual Confirmation as part of the annual review process. In determining whether the Covenantors had fully complied with the Deed of Non-competition for the year ended 31 March 2018, the independent non-executive Director noted that (a) the Covenantors declared that they had fully complied with the Deed of Non-competition for the year ended 31 March 2018; (b) no new competing business was reported by the Covenantors for the year ended 31 March 2018, and (c) there was no particular situation rendering the full compliance of the Deed of Non-competition being questionable. In view of the above, the independent non-executive Directors confirmed that the Deed of Non-competition was complied with by the Covenantors for the year ended 31 March 2018.

On 30 November 2015, Mr. Yuen Jackson Kwok Leung has also entered into a deed of non-competition with the Company, pursuant to which Mr. Yuen Jackson Kwok Leung has made similar undertakings to the Company as those given by the controlling shareholders of the Company under the Deed of Non-competition.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

### CORPORATE GOVERNANCE

The Company's corporate governance report is set out on pages 33 to 52 of this annual report.

### INTERESTS OF THE COMPLIANCE ADVISER

As at the date of this annual report, save and except for (i) the participation of Ample Capital Limited (the "**Compliance Adviser**") as the sponsor and Ample Orient Capital Limited as one of the underwriters and joint lead managers in relation to the Listing; and (ii) the compliance adviser's agreement entered into between the Company and the Compliance Adviser dated 25 January 2018, neither the Compliance Adviser, nor any of its directors, employees or close associates (as defined in the GEM Listing Rules) had any interests in the securities of the Company or any other companies of the Group (including options or rights to subscribe for such securities) which is required to be notified to the Company pursuant to rule 6A.32 of the GEM Listing Rules.

### AUDITORS

A resolution to re-appoint World Link CPA Limited as auditors of the Company will be proposed at the forthcoming annual general meeting.

獨立非執行董事已回顧年度確認書，作為年度審查過程的一部分。截至2018年3月31日止年度，在確定契諾承諾人是否已完全遵守不競爭契據時，本公司之獨立非執行董事知悉(a)截至2018年3月31日止年度，契諾承諾人宣稱已完全遵守不競爭契據；(b)截至2018年3月31日止年度，契諾承諾人並無呈報任何新的競爭性業務，及(c)並無出現特別情況致使完全遵守不競爭契據一事令人有所質疑。鑒於以上情況，獨立非執行董事確認，截至2018年3月31日止年度，契諾承諾人已完全遵守不競爭契據。

於2015年11月30日，阮國良先生亦與本公司訂立不競爭契據，據此，阮國良先生已向本公司作出與本公司控股股東根據不競爭契據提供者相似的承諾。

### 充足公眾持股量

根據本公司公開可得之資料及據董事所知，於本報告日期，本公司全部已發行股本中最少有25%由公眾人士持有。

### 企業管治

本公司之企業管治報告載於本年報第33至52頁。

### 合規顧問權益

於本年報日期，除(i)豐盛融資有限公司(「合規顧問」，作為保薦人)及豐盛東方資本有限公司(作為包銷商及聯席牽頭經辦人)參與上市；及(ii)本公司與合規顧問訂立日期為2018年1月25日的合規顧問協議外，合規顧問或其任何董事、僱員或緊密聯繫人(定義見GEM上市規則)並無擁有本公司或本集團任何成員公司任何證券權益(包括購股權或認購有關證券的權利)，而有關權益根據GEM上市規則第6A.32條須知會本公司。

### 核數師

本公司將於應屆股東週年大會上提呈決議案，續聘華普天健(香港)會計師事務所有限公司為本公司核數師。

# Directors' Report

## 董事會報告

### ANNUAL GENERAL MEETING

The 2018 AGM will be held at Unit A, 12th Floor, Mai Sik Industrial Building, 1-11 Kwai Ting Road, Kwai Chung, New Territories, Hong Kong on Monday, 13 August 2018 at 11:00 a.m. and a notice of the 2018 AGM will be published and despatched in due course.

ON BEHALF OF THE BOARD

**Yuen Kwok Wai, Tony**

*Chairman*

Hong Kong  
22 June 2018

### 股東週年大會

本公司謹訂於2018年8月13日(星期一)上午十一時正，於香港新界葵涌葵定路1-11號美適工業大廈12樓A室舉行2018年股東週年大會。2018年股東週年大會通告將於適當時候刊載及寄發。

代表董事會

主席

阮國偉

香港  
2018年6月22日



# Independent Auditor's Report

## 獨立核數師報告

### World Link CPA Limited

#### TO THE SHAREHOLDERS OF PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

#### OPINION

We have audited the consolidated financial statements of Prime Intelligence Solutions Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 70 to 131, which comprise the consolidated statement of financial position as at 31 March 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 2018, 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 (the “**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.

### 華普天健 (香港)會計師事務所有限公司

致匯安智能科技集團有限公司股東  
(於開曼群島註冊成立的有限公司)

#### 意見

吾等已審核載於第70頁至第131頁匯安智能科技集團有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的綜合財務報表，包括於2018年3月31日的綜合財務狀況表、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。

吾等認為，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**」)真實及公平地反映 貴集團於2018年3月31日之綜合財務狀況，及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。

#### 意見基礎

吾等已根據香港會計師公會頒佈之香港審計準則(「**香港審計準則**」)進行審核工作。吾等於該等準則下之責任於本報告「核數師就審核綜合財務報表的責任」一節中詳述。根據香港會計師公會之專業會計師道德守則(「**守則**」)，吾等獨立於 貴集團，及吾等已遵循守則履行其他道德責任。吾等相信，吾等所獲得之審核憑證能充分恰當地為吾等的審核意見提供基礎。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional Judgement, 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. We have determined (i) the valuation and allowance of inventories; and (ii) the recognition of expenses for the initial listing of the Group to be the key audit matters to be communicated in our report:

#### Key Audit Matter 關鍵審核事項

(i) **Valuation and allowance of inventories**  
(i) 存貨的估值及撥備

*Refer to significant accounting policies in note 4(f), critical judgement and estimates in note 5(d) and its relevant disclosures in note 19 to the consolidated financial statements.*

請參閱綜合財務報表附註4(f)主要會計政策、附註5(d)關鍵判斷及主要估計及附註19的相關披露事項。

The Group had inventories with net carrying amount of approximately HK\$18,919,000 as at 31 March 2018 (after related allowance of approximately HK\$217,000 provided as at 31 March 2018). The carrying amount of inventories contributed a significant part (17.1%) of the Group's total current assets as at 31 March 2018.

於2018年3月31日，貴集團擁有賬面值約18,919,000港元的存貨(經扣除於2018年3月31日計提的相關撥備約217,000港元後)。存貨的賬面值佔貴集團於2018年3月31日的流動資產總值一大部分(17.1%)。

The Group operates in an industry where technological development may significantly affect the valuation of inventories as its products would become slow-moving or obsolete when products with new technology emerge.

鑑於貴集團經營所在行業的性質，科技發展會對存貨估值產生顯著影響，當新科技產品興起，其產品將滯銷或變得過時。

The estimation of the net realisable value of these inventories requires management to make judgements based on these inventories' ages, obsolescence, future usage plan, estimated net selling prices as well as inventory disposal plans. Actual sales or usages are likely to be different from those estimated or forecast since anticipated events sometimes do not occur as expected and unforeseen events may arise, and their impact on estimates and forecasts may be material.

管理層須基於該等存貨的賬齡、陳舊程度、未來用途計劃、估計淨售價以及存貨出售計劃作出判斷，以估計該等存貨的可變現淨值。實際銷售或用途很可能與該等估計或預測不同，乃由於預計事件有時不如預期般發生及可能發生預計以外的事件，而其對估計及預測的影響可能屬重大。

### 關鍵審核事項

關鍵審核事項為根據我們的專業判斷對本期綜合財務報表的審核最為重要的事項。該等事項於我們審核整體綜合財務報表及就此形成意見時處理，而我們不會對該等事項提供獨立的意見。我們已釐定(i)存貨的估值及撥備；及(ii)確認本集團首次上市的開支為將於本報告傳達的關鍵審核事項：

#### How our audit addressed the Key Audit Matter 關鍵審核事項在審核中如何處理

Our procedure in relation to net realisable value determination as well as impairment assessment of inventories carried out by the management included:

吾等有關由管理層開展的可變現淨值釐定以及存貨減值評估的程序包括：

- Reviewed the ageing of inventory;
- 審核存貨賬齡；
- Identifying and assessing aged and obsolete items of inventory while attending the physical inventory count;
- 參與實體存貨盤點時，識別及評估老舊及陳舊存貨項目；
- Assessed the Group's internal control over the inventory provision in particular the Group's policy on allowance for slow-moving and obsolete inventories;
- 評估貴集團對存貨撥備的內部控制，尤其是貴集團對滯銷及陳舊存貨的撥備政策；
- Assessing the appropriateness and reasonableness of the methodologies adopted by the management in determining the net realisable value for those slow-moving items of inventory; and
- 評估管理層採納釐定該等滯銷存貨項目可變現淨值的方法的合適性及合理性；及
- Challenging the appropriateness and reasonableness of management's assumption by performing sensitivity analysis on possible future consumption/sales of slow-moving items of inventory.
- 透過對滯銷存貨項目的潛在未來消耗/銷售進行敏感度分析，評估管理層的假設的合適性及合理性。

# Independent Auditor's Report

## 獨立核數師報告

### Key Audit Matter 關鍵審核事項

### How our audit addressed the Key Audit Matter 關鍵審核事項在審核中如何處理

#### (II) *Recognition of expenses for the initial listing of the Group*

#### (II) 確認 貴集團首次上市的開支

**Refer to significant accounting policies in note 4 and critical judgment and estimates in note 5 to the consolidated financial statements.**

請參閱綜合財務報表附註4主要會計政策及附註5關鍵判斷及主要估計。

Relevant costs incurred for the initial listing of the shares of the Company are allocated and classified among (i) profit or loss as listing expenses; and (ii) equity as a reduction of share premium, on the basis that whether the costs are (i) costs for the Company to obtain the listing status or (ii) incremental costs for the Company to raise additional funds from the issue of new shares, respectively. Such allocation of the costs involved significant judgement of the management. During the year ended 31 March 2018, costs attributable to obtaining the listing status of approximately HK\$12,238,000 were charged to profit or loss.

貴公司股份首次上市所產生的相關成本乃按成本是否為(i) 貴公司為獲得上市地位而產生的成本或(ii) 貴公司為發行新股份籌集額外資金而產生的增量成本之基準，分別獲分配及分類至(i) 損益(作為上市開支)及(ii) 權益(以沖減股份溢價)。相關成本的分配涉及重大管理層判斷。截至2018年3月31日止年度，為獲得上市地位所花費的成本約12,238,000港元已計入損益。

We have identified the above matter as a key audit matter because the classification and allocation of relevant costs incurred involves a significant degree of management judgement and therefore is subject to a significant inherent risk of error.

吾等已將上述事項確認為關鍵審核事項，因為相關成本的分類及分配涉及重大管理層判斷，因此存在重大固有過失風險。

We enquired of the management on the bases of classification and allocation for the relevant costs and assessed the reasonableness of these bases with reference to applicable accounting standards and guidelines. We checked samples of listing expense items incurred for the initial listing of the shares of the Company to invoices and agreements to confirm the natures of the items and checked whether these items have been correctly allocated and classified according to bases determined by the management.

吾等根據適用的會計準則及指導的要求，就相關成本的分類及分配與管理層進行諮詢並評估相關基準的合理性。吾等已比照相關收據及協議抽樣檢查 貴公司股份首次上市所產生的上市開支項目，以確認項目的性質並檢查該等項目是否按照管理層釐定的基準獲正確分類及分配。

# Independent Auditor's Report

## 獨立核數師報告

### OTHER INFORMATION

The directors are responsible for the Other Information. The Other Information comprises all of the information included in the Company's 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 FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors 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 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 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

### 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. We report our opinion solely to you, as a body, 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 HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

### 其他資料

董事須為其他資料承擔責任。其他資料包括 貴公司年報中除綜合財務報表及吾等就此發出的核數師報告以外的所有資料。

吾等對綜合財務報表作出的意見並未涵蓋其他資料及吾等不對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等於審核過程中獲悉的資料存在重大抵觸，或似乎存在重大錯誤陳述。基於吾等已執行的工作，倘吾等認為此其他資料出現重大錯誤陳述，吾等須報告該事實。吾等就此並無任何事項須報告。

### 董事就綜合財務報表須承擔的責任

董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編製真實及意見公允之綜合財務報表，並負責董事認為就編製綜合財務報表而言屬必要的有關內部監控，致使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用），及除非董事有意將 貴集團清盤或停止營運，或除此之外並無其他實際可靠的辦法，否則董事須採用以持續經營為基礎的會計法。

審核委員會協助董事履行監督 貴集團的財務報告流程的職責。

### 核數師就審核綜合財務報表須承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向 閣下（作為整體）報告我們的意見，並無其他目的。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，它們單獨或匯總起來可能影響財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

# Independent Auditor's Report

## 獨立核數師報告

As part of an audit in accordance with HKSA's, we exercise professional judgement 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.
- Conclude on the appropriateness of the 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 the Audit Committee, 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.

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：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充分適當的審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部監控，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審核有關的內部監控，以設計適用於有關情況之審核程序，惟不會就 貴集團之內部監控成效發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估計及相關披露是否合理。
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對 貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日期所獲得的審核憑證。然而，未來事件或情況可能導致 貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括資料披露)的整體呈列、架構及內容，以及綜合財務報表是否已公平地反映及列報相關交易及事件。
- 就 貴集團內各實體及業務活動的財務資料獲得充分而適當的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行集團的審核工作。吾等只須為吾等的審核意見承擔責任。

吾等就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部監控的任何重大缺陷與審核委員會進行溝通。

# Independent Auditor's Report

## 獨立核數師報告

We also provide the 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.

From the matters communicated with the 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.

### **World Link CPA Limited**

*Certified Public Accountants*

### **Lo Ka Ki**

*Audit Engagement Director*

Practising Certificate Number: P06633

5/F., Far East Consortium Building,  
121 Des Voeux Road Central,  
Hong Kong

Hong Kong, 22 June 2018

吾等亦向審核委員會提交聲明，確認吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜及相關防範措施（如適用）與審核委員會進行溝通。

吾等從與審核委員會溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，從而構成關鍵審核事項。除非法例或規例不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

### **華普天健(香港)會計師事務所有限公司**

*執業會計師*

### **盧家麒**

*審核項目董事*

執業證書編號：P06633

香港  
德輔道中 121 號  
遠東發展大廈 5 樓

香港，2018年6月22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 2018  
截至二零一八年三月三十一日止年度

		Note 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Revenue</b>	收益	8	<b>71,063</b>	63,522
Cost of sales	銷售成本		<b>(29,016)</b>	(25,505)
<b>Gross profit</b>	毛利		<b>42,047</b>	38,017
Other income	其他收入	9	<b>230</b>	94
Selling and distribution costs	銷售及分銷成本		<b>(5,121)</b>	(4,826)
Administrative expenses	行政開支		<b>(29,645)</b>	(16,715)
<b>Profit from operation</b>	來自經營之溢利		<b>7,511</b>	16,570
Finance costs	財務成本	10	<b>(75)</b>	(142)
<b>Profit before tax</b>	除稅前溢利	11	<b>7,436</b>	16,428
Income tax expense	所得稅開支	12	<b>(3,222)</b>	(2,904)
<b>Profit for the year</b>	年內溢利		<b>4,214</b>	13,524
<b>Other comprehensive income for the year, net of tax:</b>	年內其他全面收益，扣除稅項：			
<i>Item that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目：</i>			
Exchange differences on translating foreign operations	換算海外業務時之匯兌差額		<b>690</b>	(400)
<b>Total comprehensive income for the year attributable to the owners of the Company</b>	本公司擁有人應佔年內收益總額		<b>4,904</b>	13,124
<b>Earnings per share (cents)</b>	每股盈利(仙)			
— Basic and diluted	— 基本及攤薄	15	<b>0.67</b>	2.25

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 March 2018  
於二零一八年三月三十一日

		Note 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	1,036	937
Intangible assets	無形資產	18	168	216
			<b>1,204</b>	1,153
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	19	18,919	17,120
Trade receivables	貿易應收款項	20	12,354	10,742
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	21	2,444	5,638
Bank and cash balances	銀行及現金結餘	22	76,837	12,218
			<b>110,554</b>	45,718
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	23	2,377	2,132
Other payables, deposits received and accrued expenses	其他應付款項、已收按金及應計費用	24	5,663	3,903
Deferred income	遞延收入	25	3,595	4,447
Bank borrowings	銀行借款	26	–	1,450
Finance lease payables	融資租賃應付款項	27	–	44
Current tax liabilities	即期稅項負債		1,174	442
			<b>12,809</b>	12,418
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>97,745</b>	33,300
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>98,949</b>	34,453
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income	遞延收入	25	134	224
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>98,815</b>	34,229
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	29	8,000	–*
Reserves	儲備	31	90,815	34,229
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>98,815</b>	34,229

\* Represents amount less than HK\$1,000

\* 指金額少於1,000港元

Approved and authorised for issue by the Board of Directors on 22 June 2018.

於2018年6月22日經董事會批准及授權刊發。

Yuen Kwok Wai, Tony  
阮國偉

Yuen Mei Ling, Pauline  
阮美玲



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

Attributable to the owners of the Company  
本公司擁有人應佔

		Share capital	Share premium	Merger reserve	Legal reserve	Foreign currency translation reserve	Retained profits	Total reserve	Total equity
		(note 31(c)(i))	(note 31(c)(ii))	(note 31(c)(iii))	(note 31(c)(iii))	(note 31(c)(iv))			
		股本	股份溢價	合併儲備	法定儲備	外幣換算儲備	保留溢利	總儲備	總權益
		(附註31(c)(i))	(附註31(c)(ii))	(附註31(c)(iii))	(附註31(c)(iii))	(附註31(c)(iv))			
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2016	於2016年4月1日	-*	-	17,079	12	(288)	12,302	29,105	29,105
Dividend paid	已付股息	-	-	-	-	-	(8,000)	(8,000)	(8,000)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	(400)	13,524	13,124	13,124
Changes in equity for the year	年內權益變動	-	-	-	-	(400)	5,524	5,124	5,124
At 31 March 2017 and 1 April 2017	於2017年3月31日及2017年4月1日	-*	-	17,079	12	(688)	17,826	34,229	34,229
Share capitalisation (note 29(b))	股份資本化(附註29(b))	6,000	(6,000)	-	-	-	-	(6,000)	-
Issue of new shares under the share offer (note 29(c))	根據股份發售發行新股份(附註29(c))	2,000	68,000	-	-	-	-	68,000	70,000
Cost of issuing new shares under the share offer	根據股份發售發行新股份的成本	-	(10,318)	-	-	-	-	(10,318)	(10,318)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	690	4,214	4,904	4,904
Changes in equity for the year	年內權益變動	8,000	51,682	-	-	690	4,214	56,586	64,586
At 31 March 2018	於2018年3月31日	8,000	51,682	17,079	12	2	22,040	90,815	98,815

\* Represents amount less than HK\$1,000

\* 指金額少於1,000港元

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

	Note 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES 經營活動現金流量</b>			
Profit before tax	除稅前溢利	7,436	16,428
Adjustments for:	就以下各項作出調整：		
Interest income	利息收入	(4)	(3)
Amortisation	攤銷	48	27
Depreciation	折舊	589	418
Finance costs	財務成本	75	142
(Reversal of allowance)/allowance for inventories	存貨(撥備撥回)/撥備	(99)	316
Gain on disposals of property, plant and equipment	出售物業、廠房及設備收益	(212)	(67)
Write off of property, plant and equipment	撇銷物業、廠房及設備	-	2
Operating profit before working capital changes	營運資金變動前經營溢利	7,833	17,263
Increase in inventories	存貨增加	(981)	(5,967)
Increase in trade receivables	貿易應收款項增加	(1,447)	(2,185)
Decrease in other receivables, prepayments and deposits	其他應收款項、預付款項及按金減少	3,243	677
(Decrease)/increase in trade payables	貿易應付款項(減少)/增加	(68)	787
Increase in other payables, deposits received and accrued expenses	其他應付款項、已收按金及應計費用增加	2,187	256
(Decrease)/increase in deferred income	遞延收入(減少)/增加	(1,392)	1,000
Cash generated from operations	經營所得現金	9,375	11,831
Finance lease charges paid	已付融資租賃費用	-	(4)
Hong Kong Profits Tax paid	已付香港利得稅	(2,435)	(3,320)
Macao Complementary Tax paid	已付澳門所得補充稅	(55)	(239)
Interest paid	已付利息	(75)	(138)
Net cash generated from operating activities	經營活動所得現金淨額	6,810	8,130
<b>CASH FLOWS FROM INVESTING ACTIVITIES 投資活動現金流量</b>			
Purchases of property, plant and equipment	購買物業、廠房及設備	(687)	(1,002)
Additions to capitalised software costs	添置資本化軟件成本	-	(78)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	212	67
Interest received	已收利息	4	3
Net cash used in investing activities	投資活動所用現金淨額	(471)	(1,010)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

	Note 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b> 融資活動現金流量			
Import/export loans raised	已籌得進出口貸款	2,148	6,753
Repayments of import/export loans	償還進出口貸款	(3,598)	(8,037)
Repayments of finance lease payables	償還融資租賃應付款項	(44)	(116)
Repayments from directors	董事還款	–	159
Dividends paid to the then equity holders of a subsidiary	向一間附屬公司當時權益持有人支付股息	–	(5,165)
Dividends paid to the equity holders of the Company	向本公司權益持有人支付股息	–	(8,000)
Decrease in amount due from a corporate shareholder	應收一名公司股東款項減少	–	4
Proceeds from new shares issued under the share offer	根據股份發售發行新股份的所得款項	70,000	–
Cost of issuing new shares under the share offer	根據股份發售發行新股份的成本	(10,318)	–
Net cash from/(used in) financing activities	融資活動所得/(所用)現金淨額	58,188	(14,402)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b> 現金及現金等價物增加/(減少)淨額			
Effect of foreign exchange rate changes	匯率變動的影響	92	(64)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b> 年初的現金及現金等價物			
		12,218	19,564
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b> 年末的現金及現金等價物			
		76,837	12,218
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b> 現金及現金等價物的分析			
Bank and cash balances	銀行及現金結餘	76,837	12,218
	22		

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempt company with limited liability under the Companies Law (as revised) of the Cayman Islands on 16 October 2015. The address of its registered office is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands. Subsequent to the end of reporting period, the address of its principal place of business has been changed from Unit 1, 13/F, Asia Trade Centre, 79 Lei Muk Road, Kwai Chung, New Territories, Hong Kong to Unit A, 6/F TLP132, Nos. 132-134 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong. The Company's shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**) since 14 February 2018 (the **"Listing"**).

The Company is an investment holding company. The principal activities of its subsidiaries are sales of biometrics identification devices and other devices and accessories and provision of auxiliary and other services.

### 2. GROUP REORGANISATION AND BASIS OF PREPARATION

Pursuant to the group reorganisation as more fully explained in "History, Development and Reorganisation — Reorganisation" in the prospectus dated 30 January 2018 issued by the Company (the **"Group Reorganisation"**), the Company became the holding company of the companies now comprising the Group on 10 November 2015. As the Group Reorganisation involved only the insertion of new holding companies at the top of the existing group and did not result in any change in economic substance, the consolidated financial statements have been prepared as a continuation of the existing group using the principles of merger accounting in accordance with Accounting Guideline 5 "Merger Accounting for Common Control Combinations" issued by the Hong Kong Institute of Certified Public Accountants (the **"HKICPA"**).

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (**"HKFRSs"**), which in collective term includes Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (**"HKASs"**) and Interpretations issued by the HKICPA and accounting principles generally accepted in Hong Kong. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the **"GEM Listing Rules"**) and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are discussed below.

### 1. 一般資料

本公司於2015年10月16日根據開曼群島公司法(經修訂)在開曼群島註冊成立及註冊為獲豁免有限公司。其註冊辦事處地址為P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands。於報告期末後，其主要營業地點的地址已由香港新界葵涌梨木道79號亞洲貿易中心13樓1室改為香港新界葵涌大連排道132-134號TLP132六樓A室。本公司股份已自2018年2月14日起於香港聯合交易所有限公司(「聯交所」)GEM上市(「上市」)。

本公司為一間投資控股公司。其附屬公司的主要業務為銷售生物特徵識別裝置及其他裝置及配件，以及提供配套及其他服務。

### 2. 集團重組及編製基準

根據本公司刊發日期為2018年1月30日的招股章程「歷史、發展及重組 — 重組」所詳述的集團重組(「集團重組」)，本公司於2015年11月30日成為本集團現時旗下公司的控股公司。由於集團重組僅涉及在原有集團架構之上加入新的控股公司及並未導致經濟實質有任何變化，故綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的會計指引第5號「共同控制合併的合併會計法」的合併會計法原則編製為原有集團架構的延續。

此等綜合財務報表乃根據香港會計師公會頒佈之所有適用香港財務報告準則(「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」)及詮釋)及香港公認的會計原則編製。此等綜合財務報表亦符合聯交所GEM證券上市規則(「GEM上市規則」)的適用披露條文及香港法例第622章《香港公司條例》的披露規定。本集團採納的重大會計政策討論如下。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 2. GROUP REORGANISATION AND BASIS OF PREPARATION (continued)

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 below provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

### 3. ADOPTION OF NEW AND REVISED HKFRSs

#### (a) Application of new and revised HKFRSs

The HKICPA has issued a number of new and revised HKFRSs that are first effective for annual periods beginning on or after 1 April 2017. Among these, the following new and revised HKFRSs is relevant to the Group.

#### *Amendments to HKAS 7 Statement of Cash Flows: Disclosure Initiative*

The amendments require entities to provide disclosure of changes in their liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). The Group has provided this information in note 34(b) to the consolidated financial statements.

#### (b) New and revised HKFRSs in issue but not yet effective

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 April 2017. These new and revised HKFRSs include the following which may be relevant to the Group.

### 2. 集團重組及編製基準(續)

香港會計師公會已頒佈若干新訂及經修訂之香港財務報告準則，並於本集團之本會計期間首次生效或可供提早採用。有關本集團本年度及過往會計期間之綜合財務報表因初次執行此等頒佈而改變的會計政策的資料載於下文附註3。

### 3. 採納新訂及經修訂香港財務報告準則

#### (a) 應用新訂及經修訂香港財務報告準則

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，有關準則於2017年4月1日或之後開始的年度期間首次生效。其中，以下新訂及經修訂香港財務報告準則與本集團相關。

#### *香港會計準則第7號的修訂現金流量表：披露計劃*

該等修訂要求實體提供因融資活動而產生的負債變動的披露資料，包括現金流量產生的變動及非現金變動(如匯兌收益或虧損)。本集團已於綜合財務報表附註34(b)提供該等資料。

#### (b) 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已頒佈但於2017年4月1日開始的財政年度尚未生效的新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括下列各項可能與本集團相關者。

**Effective for  
accounting periods  
beginning on or after  
於此日期起或之後  
開始的會計期間生效**

HKFRS 9 Financial Instruments	香港財務報告準則第9號金融工具	1 January 2018 2018年1月1日
HKFRS 15 Revenue from Contracts with Customers	香港財務報告準則第15號來自客戶合約收益	1 January 2018 2018年1月1日
HKFRS 16 Leases	香港財務報告準則第16號租賃	1 January 2019 2019年1月1日
HK(IFRIC) 23 Uncertainty over Income Tax Treatments	香港(國際財務報告詮釋委員會)詮釋第23號所得稅稅務處理之不確定性	1 January 2019 2019年1月1日

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

#### (b) New and revised HKFRSs in issue but not yet effective (continued)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 9 and HKFRS 15, the actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's interim financial report for the six months ending 30 September 2018. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in that interim financial report.

#### *HKFRS 9 Financial Instruments*

HKFRS 9 will replace HKAS 39 Financial Instruments: Recognition and Measurement. HKFRS 9 introduces new requirements for classification and measurement of financial assets, new rules for hedge accounting and a new impairment model for financial assets.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2018 on a retrospective basis. The Group plans to adopt the new standard on the required effective date and will not restate comparative information.

Based on an analysis of the Group's financial assets and financial liabilities as at 31 March 2018 on the basis of the facts and circumstances that exist at that date, the directors of the Company have assessed the impact of HKFRS 9 to the Group's consolidated financial statements as follows:

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

本集團現正評估此等修訂及新訂準則在初步應用期間之預期影響。迄今本集團已識別新訂準則的若干方面可能對綜合財務報表造成重大影響。有關預期影響的進一步詳情於下文討論。儘管香港財務報告準則第9號及香港財務報告準則第15號的評估已大致完成，惟由於迄今完成的評估基於本集團目前可獲得的資料，因此對首次採納標準的實際影響可能不同。在標準初步應用於本集團截至2018年9月30日止六個月的中期財務報告前，或會進一步確定影響。本集團亦可能改變其會計政策選擇，包括過渡方案，直至該標準初步應用於該中期財務報告。

#### *香港財務報告準則第9號「金融工具」*

香港財務報告準則第9號將取代香港會計準則第39號「金融工具：確認及計量」。香港財務報告準則第9號引入金融資產分類及計量的新規定、對沖會計的新規則以及金融資產的新減值模式。

香港財務報告準則第9號按追溯基準於2018年1月1日或之後開始的年度期間生效。本集團計劃於規定生效日期採納新準則且將不會重列比較資料。

根據本集團於2018年3月31日的金融資產及金融負債分析(按照該日存在的事實及情況得出)，本公司董事已評估香港財務報告準則第9號對本集團綜合財務報表的影響如下：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

#### (b) New and revised HKFRSs in issue but not yet effective (continued)

*HKFRS 9 Financial Instruments (continued)*

##### (a) Classification and measurement

HKFRS 9 contains three principal classification categories for financial assets: measured at amortised costs, fair value through profit or loss and fair value through other comprehensive income. Classification is driven by the entity's business model for managing the debt instruments and their contractual cash flow characteristics.

Based on the preliminary assessment, the Group does not expect the adoption of HKFRS 9 will have significant impact on the classification and measurement of its financial assets. The Group expects that its financial assets currently measured at amortised cost will continue with their classification and measurements upon the adoption of HKFRS 9.

##### (b) Impairment

The new impairment model in HKFRS 9 replaces the "incurred loss" model in HKAS 39 with an "expected credit loss" model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure expected credit losses as either 12-month expected credit losses or lifetime expected credit losses, depending on the asset and the facts and circumstances. This new impairment model may result in an earlier recognition of credit losses on the Group's trade receivables and other financial assets.

Based on historical experience of the Group, the default rate of the outstanding balances with customers is low. Hence, the directors of the Company anticipate that the application of HKFRS 9 would not have material impact on the Group's future consolidated financial statements. The above assessments were made based on an analysis of the Group's financial assets as at 31 March 2018 on the basis of the facts and circumstances that existed at that date.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

*香港財務報告準則第9號「金融工具」*

##### (a) 分類及計量

香港財務報告準則第9號包含三種主要金融資產的分類標準：以攤銷成本計量、以公平值計量且其變動計入當期損益以及以公平值計量且其變動計入其他全面收益。分類根據實體管理債務工具的商業模式和其合同現金流量特點進行確定。

根據初步評估，本集團並不預期採納香港財務報告準則第9號會對其金融資產的分類及計量造成重大影響。本集團預期其目前按攤銷成本計量的金融資產將於採納香港財務報告準則第9號繼續進行其分類及計量。

##### (b) 減值

香港財務報告準則第9號中的新減值模型，用「預期信貸虧損」模型取代了香港會計準則第39號的「已產生虧損」模型。在「預期信貸虧損」模型下，減值虧損毋須按已發生虧損事件進行確認。相反，實體須根據資產和事實及情況，按12個月或整個可使用年期的預期信貸虧損進行預期信貸虧損的確認及計量。該新減值模型可能會導致本集團貿易應收款項和其他金融資產的信貸虧損的提早確認。

根據本集團過往的經驗，客戶的尚未支付結餘的欠繳率屬低。因此，本公司董事預計，應用香港財務報告準則第9號對本集團的未來綜合財務報表將不會構成重大影響。以上評估乃以於2018年3月31日存在的事實及情況為基準，對本集團於該日的金融資產分析所作出。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

#### (b) New and revised HKFRSs in issue but not yet effective (continued)

##### *HKFRS 15 Revenue from Contracts with Customers*

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 will replace the existing revenue standards, HKAS 18, Revenue, which covers revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specifies the accounting for revenue from construction contracts.

HKFRS 15 is effective for annual periods beginning on or after 1 January 2018. The standard permits either a full retrospective or a modified retrospective approach for the adoption. The Group intends to adopt the standard using the modified retrospective approach which means that the cumulative impact of the adoption will be recognised in retained earnings as of 1 April 2018 and that comparatives will not be restated.

Based on the assessment completed to date, the Group has identified the following areas which are expected to be affected:

##### Timing of revenue recognition

Currently, revenue arising from the provision of auxiliary and other services is recognised over time.

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. HKFRS 15 identifies 3 situations in which control of the promised good or service is regarded as being transferred over time:

- (a) When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- (b) When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- (c) When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that will be considered in determining when the transfer of control occurs.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號「來自客戶合約收益」香港財務報告準則第15號建立了一個確認與客戶訂立合約的收益的綜合框架。香港財務報告準則第15號將取代現有的收入準則：香港會計準則第18號「收入」(涵蓋銷售商品和提供服務產生的收入)和香港會計準則第11號「建造合約」(規定了建造合約收入的會計處理)。

香港財務報告準則第15號於2018年1月1日或之後開始的年度期間生效。該準則允許全面追溯採納或經修改追溯性方法採納。本集團擬採用經修改追溯性方法採納準則，意味著採納的累加影響將於2018年4月1日的保留盈利內確認且比較數字將不予重列。

根據至今完成的評估，本集團已識別下列預期將受影響的方面：

##### 收入確認的時間

目前，來自提供配套及其他服務的收益隨時間確認。

根據香港財務報告準則第15號，收入於客戶獲得合約中承諾商品或服務的控制權時確認。香港財務報告準則第15號確定了對承諾商品或服務的控制權被視為隨時間轉移的3種情況：

- (a) 當客戶同時取得及消耗實體履約行為所提供的利益時；
- (b) 實體的履約行為創造或改良了客戶在資產被創造或改良時就控制的資產(如施工工程)；
- (c) 實體的履約行為並未創造一項可被實體用於替代用途的資產，且實體具有就迄今為止已完成的履約部份獲得客戶付款的可執行權利。

倘合約條款及實體的活動並不屬於任何該3種情況，則根據香港財務報告準則第15號，實體於某一時間點(即控制權轉移時)就銷售該商品或服務確認收入。所有權風險及回報的轉移僅為於釐定控制權轉移發生時將考慮的其中一項指標。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

#### (b) New and revised HKFRSs in issue but not yet effective (continued)

*HKFRS 15 Revenue from Contracts with Customers (continued)*

Timing of revenue recognition (continued)

The Group is currently evaluating the impact of adoption of HKFRS 15. Based on the preliminary assessment that the Group recognises revenue from provision of auxiliary and other services when services are rendered, which is generally consistent with the requirement under HKFRS 15, thus the Group considers that the initial application of HKFRS 15 will not have a significant impact on the Group's results of operation and financial position.

*HKFRS 16 Leases*

HKFRS 16 replaces HKAS 17 Leases and related interpretations. The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). HKFRS 16 carries forward the accounting requirements for lessors in HKAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or finance leases.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

The Group's leases of offices and staff quarters are currently classified as operating leases and the lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Under HKFRS 16 the Group may need to recognise and measure a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset will be recognised in profit or loss. The Group's assets and liabilities will increase and the timing of expense recognition will also be impacted as a result.

As disclosed in note 38 to the consolidated financial statements, the Group's future minimum lease payments under non-cancellable operating leases for its offices and staff quarters amounted to a total of approximately HK\$3,503,000 as at 31 March 2018. The Group will need to perform a more detailed assessment in order to determine the new assets and liabilities arising from these operating leases commitments after taking into account the transition reliefs available in HKFRS 16 and the effects of discounting.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

*香港財務報告準則第15號「來自客戶合約收益」(續)*

收入確認的時間(續)

本集團目前正評估採納香港財務報告準則第15號的影響。根據初步評估，本集團在提供服務時確認來自提供配套及其他服務的收益(通常符合香港財務報告準則第15號的規定)，因此，本集團認為，香港財務報告準則第15號的初步應用將不會對本集團的經營業績及財務狀況產生重大影響。

*香港財務報告準則第16號「租賃」*

香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋。新準則為承租人引入單一會計模型。對於承租人，經營與融資租賃的區分將取消，而承租人將就所有租賃確認使用權資產及租賃負債(可就短期租賃及低價值資產的租賃選擇豁免)。香港財務報告準則第16號沿用香港會計準則第17號中出租人的會計要求而大致保持不變。因此，出租人會繼續將租賃分類為經營或融資租賃。

香港財務報告準則第16號於2019年1月1日或以後開始的年度期間生效。本集團擬應用簡化過渡方法及將不會於首次採納前年度重列比較款項。

本集團的辦公室及員工宿舍租賃目前分類為經營租賃，而租賃付款(扣除從出租人收到的任何寬減後)在租賃期內按直線法確認為開支。根據香港財務報告準則第16號，本集團可能須按未來最低租賃付款額現值確認和計量一項負債，並就該等租賃確認相應使用權資產。租賃負債的利息開支及使用權資產的折舊將會在損益內確認。本集團的資產及負債將會增加，而開支確認的時間亦將會因此而受到影響。

誠如綜合財務報表附註38所披露，於2018年3月31日，本集團於其辦公室及員工宿舍的不可撤銷經營租賃的未來最低租賃付款額共約3,503,000港元。本集團將須進行更詳盡之評估，以於考慮香港財務報告準則第16號允許之過渡安排及折讓影響後釐定該等經營租賃承擔所產生之新資產及負債。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

A summary of the significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

#### (a) Basis of consolidation/combinations

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March. The financial statements of the subsidiaries are prepared for the same reporting year as that of the Company. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which the Group obtains and continue to be consolidated until the date when such control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary determined on the date when control is lost; and (ii) the carrying amount of the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated amounts in other comprehensive income.

### 4. 主要會計政策

該等綜合財務報表乃按歷史成本慣例編製。

編製符合香港財務報告準則的財務報表須採用若干關鍵會計估計，亦要求管理層於應用本集團會計政策的過程中作出判斷。涉及高度判斷或複雜程度的範疇，或對綜合財務報表有重大影響的假設及估計的範疇於附註5中披露。

在編製該等綜合財務報表時應用的主要會計政策的概要載列如下。

#### (a) 綜合／合併基準

綜合財務報表包括本公司及其附屬公司截至3月31日止的財務報表。附屬公司的財務報表乃就與本公司相同的報告年度編製。附屬公司的會計政策已按需要作出改變以確保與本集團採納的政策一致。附屬公司指本集團控制的實體。當本集團通過參與某實體而承擔可變回報的風險或享有可變回報，並且有能力運用對該實體的權力影響該等回報，本集團即控制該實體。當本集團擁有現有權利，使本集團目前有能力主導相關活動（即對實體的回報產生重大影響的活動），本集團對該實體擁有權力。

在評估是否擁有控制權時，本集團考慮其潛在表決權以及其他方所持有的潛在表決權一釐定其是否有控制權。只有在持有人有實際能力行使有關權利時，方考慮潛在表決權。

附屬公司在本集團取得控制權之日起綜合入賬，並繼續綜合入賬直至控制權終止當日為止。

如果出售附屬公司導致失去控制權，該損益指以下兩項的差額(i)出售代價的公平值加該附屬公司保留的任何投資的公平值(於失去控制權當日釐定)；(ii)本公司分佔該附屬公司資產淨值的賬面值加與該附屬公司有關的任何其餘商譽及任何於其他全面收入內累計之相關金額。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (a) Basis of consolidation/combinations (continued)

All intragroup transactions, balances, income and expenses and profits and losses are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

### 4. 主要會計政策(續)

#### (a) 綜合／合併基準(續)

所有集團內公司間交易、結餘、收入及開支以及溢利及虧損均予以撇除。未變現虧損亦予以撇除，除非該交易提供所轉讓資產減值的憑據。

非控股權益指並非直接或間接歸本公司之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內列帳。於綜合損益及其他全面收益表內，非控股權益呈列為年內損益及全面收益總額在非控股股東與本公司擁有人之間的分配。

損益及其他全面收益之各個組成部份歸屬於本公司之擁有人及非控股股東，即使此舉會導致非控股權益有虧絀結餘。

本公司於附屬公司擁有權益變動(並不導致失去控制權)列作權益交易(即與擁有人以彼等作為擁有人的身份進行的交易)入賬。控股及非控股權益的賬面值將予以調整，以反映其於附屬公司的相對權益變動。非控股權益之調整金額與所付或所收代價的公平值之間的任何差額直接於權益中確認，並歸屬於本公司擁有人。

在本公司的財務狀況表內，於附屬公司的投資以成本減去減值虧損列值，除非投資分類為持作出售(或計入分類為持作出售的出售組合)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (a) Basis of consolidation/combinations (continued)

##### *Merger accounting for common control combinations*

The net assets of the combining entities or businesses are combined using the existing carrying values from the owner's perspective. No amount is recognised as consideration for goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the contribution of the owner's interest. All differences between the cost of acquisition (fair value of consideration paid) and the amounts at which the assets and liabilities are recorded have been recognised directly in equity as part of the merger reserve. The consolidated financial statements include the results of each of the combining entities or businesses from the date of incorporation/establishment or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

Transaction costs, including professional fees, registration fees, costs of furnishing information to shareholders, costs or losses incurred in combining operations of the previously separate businesses, etc., incurred in relation to the common control combination that is to be accounted for by using merger accounting, are recognised as an expense in the period in which they are incurred.

#### (b) Foreign currency translation

##### (i) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The consolidated financial statements are presented in Hong Kong dollars ("**HK\$**"), which is the Company's functional and presentation currency.

##### (ii) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

### 4. 主要會計政策 (續)

#### (a) 綜合／合併基準 (續)

##### *共同控制合併的合併會計處理*

合併實體或業務的資產淨值以擁有人角度的現有賬面值合併。在擁有人注入權益的情況下，概不會確認任何金額作為商譽或於共同控制合併之時收購方於被收購方可識別資產、負債及或然負債之公平值淨值所佔權益超出成本的部分的代價。收購成本(已付代價的公平值)與資產及負債入賬金額間的差額直接於權益中確認為合併儲備的一部分。合併財務報表包括各合併實體或業務由註冊成立／成立之日起或自合併實體或業務首次受共同控制當日起(以較短期間為準)的業績，而毋須理會共同控制合併的日期。

就共同控制合併所產生將以合併會計法入賬的交易成本(包括專業費用、登記費用、向股東發送資料的成本、合併經營先前的獨立業務所產生的成本或虧損)，乃於產生的期間內確認為開支。

#### (b) 外幣換算

##### (i) *功能及呈列貨幣*

本集團各實體的財務報表內所包括項目，均利用該實體經營的主要經濟環境的貨幣(「**功能貨幣**」)計量。綜合財務報表以港元(「**港元**」)呈列，港元為本公司之功能及呈列貨幣。

##### (ii) *各實體之財務報表中的交易及結餘*

外幣交易於初次確認時均按交易日期的現行匯率換算為功能貨幣。外幣貨幣資產及負債按各報告期末的匯率換算。匯兌政策產生的盈虧於損益內確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (b) Foreign currency translation (continued)

(ii) *Transactions and balances in each entity's financial statements (continued)*

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(iii) *Translation on consolidation*

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in the consolidated profit or loss as part of the gain or loss on disposal.

### 4. 主要會計政策(續)

#### (b) 外幣換算(續)

(ii) 各實體之財務報表中的交易及結餘(續)

按公平值計量及以外幣計值的非貨幣項目乃按釐定公平值當日的匯率折算。

當非貨幣項目的盈虧於其他全面收益確認時，該盈虧的任何匯兌部分於其他全面收益確認。當非貨幣項目的盈虧於損益內確認時，該盈虧的任何匯兌部分於損益內確認。

(iii) 綜合賬目時換算

所用功能貨幣與本公司呈列貨幣不同的所有本集團旗下各實體的業績及財務狀況均按下列方式換算為本公司的呈列貨幣：

- 各財務狀況表所列資產及負債均於該財務狀況表日期按收市匯率換算；
- 各損益及其他全面收益表的收入及開支均按平均匯率換算(除非該平均數並非交易日期的現行匯率累計影響的合理約數，則在此情況下收入及開支按交易日期的匯率換算)；及
- 所有產生的匯兌差額均於外幣換算儲備確認。

綜合入賬時，因換算海外實體投資淨額及借款產生的匯兌差額於外幣換算儲備確認。當出售海外業務時，有關的匯兌差額於綜合損益中確認為出售損益的一部分。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in the profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates used for this purpose are as follows:

		Depreciation rate 折舊率
Furniture and fixtures	傢俬及裝置	20%
Biometric identification devices	生物特徵識別裝置	20%
Motor vehicles	汽車	30%
Computer equipment	電腦設備	20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss in the year in which the item is derecognised.

### 4. 主要會計政策(續)

#### (c) 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減值虧損列賬。物業、廠房及設備項目之成本值包括其購買價及促使該資產達至其擬定用途之營運狀況及地點之任何直接應佔成本。

僅當與項目相關的未來經濟利益將會流入本集團，且項目的成本能夠可靠計量時，其後成本方會計入資產賬面值或確認為一項獨立資產(倘適用)。所有其他維修及保養成本於其產生的期間在損益內確認。

物業、廠房及設備折舊乃於其估計可使用年期按足以撇銷其成本減剩餘價值的比率以直線法計算。就此所採用之主要年率如下：

剩餘價值、可使用年期及折舊方法於各報告期末進行檢討及作出調整(如適用)。

物業、廠房及設備項目於出售時或預期繼續使用有關資產不會產生未來經濟利益時取消確認。因出售物業、廠房及設備而產生之損益為出售所得款項淨額與相關資產賬面值之間的差額，並於有關項目終止確認的年度於損益內確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (d) Intangible assets (other than goodwill)

Intangible assets acquired are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be whether finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at the end of each reporting period.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred. With respect to staff costs incurred directly attributable to solution service income, it will be regarded as cost of sales and charged to profit or loss of the Group accordingly.

Software development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five years, commencing from the date when the software are put into commercial production.

### 4. 主要會計政策(續)

#### (d) 無形資產(商譽除外)

購入的無形資產於初始確認時按成本計量。無形資產的可使用年期評估為有限或無限。年期有限的無形資產隨後於可使用經濟年期內攤銷，並評估是否有跡象顯示無形資產可能出現減值。可使用年期有限的無形資產的攤銷年期及攤銷方法於各報告期末檢討。

研發新產品項目所產生的開支只會在本集團能夠顯示其在技術上能夠完成無形資產以能供使用或出售、打算完成資產並能夠加以使用或將之出售、資產如何產生未來經濟利益、有足夠資源以完成項目並且有能力可靠地計算發展期間的開支的情況下，才會撥作資本及遞延。倘未能符合以上準則，產品研發開支會在產生時支銷。就解決方案服務直接產生的員工成本而言，其將被視為銷售成本，並據此計入本集團的損益。

軟件開發成本按成本減任何減值虧損列賬，並以直線法在相關產品不超過其經濟可用年期的五年(自其投產日期起計)內攤銷。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (e) Leases

##### *The Group as lessee*

##### (i) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Contingent rentals are recognised as expenses in the period in which they are incurred.

##### (ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Finance charges which represent the difference between the total leasing commitments and the fair value of the assets acquired, are allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets under finance leases are depreciated the same as owned assets over the shorter of the lease term and their estimated useful lives.

#### (f) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise all costs of purchase and, where applicable, cost of conversion and other costs that have been incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised in the profit or loss in the period of write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as an increment in the amount of inventories and recognised in the profit or loss in the period in which the reversal occurs.

### 4. 主要會計政策 (續)

#### (e) 租賃

##### 本集團作為承租人

##### (i) 經營租賃

資產擁有權的絕大部分風險及回報並無轉移至本集團的租賃列作經營租賃租賃款項(扣除自出租人收取的任何獎勵金後)於租期內以直線法確認為開支。或然租金於其產生期間確認為開支。

##### (ii) 融資租賃

資產擁有權的絕大部分風險及回報轉移至本集團的租賃列作融資租賃。於租期開始時，融資租賃按租賃開始時釐定的租賃資產之公平值及最低租賃付款之現值中的較低者撥充資本。

對出租人之相應負債於財務狀況表列作融資租賃應付款項。融資費用本指租賃承擔總額與所收購資產公平值之差額，於租期內分配至各期間，以使該負債之餘額維持固定周期利率。

按融資租賃持有之資產按與自置資產相同之基準，以其租期及估計可使用年期(以較短者為準)折舊。

#### (f) 存貨

存貨乃按成本值與可變現淨值之較低者入賬。成本包括所有購入成本及(如適用)轉換成本以及其他致使存貨能達到目前位置及狀況之成本。可變現淨值為在日常業務過程中的估計售價減去直至完工的估計成本及為完成銷售所需的估計成本。當存貨售出時，該等存貨的賬面值於確認有關收益期間支銷。將存貨撇減至可變現淨值的金額及存貨的所有虧損於撇減或虧損發生期間於損益內確認。任何存貨撇減的撥回金額乃於發生撥回期間在損益內確認為存貨金額增加。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (g) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

#### (h) Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial assets within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are carried at amortised cost using the effective interest method (except for short-term receivables where interest is immaterial) minus any reduction for impairment or uncollectibility. Typically trade and other receivables, bank balances and cash are classified in this category.

The Group classifies its financial assets in the loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

### 4. 主要會計政策(續)

#### (g) 確認及終止確認金融工具

金融資產及金融負債於本集團成為工具合約條文之訂約方時在財務狀況表確認。

倘自資產取得現金流量之合約權利屆滿，本集團轉讓資產擁有權之絕大部分風險及回報，或本集團概無轉讓亦不保留資產擁有權之絕大部分風險及回報但不保留資產之控制權，則終止確認金融資產。在終止確認金融資產時，資產賬面值與已收代價連同已於其他全面收益確認之累計盈虧之總和兩者間之差額於損益內確認。

倘相關合約訂明之責任獲解除、註銷或屆滿，則終止確認金融負債。已終止確認之金融負債賬面值與已付代價之差額於損益內確認。

#### (h) 金融資產

當一項金融資產的購買或出售是根據合約條款的要求在相關市場所確立的時間限度內交付，則該項金融資產應在交易日予以確認及終止確認，並以其公平值加上直接應佔的交易成本進行初始計量，惟按公平值於損益列賬的金融資產除外。

##### *貸款及應收款項*

貸款及應收款項指在活躍市場中沒有報價、並有固定或可確定的付款額之非衍生金融資產。該等資產使用實際利率法(利息無關重要之短期應收款項除外)按攤銷成本減任何減值或不可收回扣款列賬。一般而言，貿易及其他應收款項、銀行結餘及現金歸入此類別。

本集團將其金融資產分類為貸款及應收款項。分類取決於取得金融資產的目的。管理層在初始確認時確定其金融資產的分類。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (i) Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

#### (j) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

#### (k) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### (l) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

### 4. 主要會計政策(續)

#### (i) 貿易及其他應收款項

貿易應收款項為在日常業務過程中向客戶銷售商品或服務而應收客戶的款項。倘貿易及其他應收款項預期將於一年或一年以內收回(或更長但在正常業務經營週期內)，則分類為流動資產；否則，呈列為非流動資產。

貿易及其他應收款項初步按公平值確認，其後按實際利率法以攤銷成本扣除減值撥備計量。

#### (j) 現金及現金等價物

就現金流量表而言，現金及現金等價物指銀行現金及手頭現金、銀行及其他金融機構的活期存款，以及可隨時兌換為已知金額及存在非重大價值變動風險的短期高流通性投資。須按要求償還並構成本集團現金管理的整體一部分的銀行透支亦入賬列作現金及現金等價物部分。

#### (k) 金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排的內容及香港財務報告準則項下金融負債和權益工具的定義分類。權益工具乃證明於經扣除其所有負債後顯示本集團資產的剩餘權益的任何合約。下文載列就特定金融負債及權益工具採納的會計政策。

#### (l) 借款

借款初步按公平值(扣除已產生的交易成本)確認，其後以實際利息法按攤銷成本計量。

除非本集團具無條件權利將負債還款期遞延至報告期末後至少12個月，否則借款將被劃分為流動負債。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (m) Trade and other payables

Trade and other payables are stated initially at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (n) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### (o) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

##### (i) Sales of goods

Revenue from the sales of goods is recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

##### (ii) Service revenue

Service revenue comprises revenue from (1) provision of solution services; (2) maintenance and other services; and (3) software licensing income.

Revenue from provision of solution services is recognised when relevant services are delivered to customers.

Income from maintenance and other services is recognised on a straight-line basis over the term of the maintenance and other service contracts. Payments received or receivable in respect of maintenance and other services which have not been completed on or before the end of the reporting period are shown in the statement of financial position as deferred income.

Software licensing income is recognised on an accrual basis in accordance with the terms and conditions of the licensing agreement.

##### (iii) Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

### 4. 主要會計政策(續)

#### (m) 貿易及其他應付款項

貿易及其他應付款項初步按公平值列賬，其後採用實際利率法按攤銷成本計量，除非貼現影響甚微，於此情況下，則以成本列賬。

#### (n) 權益工具

本公司所發行的權益工具按已收所得款項扣除直接發行成本入賬。

#### (o) 收益確認

收益按已收或應收代價的公平值計量，並於經濟利益可能流向本集團及收益金額能可靠計量時確認。

##### (i) 貨品銷售

貨品銷售的收益於所有權的重大風險及回報轉移時(一般指貨品交付及所有權轉移予客戶時)確認。

##### (ii) 服務收益

服務收益包括來自(1)提供解決方案服務；(2)維護及其他服務；及(3)軟件許可收入的收益。

提供解決方案服務的收益於有關服務交付予客戶時確認。

維護及其他服務的收入按直線法在維護及其他服務合約的期限確認。就尚未於報告期末或之前完成的維護及其他服務，已收或應收的款項在財務狀況表中列為遞延收入。

軟件許可收入根據許可協議的條款及條件按應計基礎確認。

##### (iii) 利息收入

利息收入按時間比例基準使用實際利率法確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (p) Employee benefits

##### (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### (ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

##### (iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

#### (q) 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 capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

### 4. 主要會計政策(續)

#### (p) 僱員福利

##### (i) 僱員應享假期

僱員的年假及長期服務假期於僱員應享有時予以確認。截至報告期末，僱員所提供的服務而產生的年假及長期服務假期的估計負債已計提撥備。

僱員的病假及產假於僱員休假時方會確認。

##### (ii) 退休金責任

本集團為所有僱員提供定額供款退休計劃。本集團及僱員對計劃的供款乃按僱員的基本薪金的百分比計算。在損益內扣除的退休福利計劃成本乃指本集團應付該等基金的供款。

##### (iii) 離職福利

離職福利於本集團再無能力撤銷提供該等福利時或本集團確認重組成本並涉及支付離職福利時(以較早者為準)確認。

#### (q) 借款成本

直接用作購入、建造或生產合資格資產(即需要相當長期間以達致其擬定用途或銷售的資產)的借款成本會資本化作為該等資產的部分成本，直至資產大致準備妥當以用作其擬定用途或銷售。特定用於合資格資產的借款在其尚未支銷時用作短暫投資所賺取的投資收入，乃於合資格資本化的借款成本內扣除。

倘一般性借入資金用於獲取一項合資格資產，合資格資本化的借款成本金額乃按該資產支銷的資本化率釐定。資本化率為適用於本集團於期內未償還借款的加權平均借款成本，不包括為取得合資格資產而專門借入的借款。

所有其他借款成本均於產生期間於損益內確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (r) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes 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 the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on 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.

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 is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

### 4. 主要會計政策(續)

#### (r) 稅項

所得稅指即期稅項及遞延稅項之總額。

即期應付稅項乃根據本年度之應課稅溢利計算。應課稅溢利與於損益內確認的溢利有所不同，乃由於其不包括其他年度的應課稅或可扣減收入或開支項目，且其亦不包括毋須課稅或不可扣減項目。本集團有關即期稅項之負債乃採用於報告期末已實行或實質已實行之稅率計算。

遞延稅項乃指在財務報表內資產及負債之賬面值與採用應課稅溢利計算之相應稅基之差額。遞延稅項負債一般按所有應課稅暫時差額確認入賬，而遞延稅項資產則會在預期應課稅溢利可供作抵銷可予扣減暫時差額、未動用稅項虧損或未動用稅項抵免時確認入賬。倘暫時差額乃因商譽或首次確認不影響應課稅溢利或會計溢利之交易(業務合併除外)中之其他資產及負債而產生，則不會確認有關資產及負債。

於附屬公司之投資而產生之應課稅暫時差額確認為遞延稅項負債，惟倘本集團可控制暫時差額之撥回，並預期該暫時差額將不會在可見將來撥回者除外。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並調低至預期將不可能有充裕之應課稅溢利以收回所有或部分資產。

遞延稅項乃根據於報告期末已實行或實質實行之稅率，按預期在負債償還或資產變現期間適用之稅率計算。遞延稅項乃自損益中確認，惟倘遞延稅項相關之項目於其他全面收益確認或直接於權益確認時，則在此情況下亦會於其他全面收益或直接於權益確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (r) Taxation (continued)

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

#### (s) Related parties

A related party is a person or entity that is related to the Group.

(A) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or of a parent of the Company.

(B) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

### 4. 主要會計政策(續)

#### (r) 稅項(續)

遞延稅項資產及負債之計量反映按照本集團預期於報告期末可收回或結算其資產及負債之賬面值而得出之稅務結果。

當存在法律上可強制執行權利以將即期稅項資產與即期稅項負債抵銷，並且當涉及與同一稅務機關所徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可互相對銷。

#### (s) 關聯方

關聯方指與本集團有關的人士或實體。

(A) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：

- (i) 控制或共同控制本集團；
- (ii) 對本團有重大影響；或
- (iii) 為本公司或本公司母公司的主要管理層成員。

(B) 倘符合下列任何條件，即實體與本集團有關連：

- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體之所屬集團旗下成員公司之聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 該實體為本集團或與本集團有關連之實體就僱員福利設立的離職福利計劃。倘本集團本身為該計劃，則發起之僱主亦與本集團有所關連。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (s) Related parties (continued)

- (B) An entity is related to the Group if any of the following conditions applies: (continued)
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group which it is a part, provides key management personnel services to the Company or to a parent of the Company.

#### (t) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

### 4. 主要會計政策 (續)

#### (s) 關聯方 (續)

- (B) 倘符合下列任何條件，即實體與本集團有關連：(續)
- (vi) 該實體受(A)所識別人士控制或受其共同控制。
- (vii) 於(A)(i)所識別人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 向本公司或本公司的母公司提供關鍵管理人員服務的實體或其所屬集團的任何成員公司。

#### (t) 非金融資產減值

非金融資產的賬面值於各報告日進行檢討，以檢視是否有跡象發生減值，如果資產發生減值，則通過綜合損益表將其撇減至其估計可收回金額，撇減金額為開支。可收回金額按單項資產確認，除非該資產不能產生基本上獨立於其他資產或資產組所產生的現金流入。在這種情況下，可確定該資產所屬的現金產生單位的可收回金額。可收回金額為單項資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者。

使用價值是資產／現金產生單位的估計未來現金流量的現值。現值使用反映貨幣時間價值及資產／現金產生單位特定風險的稅前折現率計算。

現金產生單位的減值虧損應當先分攤至單位中的商譽，再按比例分配攤至現金產生單位的其他資產。由於估計變動而導致的其後可收回金額增加按所撥回的減值額計入損益。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (u) Impairment of financial assets

At the end of each reporting period, the Group assesses whether its financial assets (other than those at fair value through profit or loss) are impaired, based on objective evidence that, as a result of one or more events that occurred after the initial recognition, the estimated future cash flows of the (group of) financial asset(s) have been affected.

For trade receivables that are assessed not to be impaired individually, the Group assesses them collectively for impairment, based on the Group's past experience of collecting payments, an increase in the delayed payments in the portfolio, observable changes in economic conditions that correlate with default on receivables, etc.

Only for trade receivables, the carrying amount is reduced through the use of an allowance account and subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For all other financial assets, the carrying amount is directly reduced by the impairment loss.

For financial assets measured at amortised cost, if the amount of the impairment loss decreases in a subsequent period and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed (either directly or by adjusting the allowance account for trade receivables) through profit or loss. However, the reversal must not result in a carrying amount that exceeds what the amortised cost of the financial asset would have been had the impairment not been recognised at the date the impairment is reversed.

### 4. 主要會計政策(續)

#### (u) 金融資產減值

於各報告期末，本集團會根據客觀證據(即(一組)金融資產之估計未來現金流量由於初始確認後發生的一項或多項事件而受到影響)評估其金融資產(按公平值計量且其變動計入損益的金融資產除外)有否減值。

至於個別評估並無減值的貿易應收款項，本集團會根據本集團的過往收款經驗、投資組合內延遲還款之增加、與應收款項違約情況有關的經濟狀況出現可觀察變動，共同評估有否減值。

僅會就貿易應收款項之賬面值使用撥備賬扣減，而其後收回之前已撇銷之數額乃計入撥備賬。撥備賬之賬面值變動於損益內確認。

至於所有其他金融資產，賬面值會直接按減值虧損作出扣減。

就按攤銷成本計量的金融資產而言，倘減值虧損之金額於其後期間減少，而該減少可以客觀地與確認減值後發生的一項事件有關，則先前已確認的減值虧損透過損益撥回(直接或透過調整貿易應收款項之撥備賬)。然而，撥回不得導致該項金融資產於撥回減值當日之賬面值高於倘無確認減值之攤銷作本。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (v) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

#### (w) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

#### Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

##### *Recognition of costs for the Listing*

The management determines the allocation and classification of relevant costs incurred for Listing among (i) profit or loss as listing expenses; and (ii) equity as a reduction of share premium based on its judgement on whether such costs are (i) costs for the Company to obtain the listing status or (ii) incremental costs for the Company to raise additional funds from the issue of new shares, respectively. During the year ended 31 March 2018, costs attributable to obtaining the listing status of approximately HK\$12,238,000 were charged to profit or loss.

### 4. 主要會計政策(續)

#### (v) 撥備及或然負債

當本集團因已發生的事件須承擔現有之法律或推定責任，而履行責任時有可能導致經濟利益流出時，並可作出估計責任金額的情況下，須對該等在時間或金額之不確定負債確認撥備。倘金額之時間價值為重要因素，則撥備之金額乃按預期用於解除該責任之支出之現值列賬。

倘經濟利益流出的機會不大，或其金額無法可靠估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可能承擔之責任，即是否出現將取決於日後是否會發生一宗或多宗事件，除非經濟利益流出之可能性極低，否則該等責任亦披露為或然負債。

#### (w) 報告期後事項

為本集團於報告期末之狀況提供額外資料或顯示持續經營假設並不適合之報告期後事項均屬於調整事項，並於財務報表內反映。並非調整事項之重大報告期後事項則於財務報表附註中披露。

### 5. 關鍵判斷及主要估計

#### 應用會計政策的關鍵判斷

於應用會計政策的過程中，董事已作出以下對綜合財務報表確認之金額有最重大影響的判斷(該等涉及估計者除外，下文將對此進行處理)。

##### *確認上市成本*

管理層根據其判斷分別就有關成本是否為(i)本公司獲取上市地位的成本或(ii)本公司自發行新股份籌集額外資金的增量成本釐定上市產生的相關成本的分配及分類，並各分配至(i)損益(作為上市開支)及(ii)權益(以沖減股份溢價)。於截至2018年3月31日止年度，獲取上市地位應佔成本約12,238,000港元已計入損益。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

#### Key sources of estimation uncertainty

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, are discussed below.

(a) *Useful lives and residual values of property, plant and equipment and intangible assets (other than goodwill)*

The Group determines the estimated useful lives, residual values and related depreciation/amortisation charges for the Group's property, plant and equipment and intangible assets. These estimates are based on the historical experience of the actual useful lives and residual values of property, plant and equipment and intangible assets of similar nature and functions. The Group will revise the depreciation/amortisation charges where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable/amortisable lives of the Group's property, plant and equipment and intangible assets and therefore depreciation/amortisation in the future periods.

The carrying amount of property, plant and equipment and intangible assets as at 31 March 2018 were approximately HK\$1,036,000 and HK\$168,000 (2017: HK\$937,000 and HK\$216,000) respectively.

(b) *Income taxes*

The Group is subject to income taxes in numerous jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

During the year, approximately HK\$3,222,000 (2017: HK\$2,904,000) of income tax was charged to profit or loss based on the estimated assessable profits.

### 5. 關鍵判斷及主要估計(續)

#### 估計不確定性的主要來源

下文討論有關未來的主要假設及於報告期末的其他不確定估計的主要來源，而該等假設及不確定估計存在導致下一財政年度的資產及負債賬面值須作出重大調整的重大風險。

(a) *物業、廠房及設備以及無形資產(商譽除外)的可使用年期及剩餘價值*

本集團為本集團物業、廠房及設備以及無形資產釐定估計可使用年期、剩餘價值及有關折舊／攤銷費用。該等估計以性質及功能相似的物業、廠房及設備以及無形資產的實際可使用年期及剩餘價值的過往經驗為基準。倘可使用年期及剩餘價值與先前估計不同，則本集團將修訂折舊／攤銷，或撤銷或撤減已廢棄的技術過時或非策略性資產。實際經濟年期可能有別於估計的可使用年期。定期檢討可使本集團的物業、廠房及設備以及無形資產可折舊／攤銷年期出現變動，因而未來期間的折舊／攤銷亦會出現變動。

於2018年3月31日，物業、廠房及設備以及無形資產的賬面值分別約為1,036,000港元及168,000港元(2017年：937,000港元及216,000港元)。

(b) *所得稅*

本集團在多個司法權區須繳付所得稅。於釐定所得稅撥備時須作出重大估計。日常業務過程中有大量交易及計算不能明確地作最終稅項釐定。倘該等事宜的最終評稅結果有別於初步記錄的數額，則有關差額會影響釐定有關數額期內的所得稅及遞延稅項撥備。

於本年度，所得稅約3,222,000港元(2017年：2,904,000港元)按估計應課稅溢利自損益扣除。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

#### Key sources of estimation uncertainty (continued)

(c) *Warranty provision*

The Group generally offers six months to one year warranty for its products sold. Management estimates the related provision for future warranty claims based on historical warranty claim information, as well as recent trends that might suggest that past cost information may differ from future claims. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

No warranty provision has been made for the year ended 31 March 2018 (2017: Nil).

(d) *Allowance for inventories*

Allowance for inventories is made based on the ageing, change in the market conditions and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

During the year, allowance of approximately HK\$99,000 made in prior years against inventories was reversed (2017: allowance for inventories of approximately HK\$316,000). As a result, there was an increase in the net realisable value of inventories.

### 5. 關鍵判斷及主要估計 (續)

#### 估計不確定性的主要來源 (續)

(c) *保修撥備*

本集團通常就其產品授出六個月至一年的保修期。管理層按過往的保修索賠資料，以及可能顯示過往的成本資料或有異於未來索賠的近期趨勢估計未來保修索賠的相關撥備。估計基準乃按持續基準審閱，並於適當時進行修訂。

截至2018年3月31日止年度，概無計提保保修撥備(2017年：零)。

(d) *存貨撥備*

存貨撥備乃基於賬齡、市況變動及存貨的估計可變現淨值作出。評估撥備金額涉及判斷及估計。倘日後實際結果與原有估計不同，有關差異將影響發生有關估計變更的期內存貨及撥備扣減/撥回之賬面值。

於本年度，過往年度就存貨作出的撥備約99,000港元(2017年：存貨撥備約316,000港元)已獲撥回。因此，存貨的可變現淨值有所增加。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, interest rate risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### (a) Foreign currency risk

The functional currency of the Group's entities are principally denominated in HK\$, Renminbi ("RMB") and Macau Pataca ("MOP"). The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currency of respective Group's entities such as United States dollars ("US\$") and RMB.

The directors of the Company is of the opinion that the HK\$ is pegged against the US\$ and MOP and the risk of movements in exchange rates between HK\$ and US\$; and HK\$ and MOP to be insignificant. Accordingly, no sensitivity analysis is performed on the movements in exchange rates between HK\$ and US\$; and HK\$ and MOP. Whilst, the sensitivity analysis of the Group's foreign currency risk exposure in respect of RMB is set out below:

		Functional currency strengthened/ (weakened) by 功能貨幣 升值/(貶值)	(Decrease)/ increase in consolidated profit after tax 除稅後綜合溢利 (減少)/增加 HK\$'000 千港元
Year ended 31 March 2017	截至2017年3月31日止年度	5%/(5%)	(6)/6 (Note) (附註)
<b>Year ended 31 March 2018</b>	<b>截至2018年3月31日止年度</b>	<b>5%/(5%)</b>	<b>7/(7) (Note) (附註)</b>

Note: This is mainly a result of foreign exchange gain/(loss) on bank deposits, trade and other receivables, trade and other payables denominated in RMB.

The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

### 6. 財務風險管理

本集團的業務須承受多項財務風險：外幣風險、信貸風險、利率風險及流動資金風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，旨在盡可能減低對本集團財務表現構成的潛在不利影響。

#### (a) 外幣風險

本集團各實體的功能貨幣主要以港元、人民幣（「人民幣」）及澳門幣（「澳門幣」）計值。由於本集團的部分業務交易、資產及負債乃以集團實體各自的功能貨幣以外的貨幣（如美元「美元」）及人民幣為單位，故本集團須面對若干外幣風險。

本公司董事認為，港元與美元及澳門幣掛鉤，而港元兌美元及港元兌澳門幣的匯率變動風險甚微。因此，並無對港元兌美元及港元兌澳門幣的匯率變動進行敏感度分析。同時，本集團就人民幣而面對的外幣風險的敏感度分析載列如下：

附註：此乃主要由於以人民幣計值的銀行存款、貿易及其他應收款項以及貿易及其他應付款項所產生的匯兌收益/(虧損)。

本集團目前並無就外幣交易、資產及負債制訂任何外幣對沖政策。本集團密切監察其外幣風險，並於有需要時考慮對沖重大外幣風險。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (continued)

#### (b) Credit risk

The carrying amounts of trade receivables, deposits and bank balances included in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

The Group has no concentration of credit risk.

The Group has policies in place to ensure that sales are made to customers with an appropriate credit history. The credit quality of the counterparties in respect of trade and other receivables is assessed by taking into account their financial position, credit history and other factors. Given the constant repayment history, the directors are of the opinion that the risk of default by these counterparties is low.

The credit risk on bank balances are limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies and large state-controlled banks in the PRC.

#### (c) Interest rate risk

The Group's finance lease payables bear interests at fixed interest rates and therefore are subject to fair value interest rate risks.

The Group's exposure to interest-rate risk arises from its bank deposits and borrowings. These bank deposits and borrowings bear interests at floating rates varied with the then prevailing market condition.

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of reporting period, its income and operating cash flows are substantially independent of changes in market interest rates.

### 6. 財務風險管理 (續)

#### (b) 信貸風險

本集團計入綜合財務狀況表的貿易應收款項、存款及銀行結餘的賬面值，乃指本集團就其金融資產承擔的最高信貸風險。

本集團並無集中信貸風險。

本集團已制訂政策以確保銷售乃向擁有適當信貸記錄之客戶作出。貿易及其他應收款項的對手方的信貸質素乃經考慮其財務狀況、信貸歷史及其他因素而予以評估。鑑於持續的還款記錄，董事認為該等對手方的違約風險偏低。

銀行結餘的信貸風險有限，原因是對手方均為獲國際信貸評級機構給予高度信貸評級的銀行及中國大型國有銀行。

#### (c) 利率風險

本集團的融資租賃應付款項乃按固定利率計息，因此承受公平值利風險。

本集團面臨的利率風險來自銀行存款及借款。該等銀行存款及借款按隨當時現行市況變化的浮動利率計息。

除上述者外，本集團於報告期末並無其他重大計息資產及負債，其收入及經營現金流量大致上獨立於市場利率的變動。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (continued)

#### (d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of each reporting period of the Group's bank borrowings, finance lease payables and other financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

*Financial liabilities subject to a repayment on demand clause or repayable on demand*

Bank borrowings

銀行借款

### 6. 財務風險管理(續)

#### (d) 流動資金風險

本集團的政策為定期監察現時及預期的流動資金需要，以確保其維持足以應付短期及較長期流動資金需求的現金儲備。

下表顯示本集團的銀行借款、融資租賃應付款項及其他金融負債，於各報告期末的餘下訂約到期情況，乃按未折現現金流量(包括使用訂約利率或(若為浮息)報告日期的即期利率計算的利息支出)及本集團可支付的最早還款日期計算。

本集團按合約性未折現現金流量的非衍生金融負債到期分析如下：

*受按要求償還條款規限或按要求償還的金融負債*

	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Bank borrowings	—	1,450

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (continued)

#### (d) Liquidity risk (continued)

Financial liabilities not subject to a repayment on demand clause or repayable on demand

		Less than 1 year 少於1年 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Between 2 and 5 years 2至5年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 March 2018</b>	<b>於2018年3月31日</b>				
Trade payables	貿易應付款項	2,377	-	-	2,377
Other payables and accrued expenses	其他應付款項及應計費用	4,287	-	-	4,287
<b>At 31 March 2017</b>	<b>2017年3月31日</b>				
Trade payables	貿易應付款項	2,132	-	-	2,132
Other payables and accrued expenses	其他應付款項及應計費用	2,786	-	-	2,786
Finance lease payables	融資租賃應付款項	44	-	-	44

Bank borrowings with a repayment on demand clause are included in the "Financial liabilities subject to a repayment on demand clause or repayable on demand" above. As at 31 March 2017, the aggregate undiscounted principal amounts of import/export loans amounted to approximately HK\$1,450,000. Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such import/export loans will be repaid within one year after the end of each reporting period in accordance with the scheduled repayment dates set out in the loan agreements. Based on respective loan agreements, the Group's bank borrowings as at 31 March 2017 was repayable within one year. As at 31 March 2017, the aggregate principal and interest cash outflows of import/export loans amounting to approximately HK\$1,480,000.

### 6. 財務風險管理 (續)

#### (d) 流動資金風險 (續)

不受按要求償還條款規限或按要求償還的金融負債

含有按要求償還條款的銀行借款計入上述的「受按要求償還條款規限或按要求償還的金融負債」。於2017年3月31日，進出口貸款的未折現金總額約1,450,000港元。考慮到本集團的財務狀況，董事認為銀行不大可能行使其酌情權要求即時償還。董事相信，有關進出口貸款將根據貸款協議所載計劃還款日期於各報告期末後一年內償還。基於各貸款協議，本集團於2017年3月31日的銀行借款須於一年內償還。於2017年3月31日，進出口貸款的本金及利息現金流出總額約為1,480,000港元。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (continued)

#### (e) Categories of financial instruments at 31 March

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Financial assets:</b>	<b>金融資產：</b>		
Loan and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等價物)	89,556	23,157
<b>Financial liabilities:</b>	<b>金融負債：</b>		
Financial liabilities at amortised costs	按攤銷成本列賬的金融負債	6,664	6,368

#### (f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

### 7. SEGMENT INFORMATION

The Group has two reportable segments as follows:

- Sales of biometrics identification devices, security products and other accessories.
- Provision of auxiliary and other services includes (i) maintenance, installation and solution services; and (ii) software licensing.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include other income, finance costs, unallocated costs, which comprise selling and distribution expenses, corporate administrative and other expenses, and income tax expense.

Segment assets and liabilities are not presented in the consolidated financial statements as they are not regularly reviewed by the Group's directors.

### 6. 財務風險管理(續)

#### (e) 3月31日的金融工具類別

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Financial assets:</b>	<b>金融資產：</b>		
Loan and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等價物)	89,556	23,157
<b>Financial liabilities:</b>	<b>金融負債：</b>		
Financial liabilities at amortised costs	按攤銷成本列賬的金融負債	6,664	6,368

#### (f) 公平值

本集團的金融資產及金融負債於綜合財務狀況表反映的賬面值與其各自的公平值相若。

### 7. 分部資料

本集團的兩個可呈報分部如下：

- 售生物特徵識別裝置、保安產品及其他配件
- 提供配套及其他服務，包括(i)維護、安裝及解決方案服務；及(ii)軟件許可。

本集團的可呈報分部乃為提供不同產品及服務的策略性業務單位。由於各業務要求不同技術及營銷策略，故各呈報分部乃個別管理。

經營分部的會計政策與綜合財務報表附註4所述者相同。分部溢利或虧損不包括其他收入、財務成本、未分配成本(其中包括銷售及分銷開支、企業行政及其他開支以及所得稅開支)。

分部資產及負債未在綜合財務報表中呈列，乃因為其並不定期由本集團董事審閱。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 7. SEGMENT INFORMATION (continued)

#### (a) Operating segment of the Group

Information about reportable segment profit or loss:

		Sales of biometrics identification devices, security products and other accessories 銷售生物特徵 識別裝置、 保安產品 及其他配件 HK\$'000 千港元	Provision of auxiliary and other services 提供配套及 其他服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended 31 March 2018</b>	<b>截至2018年3月31日止年度</b>			
Revenue from external customers	來自外部客戶的收益	47,912	23,151	71,063
Segment profit	分部溢利	26,495	15,552	42,047
<i>Other segment information:</i>	<i>其他分部資料：</i>			
Depreciation	折舊	-	61	61
<b>Year ended 31 March 2017</b>	<b>截至2017年3月31日止年度</b>			
Revenue from external customers	來自外部客戶的收益	40,825	22,697	63,522
Segment profit	分部溢利	21,147	16,870	38,017
<i>Other segment information:</i>	<i>其他分部資料：</i>			
Depreciation	折舊	-	63	63

Reconciliations of reportable segment and profit or loss:

可呈報分部損益的對賬：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Profit or loss:</b>	<b>損益：</b>		
Total profit of reportable segments	可呈報分部的溢利總額	42,047	38,017
Other income	其他收入	230	94
Selling and distribution costs	銷售及分銷成本	(5,121)	(4,826)
Corporate administrative and other expenses	企業行政及其他開支	(29,645)	(16,715)
Finance costs	財務成本	(75)	(142)
Income tax expense	所得稅開支	(3,222)	(2,904)
Consolidated profit for the year	年內綜合溢利	4,214	13,524

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 7. SEGMENT INFORMATION (continued)

#### (b) Geographical information

Information about the Group's non-current assets based on the geographical location is presented as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Hong Kong	香港	1,198	1,145
PRC	中國	6	8
Consolidated total	綜合總計	<b>1,204</b>	1,153

Non-current assets include property, plant and equipment and intangible assets.

Information about the Group's revenue from external customers presented based on the geographical location where the Group operates is as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Hong Kong	香港	56,930	49,625
PRC	中國	7,405	6,833
Macau	澳門	6,728	7,064
Consolidated total	綜合總計	<b>71,063</b>	63,522

#### (c) Information about major customers

During the year, no transaction with a single customer amounts to 10% or more of the Group's revenue (2017: Nil). Accordingly, no major customer is presented.

### 7. 分部資料(續)

#### (b) 地區資料

有關本集團按所處地區位置之非流動資產資料呈列如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Hong Kong	香港	1,198	1,145
PRC	中國	6	8
Consolidated total	綜合總計	<b>1,204</b>	1,153

非流動資產包括物業、廠房及設備以及無形資產。

有關本集團按經營所處地區位置之來自外部客戶的收益資料呈列如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Hong Kong	香港	56,930	49,625
PRC	中國	7,405	6,833
Macau	澳門	6,728	7,064
Consolidated total	綜合總計	<b>71,063</b>	63,522

#### (c) 有關主要客戶的資料

於本年度，並無與單一客戶進行的交易佔本集團收益10%或以上(2017年：零)。因此，並無呈列主要客戶。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 8. REVENUE

Revenue represents the invoiced values of goods sold and service rendered, after allowances for returns and discounts. An analysis of the Group's revenue for the year is as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Sales of biometrics identification devices, security products and other accessories	銷售生物特徵識別裝置、保安產品及其他配件	47,912	40,825
Provision of auxiliary and other services	提供配套及其他服務	23,151	22,697
		<b>71,063</b>	<b>63,522</b>

### 8. 收益

收益指所售貨品及提供服務經扣除退貨及折扣後的發票值。本集團年內收益的分析如下：

### 9. OTHER INCOME

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Interest income	利息收入	4	3
Gain on disposals of property, plant and equipment	出售物業、廠房及設備收益	212	67
Others	其他	14	24
		<b>230</b>	<b>94</b>

### 9. 其他收入

### 10. FINANCE COSTS

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Interest on import/export loans	進出口貸款利息	75	138
Finance lease charges	融資租賃費用	-	4
		<b>75</b>	<b>142</b>

### 10. 財務成本

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 11. PROFIT BEFORE TAX

The Group's profit before tax is stated after charging/(crediting) the following:

Amortisation of intangible assets (note 18)	無形資產攤銷(附註18)		
Depreciation of property, plant and equipment (note 17)	物業、廠房及設備折舊(附註17)		
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
— Salaries, bonus, allowances and other benefits in kind	— 薪金、花紅、津貼及其他實物利益		
— Commission	— 佣金		
— Retirement benefits scheme contributions	— 退休福利計劃供款		
Write off of property, plant and equipment	撇銷物業、廠房及設備		
Gain on disposals of property, plant and equipment	出售物業、廠房及設備收益		
Cost of inventories sold	已售存貨成本		
Foreign exchange losses, net	匯兌虧損淨額		
Listing expenses	上市開支		
Operating lease charges in respect of premises	物業之經營租賃支出		
Auditors' remuneration	核數師酬金		
(Reversal of allowance)/allowance for inventories	存貨(撥備撥回)/撥備		

Notes:

- (a) Depreciation of property, plant and equipment of approximately HK\$61,000 (2017: HK\$63,000) for the year ended 31 March 2018 is included in cost of sales.
- (b) Included in staff cost:
- (i) approximately HK\$4,311,000 for the year ended 31 March 2018 (2017: HK\$3,799,000) is included in cost of sales; and
- (ii) approximately HK\$78,000 for the year ended 31 March 2017 is capitalised, as intangible assets.
- (c) Included in operating lease charges in respect of premises of approximately HK\$360,000 for the year ended 31 March 2018 (2017: HK\$360,000) is included in salaries, bonus, allowances and other benefits in kind of staff costs.

### 11. 除稅前溢利

本集團除稅前溢利乃經扣除/(計入)以下各項後列賬：

Notes	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
	48	27
(a)	589	418
(b)		
(c)	18,201	15,428
	1,183	698
	1,074	894
	20,458	17,020
	—	2
	(212)	(67)
	22,613	20,683
	121	18
	12,238	1,810
(c)	1,787	1,716
	300	504
	(99)	316

附註：

- (a) 截至2018年3月31日止年度，物業、廠房及設備折舊同約61,000港元(2017年：63,000港元)計入銷售成本。
- (b) 計入員工成本：
- (i) 截至2018年3月31日止年度約4,311,000港元(2017年：3,799,000港元)計入銷售成本；及
- (ii) 截至2017年3月31日止年度約78,000港元資本化為無形資產。
- (c) 截至2018年3月31日止年度，物業之經營租賃支出約360,000港元(2017年：360,000港元)計入員工成本內薪金、花紅、津貼及其他實物利益。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 12. INCOME TAX EXPENSE

Current tax — Hong Kong Profits Tax	即期稅項 — 香港利得稅		
Provision for the year	年內撥備	3,138	2,932
Over-provision in prior years	過往年度超額撥備	(71)	(60)
		<b>3,067</b>	<b>2,872</b>
Macao Complementary Tax	澳門所得補充稅		
Provision for the year	年內撥備	155	54
Over-provision in prior years	過往年度超額撥備	—	(22)
		<b>155</b>	<b>32</b>
Total tax charge for the year	年內稅務費用總額	<b>3,222</b>	<b>2,904</b>

The Group is not subject to taxation in the Cayman Islands and the British Virgin Islands.

Hong Kong Profits Tax has been provided at the rate of 16.5% (2017: 16.5%) during the year on the estimated assessable profits arising in or derived from Hong Kong.

For the Group's subsidiary established and operated in the PRC is subject to PRC Enterprise Income Tax at the rate of 25% (2017: 25%) during the year. No PRC Enterprise Income Tax has been provided as the Group's PRC subsidiary either did not generate any assessable profits during the years ended 31 March 2018 and 2017.

For the Group's subsidiary established and operated in Macau is subject to Macao Complementary Tax, under which taxable income of up to MOP600,000 is exempted from taxation with taxable income beyond this amount to be taxed at the rate of 12% for the years ended 31 March 2018 and 2017.

### 12. 所得稅開支

	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Current tax — Hong Kong Profits Tax		
Provision for the year	3,138	2,932
Over-provision in prior years	(71)	(60)
	<b>3,067</b>	<b>2,872</b>
Macao Complementary Tax		
Provision for the year	155	54
Over-provision in prior years	—	(22)
	<b>155</b>	<b>32</b>
Total tax charge for the year	<b>3,222</b>	<b>2,904</b>

本集團毋須繳納開曼群島及英屬處女群島的稅項。

於本年度，香港利得稅已就於香港產生的估計應課稅溢利按稅率 16.5% (2017: 16.5%) 計提撥備。

於本年度，本集團在中國成立及經營的附屬公司須按稅率 25% (2017 年: 25%) 繳納中國企業所得稅。概無計提中國企業所得稅，乃因為本集團的中國附屬公司於截至 2018 年及 2017 年 3 月 31 日止年度並無產生任何應課稅溢利。

本集團在澳門成立及經營的附屬公司須繳納澳門所得補充稅，截至 2018 年及 2017 年 3 月 31 日止年度，應課稅收入低於 600,000 澳門幣獲豁免，而應課稅收入高於 600,000 澳門幣的部分則按稅率 12% 計算稅金。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 12. INCOME TAX EXPENSE (continued)

The reconciliation between the income tax expense and the product of profit before tax multiplied by the Hong Kong Profits Tax rate of the Group is as follows:

### 12. 所得稅開支(續)

所得稅開支與除稅前溢利乘以本集團香港利得稅率所  
得出之數額的對賬如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Profit before tax	除稅前溢利	7,436	16,428
Tax at the domestic tax rate of 16.5% (2017: 16.5%)	按本地稅率 16.5% (2017年：16.5%) 計算的稅項	1,227	2,711
Tax effect of income that is not taxable	不課稅收入的稅務影響	(96)	(107)
Tax effect of expenses that are not deductible	不獲扣減開支的稅務影響	2,240	411
Tax effect of temporary differences not recognised	未確認暫時差額的稅務影響	(16)	(45)
Tax effect of utilisation of tax losses not previously recognised	動用過往未確認稅務虧損的稅務影響	(32)	-
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	42	34
Over-provision in prior years	過往年度超額撥備	(71)	(82)
Effect of different tax rates of subsidiaries	附屬公司不同稅率的影響	(72)	(18)
Income tax expense for the year	年內所得稅開支	3,222	2,904

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

#### (a) Directors' emoluments

The emoluments paid or payable in respect a person's services as a director, whether of the Company, or its subsidiaries undertaking were as follows:

For the year ended 31 March 2018

### 13. 董事及僱員酬金

#### (a) 董事酬金

已付或應付就出任本公司或其附屬公司業務之董事之人士之酬金如下：

截至2018年3月31日止年度

		Salaries and allowances	Discretionary bonus	Other benefits in kind 其他 實物利益	Retirement benefits scheme contributions 退休福利 計劃供款	Total	
	Fees	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	袍金	薪金及津貼	酌情花紅	其他 實物利益	退休福利 計劃供款	總計	
	千港元	千港元	千港元	千港元	千港元	千港元	
<b>Executive directors</b>	<b>執行董事</b>						
Mr. Yuen Kwok Wai, Tony ("Mr. Tony Yuen")	阮國偉先生 (「阮國偉先生」)	-	660	232	361	18	1,271
Ms. Yuen Mei Ling, Pauline ("Ms. Pauline Yuen")	阮美玲女士 (「阮美玲女士」)	-	804	145	-	18	967
Ms. Sun Ngai Chu, Danielle	孫毅珠女士	-	240	-	-	12	252
<b>Non-executive director</b>	<b>非執行董事</b>						
Mr. Yam Chiu Fan, Joseph (i)	任超凡先生(i)	240	-	-	-	12	252
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Mr. Hui Man Ho (ii)	許文浩先生(ii)	15	-	-	-	-	15
Mr. Chung Billy (ii)	鍾定縉先生(ii)	15	-	-	-	-	15
Mr. Mui Pak Kuen (ii)	梅栢權先生(ii)	15	-	-	-	-	15
		285	1,704	377	361	60	2,787

Notes:

(i) Redesignated as a non-executive director on 1 April 2017

(ii) Appointed on 18 January 2018

附註：

(i) 於2017年4月1日獲調任為非執行董事

(ii) 於2018年1月18日獲委任

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

#### (a) Directors' emoluments (continued)

For the year ended 31 March 2017

		Fees	Salaries and allowances	Discretionary bonus	Other benefits in kind	Retirement benefits scheme contributions	Total
	袍金	薪金及津貼	酌情花紅	其他實物福利	退休福利計劃供款	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	
<b>Executive directors</b>	<b>執行董事</b>						
Mr. Tony Yuen	阮國偉先生	-	588	43	368	18	1,017
Ms. Pauline Yuen	阮美玲女士	-	744	123	-	18	885
Ms. Sun Ngai Chu, Danielle	孫毅珠女士	-	240	-	-	12	252
Mr. Yam Chiu Fan, Joseph (i)	任超凡先生(i)	-	240	-	-	12	252
		-	1,812	166	368	60	2,406

There was no arrangement under which a director waived or agreed to waive any emoluments during the years ended 31 March 2018 and 2017.

於截至2018年及2017年3月31日止年度，並無董事放棄或同意放棄任何酬金的安排。

#### (b) Five highest paid individuals

The five highest paid individuals in the Group during the year ended 31 March 2018 included 2 (2017: 2) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 3 (2017: 3) individuals are set out below:

#### (b) 五位最高薪酬人士

截至2018年3月31日止年度，本集團五位最高薪酬人士分別包括2名(2017年：2名)董事，其酬金在上述呈列的分析中反映。其餘3名(2017年：3名)人士的酬金載列如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	2,876	2,009
Performance bonus	表現花紅	142	240
Retirement benefits scheme contributions	退休福利計劃供款	54	54
		<b>3,072</b>	<b>2,303</b>



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

#### (b) Five highest paid individuals (continued)

The emoluments fell within the following band:

Nil to HK\$1,000,000	零至1,000,000港元	2018 2018年	2017 2017年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2	3
		1	–
		3	3

During the years ended 31 March 2018 and 2017, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

#### (c) Senior management's emoluments

Senior management represents the executive directors. The emoluments paid or payable to senior management during the year have been set out in the analysis presented above.

#### (d) Directors' material interests in transactions, arrangements or contracts

Save for disclosed in note 37 to the consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year of at any time during the year.

### 14. DIVIDENDS

Interim dividend of HK\$4,000 per ordinary share paid	已付中期股息每股普通股4,000港元
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The Board does not recommend payment of a final dividend for the year ended 31 March 2018 (2017: Nil).

### 13. 董事及僱員酬金 (續)

#### (b) 五位最高薪酬人士 (續)

屬於下列幅度的酬金：

		Number of individuals 人數	
		2018 2018年	2017 2017年
		2	3
		1	–
		3	3

截至2018年及2017年3月31日止年度，本集團概無向任何董事或最高薪酬人士支付任何酬金作為加盟或加盟本集團後的獎勵或作為離職補償。

#### (c) 高級管理層酬金

高級管理層指執行董事。本年度已付或應付高級管理層的酬金已載於上文呈列的分析。

#### (d) 董事於交易、安排或合約中的重大權益

除綜合財務報表附註37所披露者外，概無本公司為訂約方且本公司董事及董事關連方直接或間接於當中擁有重大權益而與本集團業務有關的重大交易、安排及合約於本年度結束時或本年度任何時間仍然存續。

### 14. 股息

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
		–	8,000

董事會並不建議截至2018年3月31日止年度派付末期股息(2017年：零)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 15. EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the following:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<i>Earnings</i>	<i>盈利</i>		
Earnings for the purpose of calculating basic earnings per share	計算每股基本盈利的盈利	4,214	13,524
		2018 2018年	2017 2017年
<i>Number of shares</i>	<i>股份數目</i>		
Issued ordinary shares at the beginning of year (note)	年初發行的普通股(附註)	600,000,000	600,000,000
Effect of issue of new shares under the share offer (note 29(c))	根據股份發售發行新股份的影響(附註29(c))	25,205,479	-
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	計算每股基本盈利的普通股加權平均數	625,205,479	600,000,000

Note: Issued ordinary shares of the Company at the beginning of year is on the assumption that 600,000,000 ordinary shares, being the number of shares in issue immediately after the completion of share capitalisation as detailed in note 29(b) to the consolidated financial statements, deemed to have been issued since 1 April 2016.

附註：本公司年初的已發行普通股乃假設600,000,000股普通股(即緊隨綜合財務報表附註29(b)詳述的已發行股份)被視為自2016年4月1日起已經發行。

#### (b) Diluted earnings per share

No diluted earnings per share are presented as the Company did not have any dilutive potential ordinary shares outstanding during the years ended 31 March 2018 and 2017.

### 15. 每股盈利

#### (a) 每股基本盈利

每股基本盈利乃基於下列各項計算：

#### (b) 攤薄每股盈利

概無呈列攤薄盈利，因為本公司於截至2018及2017年3月31日止年度並無發行在外的任何攤薄潛在普通股。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 16. RETIREMENT BENEFIT SCHEMES

The Group operates a mandatory provident fund scheme (the “**MPF Scheme**”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group’s contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount of HK\$1,500 (2017: HK\$1,500) per employee and vest fully with employees when contributed into the MPF Scheme.

As stipulated under the relevant rules and regulations in the PRC, the employees of a Group’s subsidiary established in the PRC is a member of a central pension scheme operated by the local municipal government. This subsidiary is required to contribute certain percentage of the employees’ basic salaries and wages to the central pension scheme to fund the retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of this subsidiary. The only obligation of this subsidiary with respect to the central pension scheme is to meet the required contributions under the scheme.

There was no forfeited contribution in respect of the defined contribution plan available at 31 March 2018 and 2017.

### 16. 退休福利計劃

本集團根據香港強制性公積金計劃條例為香港所有合資格僱員運作強制性公積金計劃(「**強積金計劃**」)。本集團對強積金計劃之供款按薪金及工資的5%計算，惟每名僱員每月最高金額為1,500元(2017年：1,500港元)及在向強積金計劃供款時全部歸屬於僱員。

根據中國相關規則及法規，本集團在中國成立的附屬公司的僱員參加地方市政府運作的中央退休金計劃。該附屬公司須向中央退休金計劃按僱員基本薪金及工資的若干百分比供款，以為退休福利提供資金。地方市政府承諾承擔該附屬公司所有現有及未來退休僱員的退休福利責任。該附屬公司就中央退休金計劃的唯一責任為償付計劃項下規定的供款。

於2018年及2017年3月31日並無界定供款計劃的已沒收供款可用。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

		Biometrics				Total
		Furniture and fixtures	identification devices	Motor vehicles	Computer equipment	
		傢俬及裝置	生物特徵 識別裝置	汽車	電腦設備	總計
		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
<b>Cost</b>	<b>成本</b>					
At 1 April 2016	於2016年4月1日	137	313	981	567	1,998
Additions	添置	14	-	972	16	1,002
Disposals	出售	-	-	(100)	-	(100)
Write off	撇銷	-	-	-	(71)	(71)
Exchange realignment	匯兌調整	(2)	-	-	(5)	(7)
At 31 March 2017 and 1 April 2017	於2017年3月31日及 2017年4月1日	149	313	1,853	507	2,822
<b>Additions</b>	<b>添置</b>	<b>50</b>	<b>-</b>	<b>466</b>	<b>171</b>	<b>687</b>
<b>Disposals</b>	<b>出售</b>	<b>-</b>	<b>-</b>	<b>(720)</b>	<b>-</b>	<b>(720)</b>
<b>Exchange realignment</b>	<b>匯兌調整</b>	<b>3</b>	<b>-</b>	<b>-</b>	<b>15</b>	<b>18</b>
<b>At 31 March 2018</b>	<b>於2018年3月31日</b>	<b>202</b>	<b>313</b>	<b>1,599</b>	<b>693</b>	<b>2,807</b>
<b>Accumulated depreciation</b>	<b>累計折舊</b>					
At 1 April 2016	於2016年4月1日	120	189	967	367	1,643
Charge for the year	年內支出	8	63	285	62	418
Disposals	出售	-	-	(100)	-	(100)
Write off	撇銷	-	-	-	(69)	(69)
Exchange realignment	匯兌調整	(2)	-	-	(5)	(7)
At 31 March 2017 and 1 April 2017	於2017年3月31日及 2017年4月1日	126	252	1,152	355	1,885
<b>Charge for the year</b>	<b>年內支出</b>	<b>15</b>	<b>61</b>	<b>369</b>	<b>144</b>	<b>589</b>
<b>Disposals</b>	<b>出售</b>	<b>-</b>	<b>-</b>	<b>(720)</b>	<b>-</b>	<b>(720)</b>
<b>Exchange realignment</b>	<b>匯兌調整</b>	<b>3</b>	<b>-</b>	<b>-</b>	<b>14</b>	<b>17</b>
<b>At 31 March 2018</b>	<b>於2018年3月31日</b>	<b>144</b>	<b>313</b>	<b>801</b>	<b>513</b>	<b>1,771</b>
<b>Carrying amount</b>	<b>賬面值</b>					
<b>At 31 March 2018</b>	<b>於2018年3月31日</b>	<b>58</b>	<b>-</b>	<b>798</b>	<b>180</b>	<b>1,036</b>
At 31 March 2017	於2017年3月31日	23	61	701	152	937

As at 31 March 2017, the motor vehicles held by the Group under finance leases were fully depreciated with carrying amount of nil.

於2017年3月31日，本集團根據融資租賃持有的汽車已全數折舊，賬面值為零。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 18. INTANGIBLE ASSETS

### 18. 無形資產

		HK\$'000 千港元
Cost	成本	
At 1 April 2016	於2016年4月1日	1,772
Additions	添置	78
<b>At 31 March 2017, 1 April 2017 and 31 March 2018</b>	<b>於2017年3月31日、2017年4月1日及 2018年3月31日</b>	<b>1,850</b>
<b>Accumulated amortisation</b>	<b>累計攤銷</b>	
At 1 April 2016	於2016年4月1日	1,607
Charge for the year	年內支出	27
At 31 March 2017 and 1 April 2017	於2017年3月31日及2017年4月1日	1,634
Charge for the year	年內支出	48
<b>At 31 March 2018</b>	<b>於2018年3月31日</b>	<b>1,682</b>
<b>Carrying amount</b>	<b>賬面值</b>	
<b>At 31 March 2018</b>	<b>於2018年3月31日</b>	<b>168</b>
At 31 March 2017	於2017年3月31日	216

Intangible assets represent internally generated capitalised software development costs. Such intangible assets have definite useful life and are amortised on a straight-line basis over 5 years.

無形資產指內部產生之資本化軟件開發成本。該無形資產具有有限可使用年期並按直線法於5年內攤銷。

### 19. INVENTORIES

### 19. 存貨

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Merchandises	商品	<b>18,919</b>	17,120

At the end of reporting period, the Group's inventories are stated at cost less allowance for inventories.

於報告期末，本集團存貨按成本減存貨撥備列值。

During the year, allowance of approximately HK\$99,000 made in prior years against inventories was reversed (2017: allowance for inventories of approximately HK\$316,000). As a result, there was an increase in the net realisable value of inventories.

於本年度，於過往年度就存貨作出的撥備約99,000港元已撥回(2017年：存貨撥備約316,000港元)。因此，存貨的可變現淨值有所增加。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 20. TRADE RECEIVABLES

### 20. 貿易應收款項

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
From third parties	來自第三方	12,342	10,629
From related parties	來自關聯方	12	113
		<b>12,354</b>	<b>10,742</b>

Analysis of trade receivables due from related parties:

應收關聯方的貿易應收款項分析：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Long Yield Company Limited ("Long Yield")	隆逸有限公司(「隆逸」)	12	113

Long Yield, a company incorporated in Hong Kong, in which Mr. Yuen Wing Hong, father of Mr. Yuen Kwok Wai, Tong and Ms. Yuen Mei Ling, Pauline ("Ms. Pauline Yuen") and Mr. Li Tat, David, spouse of Ms. Pauline Yuen, are directors.

隆逸為一間在香港註冊成立的公司，其中阮國偉先生及阮美玲女士的父親阮永康先生及阮美玲女士的配偶李達先生為董事。

The Group's trading terms with customers are mainly on credit. The credit period granted to the customers generally range from 30 to 90 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

本集團與客戶的貿易條款主要為賒賬。向客戶授出的信貸期一般介乎30至90日。本集團務求其未償還應收款項進行嚴格控制。逾期結餘由董事定期審閱。

An ageing analysis of the Group's trade receivables, based on the invoice date is as follows:

本集團按發票日期計算的貿易應收款項的賬齡分析如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
0 – 90 days	0至90天	9,518	6,988
91 – 180 days	91至180天	2,021	3,547
181 – 365 days	181至365天	667	119
Over 365 days	365天以上	148	88
		<b>12,354</b>	<b>10,742</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 20. TRADE RECEIVABLES (continued)

As of 31 March 2018, trade receivables of approximately HK\$5,608,000 (2017: HK\$6,766,000) were past due but not impaired. These trade receivables related to customers for whom there was no recent history of default. The ageing analysis of these trade receivables, based on due date, is as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Within 90 days	90天內	4,190	3,492
90 – 180 days	90至180天	855	3,070
Over 180 days	180天以上	563	204
		<b>5,608</b>	<b>6,766</b>

The carrying amounts of the Group's trade receivables at the end of reporting period are denominated in the following currencies:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
HK\$	港元	11,420	10,246
RMB	人民幣	356	240
MOP	澳門幣	578	245
US\$	美元	–	11
		<b>12,354</b>	<b>10,742</b>

### 21. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Deposits	按金	915	1,400
Prepayments	預付款項	1,299	3,811
Value added tax receivables	應收增值稅	180	427
Others	其他	50	–
		<b>2,444</b>	<b>5,638</b>

Neither of the above assets is past due nor impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

### 20. 貿易應收款項(續)

截至2018年3月31日，貿易應收款項約5,608,000港元(2017年：6,766,000港元)已逾期但未減值。該等貿易應收款項與並無近期違約記錄的客戶有關。該等貿易應收款項按到期日計的賬齡分析如下：

於報告期末，本集團貿易應收款項的賬面值以下列貨幣計值：

### 21. 其他應收款項、預付款項及按金

上述資產並未逾期或減值。計入上述結餘的金融資產乃有關並無近期拖欠記錄的應收款項。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 22. BANK AND CASH BALANCES

At the end of reporting period, the bank and cash balances of the Group are denominated in the following currencies:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
HK\$	港元	75,052	10,957
RMB	人民幣	1,107	1,034
MOP	澳門幣	108	182
US\$	美元	570	45
		<b>76,837</b>	<b>12,218</b>

Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

### 22. 銀行及現金結餘

於報告期末，本集團的銀行及現金結餘按下列貨幣計值：

人民幣兌換為外幣須受《中華人民共和國外匯管制條例》及《結匯、售匯及付匯管理規定》規限。

### 23. TRADE PAYABLES

An ageing analysis of the Group's trade payables, based on the invoice date is as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
0-30 days	0至30天	2,226	1,540
31-60 days	31至60天	104	106
Over 60 days	60天以上	47	486
		<b>2,377</b>	<b>2,132</b>

The carrying amounts of the Group's trade payables at the end of reporting period are denominated in the following currencies:

### 23. 貿易應付款項

按發票日期計算的本集團貿易應付款項的賬齡分析如下：

於報告期末，本集團貿易應付款項的賬面值以下列貨幣計值：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
HK\$	港元	1,547	508
RMB	人民幣	215	167
US\$	美元	615	1,451
EURO	歐元	-	6
		<b>2,377</b>	<b>2,132</b>



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 24. OTHER PAYABLES, DEPOSITS RECEIVED AND ACCRUED EXPENSES

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Deposits received from customers	已收客戶按金	1,376	1,117
Accruals for operations	經營應計項目	4,236	2,786
Others	其他	51	-
		<b>5,663</b>	<b>3,903</b>

### 25. DEFERRED INCOME

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Deferred income	遞延收入	<b>3,729</b>	4,671

The amounts represent the receipts from sales of maintenance and other service packages to customers.

At the end of the reporting period, deferred income was classified in accordance with the expiry date of the maintenance and other service contracts that were entered into.

### 24. 其他應付款項、已收按金及應計費用

### 25. 遞延收入

金額指向客戶銷售維護及其他服務套餐的收費。

於報告期末，遞延收入乃按照所簽訂維護及其他服務合約的屆滿日期而分類。

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Analysed for reporting purpose:	作報告用途之分析：		
Current liabilities	流動負債	3,595	4,447
Non-current liabilities	非流動負債	134	224
		<b>3,729</b>	<b>4,671</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 26. BANK BORROWINGS

### 26. 銀行借款

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Import/export loans	進出口貸款	-	1,450

The Group's bank borrowings are denominated in HK\$.

本集團的銀行借款以港元計值。

The bank borrowings of the Group are arranged at floating rates, thus exposing the Group to cash flow interest rate risk. The average interest rate of the Group's bank borrowings during the year is as follows:

本集團的銀行借款按浮息協定，因而令本集團面臨現金流量利率風險。本集團於本年度銀行借款的平均利率如下：

		2018 2018年	2017 2017年
Import/export loans	進出口貸款	5%	5%

At the end of the reporting period, the Group's import/export loans were due within one year and contain a repayment on demand clause.

於報告期末，本集團的進出口貸款於一年內到期償還及含按要求償還條款。

The Group's banking facilities are secured by:

本集團的銀行融資由下列各項抵押：

- (a) An unlimited guarantee issued by certain subsidiaries within the Group for the Group's banking facilities as at 31 March 2017 and 31 March 2018;
- (b) Registered security over deposits of certain subsidiaries within the Group to the extent of amount borrowed by the Group as at 31 March 2017 and 31 March 2018; and
- (c) Unlimited personal guarantee provided by a director as detailed in note 37(b) to the consolidated financial statements for the Group's banking facilities as at 31 March 2017 and which had been released upon the listing of the Company's shares on the GEM of the Stock Exchange on 14 February 2018.

- (a) 於2017年3月31日及2018年3月31日，本集團內若干附屬公司就本集團銀行融資發出的無限額擔保；
- (b) 於2017年3月31日及2018年3月31日，就本集團內若干附屬公司存款的註冊抵押，以本集團提取的借款為限；及
- (c) 於2017年3月31日，一名董事就本集團銀行融資提供的無限額個人擔保，詳述於綜合財務報表附註37(b)，有關擔保已於本公司股份於2018年2月14日在聯交所GEM上市後解除。

As at 31 March 2018, the Group had undrawn facilities amounted to approximately HK\$5,000,000 (2017: HK\$3,550,000).

於2018年3月31日，本集團未提取的融資約為5,000,000港元(2017年：3,550,000港元)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 26. BANK BORROWINGS (continued)

As at 31 March 2017, the Group failed to fulfill a covenant clause of a banking facility agreement that the Group was required to maintain the sum of cash or investment balance in that bank of at least HK\$5 million at all time under all companies comprising the Group for the purpose of the Listing. As of 31 March 2017, the cash balance of the Group maintained at that bank was HK\$4.2 million which breached the covenant clause of the banking facility agreement. As a result, the bank borrowings of approximately HK\$1,450,000 as at 31 March 2017 drawn under this banking facility would become repayment on demand. On 21 April 2017, the level of cash balance of the Group maintained at that bank was restored at above HK\$5 million and no early repayment option was exercised by the bank.

### 27. FINANCE LEASE PAYABLES

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Within one year	一年內	-	44	-	44
In the second to fifth year, inclusive	第二至第五年(包括首尾兩年)	-	-	-	-
Less: Future finance charges	減：未來融資費用	-	44	-	44
Present value of lease obligations	租賃承擔現值	-	44	-	44
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期結算金額(列示於流動負債項下)			-	(44)
Amount due for settlement after 12 months	12個月後到期結算金額			-	-

The Group had leased certain motor vehicles under finance leases. The average lease term is 4.5 years. During the year, the average effective borrowing rate was 3.73% (2017: 3.73%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk. All leases are on a fixed repayment basis and no arrangement has been entered into for contingent rental payments. All finance lease payables are denominated in HK\$.

The finance lease payables of the Group are secured by the lessor's title to the leased assets.

### 26. 銀行借款(續)

於2017年3月31日，本集團未能履行銀行融資協議的契諾條款，本集團須於該銀行就上市而言本集團旗下所有公司於任何時間維持現金或投資結餘最少5百萬港元。截至2017年3月31日，本集團於該銀行的現金結餘為4.2百萬港元，違反銀行融資的契諾條款。因此，於2017年3月31日根據此銀行融資提取的銀行借款約1,450,000港元成為按要求償還。於2017年4月21日，本集團於該銀行維持的現金結餘水平回復至5百萬港元以上，銀行並無行使提早償還權。

### 27. 融資租賃應付款項

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Within one year	一年內	-	44	-	44
In the second to fifth year, inclusive	第二至第五年(包括首尾兩年)	-	-	-	-
Less: Future finance charges	減：未來融資費用	-	44	-	N/A 不適用
Present value of lease obligations	租賃承擔現值	-	44	-	44
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期結算金額(列示於流動負債項下)			-	(44)
Amount due for settlement after 12 months	12個月後到期結算金額			-	-

本集團根據融資租賃租用若干汽車。平均租期為4.5年。於本年度，平均實際借貸率為3.73% (2017年：3.73%)。利率按合同日期釐定及因而令本集團面臨公平值利率風險。所有租賃按固定償還基準及概無就或然租金付款訂立任何安排。所有融資租賃應付款項以港元計值。

本集團的融資租賃應付款項由出租人對租賃資產的業權抵押。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 28. DEFERRED TAXATION

At the end of the reporting period, the Group has unused tax losses of approximately HK\$988,000 (2017: HK\$907,000) that are available for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses due to unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$988,000 (2017: HK\$712,000) that will expire in 5 years for offsetting against future taxable profits. Other tax losses may be carried forward indefinitely.

### 28. 遞延稅項

於報告期末，本集團的未動用稅項虧損為988,000港元(2017年：907,000港元)，可用作抵銷未來應課稅溢利。就該等虧損並無確認遞延稅項資產，乃由於未來溢利來源的不可預測性。未確認稅項虧損約988,000港元(2017年：712,000港元)將於五年內屆滿，可用作抵銷未來應課稅溢利。其他稅項虧損可無限期結轉。

### 29. SHARE CAPITAL

### 29. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
	Note 附註		
<b>Authorised:</b>	<b>法定：</b>		
Ordinary shares of HK\$0.01 each At 1 April 2016, 31 March 2017 and 1 April 2017	每股面值0.01港元的普通股 於2016年4月1日、 2017年3月31日及 2017年4月1日	38,000,000	380
Increase in authorised share capital	法定股本增加	(a) 4,962,000,000	49,620
At 31 March 2018	於2018年3月31日	5,000,000,000	50,000

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
	Note 附註		
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
Ordinary shares of HK\$0.01 each At 1 April 2016, 31 March 2017 and 1 April 2017	每股面值0.01港元的普通股 於2016年4月1日、 2017年3月31日及 2017年4月1日	2,000	—*
Share capitalisation	股份資本化	(b) 599,998,000	6,000
Issue of new shares under the share offer	根據股份發售發行新股份	(c) 200,000,000	2,000
At 31 March 2018	於2018年3月31日	800,000,000	8,000

\* Represent amount less than HK\$1,000

\* 指金額少於1,000港元

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 29. SHARE CAPITAL (continued)

Notes:

- (a) On 18 January 2018, written resolutions of the shareholders of the Company were passed to approve the increase in authorised share capital of the Company from HK\$380,000 to HK\$50,000,000 by the creation of an additional 4,962,000,000 shares of HK\$0.01 each.
- (b) Pursuant to written resolutions passed by shareholders of the Company on 18 January 2018, conditional on the share premium account of the Company being credited as a result of the Listing; the directors of the Company were authorised to capitalise the sum of HK\$5,699,980 standing to the credit of the share premium account of the Company by issuing 599,998,000 shares of HK\$0.01 each, credited as fully paid at par.
- (c) On 14 February 2018, the Company issued 200,000,000 new shares of HK\$0.01 each at a price of HK\$0.35 in relation to the Listing, the premium on the issue of shares, amounting to approximately HK\$68,000,000 was credited to the Company's share premium account. These new shares rank pari passu with the existing shares in all respects.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The capital structure of the Group comprises all components of shareholders' equity.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018 and 2017.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. The Group receives a report from the share registrars weekly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit from the date of the Listing. As of 31 March 2018, 25% of the shares were in public hands.

### 29. 股本(續)

附註：

- (a) 於2018年1月18日，本公司股東書面決議案獲通過，以批准藉增設每股面值0.01港元的額外4,962,000,000股股份將本公司的法定股本由380,000,000港元增加至50,000,000,000港元。
- (b) 根據本公司股東於2018年1月18日通過的書面決議案，待本公司股份溢價賬上市錄得進賬後，授權本公司董事透過發行599,998,000股每股面值0.01港元按面值入賬列作繳足的股份將本公司進賬金額5,699,980港元撥充資本。
- (c) 於2018年2月14日，本公司就上市按價格0.35港元發行200,000,000股每股面值0.01港元的新股份，發行的溢價約68,000,000港元計入本公司股份溢價賬。該等新股份在各方面與現有股份享有同等地位。

本集團管理資本的目標為保障本集團持續經營的能力及透過優化債務及股本結餘而為股東謀求最大回報。本集團的資本架構包括股東權益的所有組成元素。

本集團透過考慮資本成本及與每類資本相關的風險而經常審查資本架構。本集團將會透過派付股息、發行新股及股份購回以及發行新債務、贖回現有債務或出售資產以減少債務等方式平衡其整個資本架構。於截至2018年及2017年3月31日止年度，資本管理的目標、政策或流程概無作出變動。

唯一外在資本規定為本集團股份須有至少25%公眾持股量以維持其於聯交所的上市地位。本集團每週獲取股份過戶登記處發出列示非公眾持股量的重大股份權益的報告，其顯示本集團自上市日期起持續遵守25%的限額。截至2018年3月31日，25%的股份由公眾人士持有。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 30. 本公司的財務狀況表

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investment in a subsidiary	於一間附屬公司的投資	22,458	22,458
<b>Current assets</b>	<b>流動資產</b>		
Prepayments	預付款項	709	23
Amounts due from subsidiaries	應收附屬公司款項	92	399
Bank and cash balances	銀行及現金結餘	56,386	5,509
		<b>57,187</b>	5,931
<b>Current liabilities</b>	<b>流動負債</b>		
Accrued expenses	應計費用	628	60
Amounts due to subsidiaries	應付附屬公司款項	3,302	6,050
		<b>3,930</b>	6,110
<b>Net current assets/(liabilities)</b>	<b>流動資產/(負債)淨額</b>	<b>53,257</b>	(179)
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>75,715</b>	22,279
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	8,000	—*
Reserves	儲備	67,715	22,279
<b>TOTAL EQUITY</b>	<b>總權益</b>	<b>75,715</b>	22,279

\* Represents amount less than HK\$1,000

\* 指金額少於1,000港元

Approved and authorised for issue by the Board of Directors on 22 June 2018.

於2018年6月22日經董事會批准及授權刊發。

**Yuen Kwok Wai, Tony**  
阮國偉

**Yuen Mei Ling, Pauline**  
阮美玲

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 31. RESERVES

#### (a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

#### (b) Company

At 1 April 2016	於2016年4月1日
Dividend paid (note 34(a))	已付股息(附註34(a))
Total comprehensive income for the year	年內全面收益總額
Changes in equity for the year	年內權益變動
At 31 March 2017 and 1 April 2017	於2017年3月31日及 2017年4月1日
Share capitalisation (note 29(b))	股份資本化(附註29(b))
Issue of new shares under the share offer (note 29(c))	根據股份發售發行新股份 (附註29(c))
Cost of issuing new shares under the share offer	根據股份發售發行新股份的成本
Total comprehensive income for the year	年內全面收益總額
Changes in equity for the year	年內權益變動
At 31 March 2018	於2018年3月31日

#### (c) Nature and purpose of reserves

##### (i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and after deduction of capitalisation issue and issuance costs of shares.

### 31. 儲備

#### (a) 本集團

本集團儲備的金額及其中的變動在綜合損益及其他全面收益表及綜合權益變動表內呈列。

#### (b) 本公司

Share premium (note 31(c)(i)) 股份溢價 (附註31(c)(i)) HK\$'000 千港元	Contributed surplus (note 31(c)(v)) 繳入盈餘 (附註31(c)(v)) HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
-	22,458	(532)	21,926
-	-	(8,000)	(8,000)
-	-	8,353	8,353
-	-	353	353
-	22,458	(179)	22,279
(6,000)	-	-	(6,000)
68,000	-	-	68,000
(10,318)	-	-	(10,318)
-	-	(6,246)	(6,246)
51,682	-	(6,246)	45,436
51,682	22,458	(6,425)	67,715

#### (c) 儲備的性質及宗旨

##### (i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬的資金可供分派予本公司股東，惟緊隨建議分派股息當日後，本公司須有能力付清於日常業務過程中到期的債務。

股份溢價指以高於每股股份面值的價格發行股份所產生的溢價，並已經扣除資本化發行及股份發行的成本。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 31. RESERVES (continued)

#### (c) Nature and purpose of reserves (continued)

- (ii) *Merger reserve*  
Merger reserve represents the difference between the aggregated amount of share capital, share premium and capital reserve of subsidiaries now comprising the Group at the date on which Power Truth Holdings Limited (“**Power Truth**”), the then holding company of the subsidiaries now comprising the Group, was acquired by the Company, over the nominal value of 2,000 shares issued by the Company pursuant to the Group Reorganisation on 10 November 2015.
- (iii) *Legal reserve*  
The Macao Commercial Code number 377 requires that companies incorporated in Macau should set aside a minimum of 25% of their respective profit after income tax to the legal reserve until the balance of the reserve reaches a level equivalent to 50% of their capital.
- (iv) *Foreign currency translation reserve*  
The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(b)(iii) to the consolidated financial statements.
- (v) *Contributed surplus*  
The contributed surplus arose from the excess of the consideration over the nominal value of the 1,000 shares issued by the Company pursuant to the Group Reorganisation on 10 November 2015. The consideration represented the net asset value of Power Truth as at 30 September 2015.

### 32. SHARE OPTION SCHEME

On 18 January 2018, written resolution of the shareholders of the Company was passed to conditionally approve and adopt a share option scheme (“**Share Option Scheme**”) to recognise and motivate the contributions that eligible participants have made or may make to the Group.

The Share Option Scheme adopted by the Company on 18 January 2018 will remain in force for a period of ten years from its effective date to 17 January 2028. Particulars of the Share Option Scheme of the Company are set out in Appendix IV to the Company’s prospectus dated 30 January 2018.

No share option has been granted by the Company under the Share Option Scheme since its effective date and up to the end of the reporting period.

### 31. 儲備(續)

#### (c) 儲備的性質及宗旨(續)

- (ii) *合併儲備*  
合併儲備指現時組成本集團的附屬公司於本公司收購本集團現時旗下附屬公司的當時控股公司誠威控股有限公司(「**誠威**」)當日之股本、股份溢價及資本儲備總額，與本公司根據2015年11月10日的集團重組發行的2,000股股份面值之間的差額。
- (iii) *法定儲備*  
澳門商法典第377號規定，在澳門註冊成立的公司須將各自除所得稅後溢利最少25%撥入法定儲備，直至儲備結餘達致相等於其股本50%的水平為止。
- (iv) *外幣換算儲備*  
外幣換算儲備包括因換算海外業務財務報表而產生的所有匯兌差額。儲備按照綜合財務報表附註4(b)(iii)所載的會計政策處理。
- (v) *繳入盈餘*  
繳入盈餘產生自代價超出本公司根據集團重組於2015年11月10日發行的1,000股股份面值之餘額。代價指誠威於2015年9月30日的資產淨值。

### 32. 購股權計劃

2018年1月18日，本公司股東書面決議案獲通過以有條件批准及採納購股權計劃(「**購股權計劃**」)以表揚及激勵合資格參與者對本集團已作出或可能作出的貢獻。

本公司於2018年1月18日採納的購股權計劃自其生效日期至2028年1月17日止的十年期間維持有效。本公司購股權計劃的詳情載於本公司日期為2018年1月30日的招股章程附錄四。

自生效日期起至報告期末，本公司概無根據購股權計劃授出任何購股權。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 33. SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 March 2018 are set out below:

### 33. 附屬公司

本公司附屬公司於2018年3月31日的詳情載列如下：

Name 名稱	Place of incorporation/ establishment 註冊成立/成立地點	Registered and paid up capital 已註冊及繳足股本	Percentage of ownership interest 所有權權益百分比		Principal activities and place of operation 主要活動及營業地點
			Direct 直接	Indirect 間接	
Power Truth 誠威	British Virgin Islands 28 August 2014 英屬處女群島 2014年8月28日	1,000 ordinary shares of US\$1 each 1,000股每股面值 1美元的普通股	100%	-	Investment holding, Hong Kong 投資控股，香港
Solution Expert Technology Limited 專訊科技有限公司	Hong Kong 7 June 1999 香港 1999年6月7日	HK\$1,500,000 1,500,000港元	-	100%	Sales of biometrics identification devices and security products; and provision of application software, Hong Kong 銷售生物特徵識別裝置及保安產品； 及提供應用程式，香港
Solution Expert Engineering Limited 專訊工程有限公司	Hong Kong 9 April 2001 香港 2001年4月9日	HK\$10,000 10,000港元	-	100%	Sales of biometrics identification devices and security products; and provision of system installation, application software and repair and maintenance services, Hong Kong 銷售生物特徵識別裝置及保安產品； 及提供系統安裝、應用程式以及修理 及維護服務，香港
Solution Expert Technology (R&D) Limited 專訊科技研究發展 有限公司	Hong Kong 30 May 2003 香港 2003年5月30日	HK\$1,000,000 1,000,000港元	-	100%	Investment holding; sales of biometrics identification devices and security products; and provision of application software, Hong Kong 投資控股；銷售生物特徵識別裝置及 保安產品；及提供應用程式，香港
Solution Expert Technology (Macau) Limited 專訊科技(澳門)有限公司	Macau 13 September 2004 澳門 2004年9月13日	MOP25,000 25,000澳門幣	-	100%	Sales and provision of installation and maintenance of security and information technology system, Macau 銷售及提供安全及資訊科技系統的安裝及 維護，澳門
專訊科技(深圳)有限公司 ("SE Shenzhen")	PRC 22 October 2003 中國， 2003年10月22日	Registered and paid up capital of HK\$10,000,000 已註冊及繳足股本 10,000,000港元	-	100%	Sales of biometrics identification devices; and provision of application software and related after-sale services, PRC 銷售生物特徵識別裝置；及提供應用程式 軟件及相關售後服務，中國

Note: SE Shenzhen is a wholly-foreign owned enterprise established in the PRC.

附註：專訊深圳為一間在中國成立的外商獨資企業。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Major non-cash transaction

During the year ended 31 March 2016, Power Truth, the then holding company of the subsidiaries now comprising the Group, declared an interim dividend of HK\$26,470 per ordinary share totaling HK\$26,470,000 in which HK\$21,305,000 had been paid and the remaining balance of dividends payable amounted to HK\$5,165,000 was settled by crediting against other payables and paid to the then equity holders during the year ended 31 March 2017.

#### (b) Reconciliation of liabilities arising from financing activities

The table set forth below is the detail changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are 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 activities.

	1 April 2017 2017年 4月1日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest charges 利息費用 HK\$'000 千港元	31 March 2018 2018年 3月31日 HK\$'000 千港元
Bank borrowings (note 26)	1,450	(1,525)	75	-
Finance lease payables (note 27)	44	(44)	-	-
	1,494	(1,569)	75	-

### 35. CAPITAL COMMITMENTS

As of 31 March 2018 and 2017, the Group did not have any capital commitments.

### 36. CONTINGENT LIABILITIES

Other than those disclosed elsewhere in these consolidated financial statements, the Group did not have any contingent liabilities at the end of the reporting period (2017: Nil).

### 34. 綜合現金流量表附註

#### (a) 主要非現金交易

於截至2016年3月31日止年度，本集團現時旗下附屬公司的當時控股公司誠威宣派中期股息每股普通股26,470港元，合共26,470,000港元，其中21,305,000港元已派付，而餘下應付股息結餘5,165,000港元透過計入其他應付款項結算，並派付予截至其017年3月31日止年度的當時權益持有人。

#### (b) 融資活動所產生負債之對賬

下表載列本集團融資活動所產生負債之詳細變動，包括現金及非現金變動。融資活動所產生之負債乃本集團綜合現金流量表將現金流量或未來現金流量分類為融資活動所得現金流量之負債。

### 35. 資本承擔

截至2018年及2017年3月31日，本集團並無任何資本承擔。

### 36. 或然負債

除該等綜合財務報表其他章節所披露者外，本集團於報告期末並無任何或然負債(2017年：零)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 37. RELATED PARTY TRANSACTIONS

Other than those balances of related parties disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with its related parties during the year.

#### (a) Transactions with related parties

Sales of goods to related companies:	向關連公司銷售產品：		
– Long Yield	– 隆逸	(i)	100
– SoHo Business Center Limited (“SoHo”)	– SoHo Business Center Limited (「SoHo」)	(i), (ii)	1
			101
Services rendered to related companies:	向關連公司提供服務：		
– Long Yield	– 隆逸	(i)	90
– SoHo	– SoHo	(i), (ii)	130
			220
Rental expenses paid to a related company	已付一間關連公司的租金開支		
– Global Technology Corporation Limited (“Global Technology”)	– 犇雷集團有限公司 (「犇雷」)	(i), (ii)	900

Notes:

- (i) The pricing of the related party transactions are mutually agreed by the Group and related companies.
- (ii) Mr. Tony Yuen and Ms. Pauline Yuen are able to exercise significant influence over SoHo and Global Technology.

#### (b) Guarantee

As at 31 March 2017, Mr. Tony Yuen had provided unlimited guarantee in favour of banking facilities granted to certain subsidiaries within the Group and which had been released upon the Listing of the Company on 14 February 2018.

Details of which are set out in note 26(c) to the consolidated financial statements.

#### (c) Key Management Compensation

Key management mainly represents the Company’s directors. Their remunerations have been disclosed in note 13(a) to the consolidated financial statements.

### 37. 關聯方交易

除綜合財務報表其他章節披露的關聯方結餘外，本集團於本年度與其關聯方有下列重大交易。

#### (a) 與關聯方的交易

Note 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
	100	239
	1	–
	101	239
	90	86
	130	30
	220	116
	900	900

附註：

- (i) 關聯方交易之定價由本集團及關連公司共同協定。
- (ii) 阮國偉先生及阮美玲女士對SoHo及犇雷具重大影響力。

#### (b) 擔保

於2017年3月31日，阮國偉先生就本集團內若干附屬公司獲授的銀行融資提供無限額擔保，有關擔保已於2018年2月14日本公司上市時解除。

有關詳情載於綜合財務報表附註26(c)。

#### (c) 主要管理層薪酬

主要管理層主要指本公司董事。彼等的薪酬已於綜合財務報表附註13(a)內披露。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 March 2018  
截至二零一八年三月三十一日止年度

### 38 LEASE COMMITMENTS

At 31 March 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Within one year	一年內	985	1,628
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	2,518	330
		<b>3,503</b>	1,958

During the year, operating lease payments represent rentals payable by the Group for certain of its offices and staff quarters. For the year ended 31 March 2018, leases are negotiated for an average term of 3 years (2017: 2 years) and rentals are fixed over the lease terms and do not include contingent rentals.

### 39. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 22 June 2018.

### 38. 租賃承擔

於2018年3月31日，根據不可註銷經營租賃應付的未來最低租賃款項總額如下：

	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Within one year	985	1,628
In the second to fifth years inclusive	2,518	330
	<b>3,503</b>	1,958

於本年度，經營租賃款項指本集團就其若干辦公室及員工宿舍應付的租金。截至2018年3月31日止年度，租賃的平均租期為3年(2017年：2年)，租期內的租金為固定且不包括或然租金。

### 39. 批准財務報表

綜合財務報表已於2018年6月22日經董事會批准及授權刊發。

# Three Year Financial Summary

## 三年財務概要

		Year ended/As at 31 March 截至三月三十一日止年度／於三月三十一日		
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>OPERATING RESULT</b>	經營業績			
Revenue	收益	71,063	63,522	59,065
Cost of sales	銷售成本	(29,016)	(25,505)	(23,377)
<b>Gross profit</b>	毛利	42,047	38,017	35,688
Other income	其他收入	230	94	56
Selling and distribution costs	銷售及分銷成本	(5,121)	(4,826)	(3,937)
Administrative and other expenses	行政及其他開支	(29,645)	(16,715)	(15,990)
<b>Profit from operation</b>	經營溢利	7,511	16,570	15,817
Finance costs	財務成本	(75)	(142)	(165)
<b>Profit before tax</b>	除稅前溢利	7,436	16,428	15,652
Income tax expense	所得稅開支	(3,222)	(2,904)	(2,603)
<b>Profit for the year</b>	年內溢利	4,214	13,524	13,049
<b>Other comprehensive income for the year, net of tax:</b>	年內其他全面收益，扣除稅項：			
Items that may be reclassified to profit or loss:	可能重新分類至損益的項目：			
Exchange differences on translating foreign operations	換算海外業務時之匯兌差額	690	(400)	(214)
<b>Total comprehensive income for the year attributable to the owners of the Company</b>	本公司擁有人應佔年內全面收益總額	4,904	13,124	12,835
<b>ASSETS AND LIABILITIES</b>	資產及負債			
Total assets	總資產	111,758	46,871	47,095
Total liabilities	總負債	(12,943)	(12,642)	(17,990)
<b>Net assets</b>	資產淨值	98,815	34,229	29,105
<b>Equity attributable to owners of the Company</b>	本公司擁有人應佔權益	98,815	34,229	29,105

**Prime Intelligence Solutions Group Limited**  
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