

NOVACON TECHNOLOGY GROUP LIMITED

連成科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

STOCK CODE: 8635

2020

ANNUAL REPORT



CHARACTERISTICS OF GEM 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

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



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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Chung Chau Kan (*Chief Executive Officer*)

Mr. Wong Wing Hoi

Non-executive Director

Mr. Wei Ming (*Chairman*)

Independent Non-executive Directors

Mr. Moo Kai Pong

Mr. Lo Chi Wang

Mr. Wu Kin San Alfred

COMPANY SECRETARY

Ms. Chan Lok Yee (*ACIS, ACS*) (*resigned on 8 April 2020*)

Ms. Chu Mei Po (*CPA*) (*appointed on 8 April 2020*)

COMPLIANCE OFFICER

Mr. Chung Chau Kan

AUTHORISED REPRESENTATIVES

Mr. Chung Chau Kan

Ms. Chan Lok Yee (*resigned on 8 April 2020*)

Ms. Chu Mei Po (*appointed on 8 April 2020*)

AUDIT COMMITTEE

Mr. Lo Chi Wang (*Chairman*)

Mr. Moo Kai Pong

Mr. Wu Kin San Alfred

REMUNERATION COMMITTEE

Mr. Moo Kai Pong (*Chairman*)

Mr. Chung Chau Kan

Mr. Wu Kin San Alfred

NOMINATION COMMITTEE

Mr. Wei Ming (*Chairman*)

Mr. Moo Kai Pong

Mr. Wu Kin San Alfred

COMPLIANCE ADVISER

Dongxing Securities (Hong Kong) Company Limited
6805-6806A, 68/F, International Commence Centre,
1 Austin Road West, Kowloon, Hong Kong

AUDITORS

PricewaterhouseCoopers

Certified Public Accountants

Registered Public Interest Entity Auditor

22/F, Prince's Building, Central, Hong Kong

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited
28/F, CCB Tower, 3 Connaught Road Central,
Central, Hong Kong

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central, Hong Kong

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office E, 17th Floor, EGL Tower,
No. 83 Hung To Road, Kwun Tong, Kowloon,
Hong Kong

HONG KONG LEGAL ADVISERS

Raymond Siu & Lawyers

Units 1302-3 & 1802, Ruttonjee House,

Ruttonjee Centre, 11 Duddell Street,

Central, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive, P.O. Box 2681,

Grand Cayman, KY1-1111, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited

Level 54, Hopewell Centre, 183 Queen's Road East,

Hong Kong

STOCK CODE

8635

WEBSITE OF THE COMPANY

www.novacontechgroup.com

Chairman's Statement

Dear Shareholders,

On behalf of the Board, I am delighted to present our audited consolidated financial results of the Group for the year ended 31 March 2020.

The Group was successfully listed on GEM of the Stock Exchange on 2 May 2019. We were pleased to have seen the Group's growth throughout the years and witnessed this remarkable milestone. Among many other benefits, the Listing has not only enhanced our capital base, but also enriched our corporate image and reputation. By leveraging on these advantages, the Group expects and endeavours to further expand its market share and manpower for sustainable growth.

2020 is a challenging year in which the economic and political environment is relatively unstable. Fortunately, the Group is able to maintain a stable performance for the year ended 31 March 2020. Putting aside the one-off substantial costs incurred as a result of the Listing and the increase of legal and professional fees after the Listing, the recurring operational and financial results of the Group for the year ended 31 March 2020 is relatively stable as compared to that for the year of 2019.

For the year ended 31 March 2020, the Group recorded revenue of approximately HK\$43.0 million, representing a decrease of approximately 3% from approximately HK\$44.2 million recorded for the year ended 31 March 2019. Profit attributable to owners of the Company for the year ended 31 March 2020 amounted to approximately HK\$6.8 million, representing an increase of approximately 4% as compared with the profit of approximately HK\$6.5 million for the year ended 31 March 2019 mainly due to increase in other income by approximately HK\$0.8 million and decrease in cost of sales of computer hardware and software, rental expenses and listing expenses of approximately HK\$1.0 million, HK\$2.9 million and HK\$5.7 million, respectively. It was partially offset by decrease in revenue by approximately HK\$1.3 million, decrease in fair value gain on investment property by approximately HK\$3.4 million and increase in some of the expenses by approximately HK\$5.4 million in total, including but not limited to increase in license and subscription cost of approximately HK\$0.4 million, internet service cost of approximately HK\$0.5 million, depreciation of property and equipment of approximately HK\$0.9 million, amortisation of intangible assets of approximately HK\$0.7 million, other expenses of approximately HK\$2.3 million and income tax expense of approximately HK\$0.6 million. If the fair value adjustment to an investment property and listing expenses were excluded, the profit attributable to owners of the Company would have decreased by approximately 15% from approximately HK\$13.3 million for the year ended 31 March 2019 to approximately HK\$11.3 million for the year ended 31 March 2020.

Looking forward, the uncertain economic and political environment will affect the stability of the financial market and may adversely affect the financial performance of the Group for the coming financial year. In response to the unfavorable market conditions, the Group will continue focusing on research and development in innovative IT products and services and providing stable and reliable financial trading solutions. Our management is dedicated to exploring new business opportunities with a view to diversifying the Group's business and mitigating risks. We believe the Group is well-positioned to maintain our competitiveness in capturing business opportunities in the market.

On behalf of the Board, I would like to extend my sincere appreciation to our business partners, customers and the Shareholders. I would also like to express my gratitude to our management team and staff for their devotion and contribution to the Group.

Wei Ming

Chairman and Non-executive Director

Hong Kong, 12 June 2020

Management Discussion and Analysis

BUSINESS REVIEW

We are a Hong Kong-based financial trading solution provider principally engaged in the development and provision of financial trading solutions. We mainly provide comprehensive and integrated financial trading solutions that enable trading of OTC-traded financial instruments, stock exchange-traded financial instruments and fund management to brokerage firms and wealth management companies to satisfy their various business needs.

Our financial trading solutions are mostly developed by our in-house development team and are typically off-the-shelf packaged solutions. Certain of our financial trading solutions are highly configurable to enhance flexibility to suit the needs of different customers and facilitate our customers to execute their business functions. Our Group's core financial trading solutions are (i) AUTON, a trading terminal; (ii) GES TX, a trading system for trading OTC-traded financial instruments; (iii) GES EX and Xentrix, trading and settlement systems for stock exchange-traded financial instruments; and (iv) GES IX, a fund management system.

Our objective is to expand our business, further strengthen our position as a financial trading solution provider, maintain our competitiveness and expand our market share by pursuing the following strategies: (i) continue to commit in research and development of our financial trading solutions; (ii) establish a research and development centre; (iii) pursue selective acquisition(s); and (iv) retain, attract and motivate high calibre and experienced staff.

In line with the fast evolving business environment and the continuous innovation of the financial market, the Group responded swiftly to the needs of the financial institutions by broadening our IT offerings to our clients. During the year ended 31 March 2020, the Group entered into a hosting services subscription agreement with HKEX Hosting Services Limited ("**HKEX Hosting**") for the co-location facilities, which provide us access to the trading and market data, trading and clearing systems of the Stock Exchange at a low latency connection. As a result, the Group became one of the HKEX Hosting application service providers ("**ASP**") ecosystem members to provide approved ASP services to our customers. This allow the Group's launching of the cloud-based version of GES EX. The Group also launched Xentrix for our customers located in Hong Kong. Xentrix is a multi-functional back office settlement system specifically designed for equity brokerages, which supports multi-market and multi-currency settlement functions to meet the business needs of different brokers. In addition, the Group is upgrading our AUTON to allow users extracting information from our big data server for exploring the trading opportunities and backtesting their algo-trading strategies. These allow the Group to keep up with rapid changes in the financial markets and meet the customers' demand to ensure our business is sustainable in the long run.

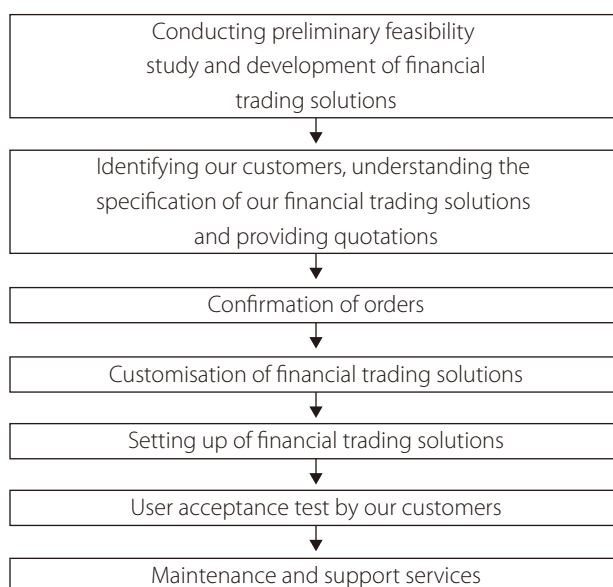
Our management is devoted to experienced staff retention, sustainable recruitment, finding suitable location for the research and development centre and identification of suitable target for acquisition. For details, please refer to the paragraph headed "Use of Proceeds from the Listing" under this section.

Management Discussion and Analysis

Our services, operation flow and revenue stream

We provide installation services to our customers to ensure our financial trading solutions run smoothly on their systems and to facilitate our customers' understanding of the operations of our financial trading solutions. Depending on our customers' needs, our Group also provides customised financial trading solutions with modified or add-on functions to meet our customers' specific demands. Upon the completion of the initial set up and customisation service and the passing of the user acceptance test, our Group typically grants to our customers a non-exclusive, non-transferable and non-sub-licensable licence to use our financial trading solutions for the business of our customers. The Group then provides maintenance and support services for the financial trading solution as well as system protection and hosting. In addition, according to our customers' needs, we source computer hardware, which are mainly servers and network devices as well as third party software and re-sell them to our customers to run our financial trading solutions during the initial set up and going forward.

The below flow chart illustrate our operation flow:



Generally speaking, our Group generates revenue by providing initial set up and customisation services, licensing and maintenance services and sales of computer hardware and software to our customers. A breakdown of revenue generated from these services is set out in note 5 of the consolidated financial statements.

Management Discussion and Analysis

Our customers

Our customers are mainly financial institutions, including brokerage firms and wealth management companies located in the Asia Pacific regions such as Hong Kong, Indonesia, Malaysia, Australia and Japan, as well as Cyprus. We maintain good relationship with our valued customers. During the year ended 31 March 2020, we have not experienced any customer complaints. We will continue to expand our customer base and foster our reputation and image in the financial technology industry. The table below sets out the geographical breakdown of our revenue during the years ended 31 March 2019 and 2020.

	Year ended 31 March			
	2020		2019	
	HK\$'000	%	HK\$'000	%
Hong Kong	10,231	24	9,775	22
Indonesia	10,134	24	9,857	22
Malaysia	7,953	19	8,712	20
Belize	2,535	6	2,564	6
Japan	2,329	5	3,695	8
Cyprus	4,223	10	4,606	10
Other countries	5,552	12	5,033	12
Total	42,957	100	44,242	100

Our suppliers

The Group maintains a long term and stable relationship with major suppliers. All suppliers are carefully evaluated and regularly monitored. Our major suppliers consists of (i) data center service providers; (ii) news feed providers; (iii) financial market information providers; (iv) computer hardware and software vendor for onward sale to our customers; (v) data line vendors; and (vi) computer network and data service provider.

OUTLOOK

In line with the Group's long term objective to strengthen our position as a financial technology solution provider and to expand our market share, the Group intends to expend resources on enhancing and upgrading our existing financial trading solutions, exploring the development of new IT solutions, establishing our research and development centre and pursuing selective acquisition(s).

Looking ahead, the Group believe that the coming year shall continue to be challenging. The uncertain economic and political environment will affect the stability of financial market and may adversely affect the financial performance of the Group for the coming financial year. In response to the unfavorable market conditions, the Group will continue focusing on research and development in innovative IT products and services and providing stable and reliable financial trading solutions. Our next focus will be HTML5 which can be used together with other web technologies to build an interactive web version of AUTON. HTML5 is increasingly adopted in financial trading solutions which can speed up the deployment process of users because it does not require installation of any software and the real-time market data is built without full reload of the web page. Our management will also keep in view the progress of other business objectives such as pursuing selective acquisition(s) and establishment of research and development centre. For details of how the Group utilises the net proceeds from the Listing, please refer to the paragraph headed "Use of Proceeds from the Listing" under this section.

The Directors believe that the financial resources received by the Group from the Listing will strengthen its financial position and enable it to implement its business plan as mentioned above.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

The Group derives its revenue primarily from the provision of financial trading solutions which can be classified into (i) licensing and maintenance services; (ii) initial set up and customisation services; and (iii) sales of computer hardware and software. For the year ended 31 March 2020, the Group recorded revenue of approximately HK\$43.0 million, representing a decrease of approximately 3% as compared with the previous year of approximately HK\$44.2 million. The following table sets forth the breakdown of our revenue by source of revenue:

	Year ended 31 March			
	2020		2019	
	HK\$'000	%	HK\$'000	%
Licensing and maintenance services	41,591	97	38,350	87
Initial set up and customisation services	1,366	3	4,632	10
Sales of computer hardware and software	–	–	1,260	3
Total	42,957	100	44,242	100

The decrease was mainly attributable to the decrease in revenue from initial set up and customisation services and sales of computer hardware and software and they were partially offset by increase in revenue from licensing and maintenance services. Revenue from initial set up and customisation services decreased by approximately 71% from approximately HK\$4.6 million for the year ended 31 March 2019 to approximately HK\$1.4 million for the year ended 31 March 2020. It was primarily because our customers acquired new features on existing products and we have provided the respective initial set up and customisation services in previous year, which was not recurring in the current year. Besides, the Group did not generate revenue from the sales of computer hardware and software for the year ended 31 March 2020 (2019: approximately HK\$1.3 million). Since both initial set up and customisation services and sales of computer hardware and software are generally provided on an on-demand basis, depending on our customers' business needs, there is no predictable trend or seasonality factor for these two revenue streams. Revenue from licensing and maintenance services increased by approximately 8% from approximately HK\$38.4 million for the year ended 31 March 2019 to approximately HK\$41.6 million for the year ended 31 March 2020.

Other Income

The Group's other income consists of interest income on bank deposits and commission income generated from the referral of internet access services. The Group's other income were approximately HK\$44,000 and HK\$849,000 for the year ended 31 March 2019 and 2020, respectively. Such significant increase was mainly because the bank deposits increased significantly after receiving the proceeds from the Listing.

Cost of sales of computer hardware and software

The Group did not generate any cost of sales of computer hardware and software for the year ended 31 March 2020 (2019: approximately HK\$1.0 million). This was in line with the decrease in sales of computer hardware and software.

License and Subscription Cost

For the year ended 31 March 2020, the Group's license and subscription cost was approximately HK\$2.0 million, representing an increase of approximately 27% over the license and subscription cost of approximately HK\$1.6 million for the year ended 31 March 2019. Such increase was mainly due to increase in number of suppliers (2020: 7; 2019: 6) for business needs and implementation of our business plan as mentioned in the paragraph headed "Business Review" under this section.

Management Discussion and Analysis

Internet Services Cost

For the year ended 31 March 2020, the Group's internet services cost was approximately HK\$2.5 million, representing an increase of approximately 27% over the internet services cost of approximately HK\$2.0 million for the year ended 31 March 2019. We increased our number of suppliers (2020: 9; 2019: 6) mainly because of our business needs and implementation of our business plan as mentioned in the paragraph headed "Business Review" under this section.

Intangible Assets

For the years ended 31 March 2019 and 2020, our research and development expenses (which were mostly included in employee benefit expenses and finance costs) amounted to approximately HK\$6.8 million and HK\$8.1 million, respectively. Out of the total research and development costs, approximately HK\$4.8 million and HK\$6.7 million for the years ended 31 March 2019 and 2020, respectively, was capitalised as intangible assets.

Employee Benefit Expenses

The Group's employee benefits expenses remain constant for the years ended 31 March 2019 and 2020. It is primarily because of the increase in staff cost by approximately HK\$1.5 million in total for our business needs and implementation of our business plan as mentioned in the paragraph headed "Outlook" under this section, increase in gratuity paid to terminated staff by approximately HK\$0.6 million, increase in allowance to management and director fee by approximately HK\$0.9 million after the Listing and increase in share-based payment by approximately HK\$1.0 million. It was partially offset by decrease in performance bonus and special bonus paid and payable to staff by approximately HK\$2.1 million and increase in capitalised staff cost as intangible assets by approximately HK\$1.9 million.

Depreciation of Property and Equipment

The Group's depreciation of property and equipment increased by approximately HK\$0.9 million for the year ended 31 March 2020 representing an increase of approximately 59% from approximately HK\$1.5 million for the year ended 31 March 2019. The increase was primarily due to the increase in depreciation on the Property reclassified from investment property to land and building in October 2018.

Amortisation of Intangible Assets

The Group's amortisation of intangible assets increased by approximately HK\$0.7 million for the year ended 31 March 2020, representing an increase of approximately 27% from approximately HK\$2.8 million for the year ended 31 March 2019. The increase was primarily due to additions of computer software systems mainly contributed from staff costs capitalised in the year ended 31 March 2020.

Rental Expenses

For the year ended 31 March 2020, no rental expenses were incurred (2019: approximately HK\$2.9 million). The decrease was primarily due to the Group entering into a surrender agreement with the landlord for early termination of the tenancy agreement in respect of the leased premises in November 2018 and use of its self-owned Property as operating office since January 2019.

Fair Value Adjustment to an Investment Property

The Property was acquired in January 2018 at approximately HK\$31.4 million, with transaction cost of approximately HK\$2.7 million. It was initially recognised as investment property and subject to fair value adjustment. On 15 October 2018, the Property was reclassified as property and equipment in the consolidated statement of financial position, as the management of the Group had passed a resolution to change the usage of the Property from earning rental to self-use as operating office. We recorded a fair value gain to our investment property of approximately HK\$3.4 million up to the date of reclassification from investment property to property and equipment during the year ended 31 March 2019.

Management Discussion and Analysis

Valuation of Property

As above-mentioned, on 15 October 2018, the Property was reclassified as property and equipment in the consolidated statement of financial position, as the management of the Group had passed a resolution to change the usage of the Property from earning rental to self-use as operating office. As detailed in note 2.5 to the consolidated financial statements, the property and equipment is carried at historical cost less depreciation and impairment loss. Accordingly, no additional depreciation would be charged to the consolidated statement of comprehensive income regardless of the changes in market value of the Property.

Listing Expenses

Listing expenses comprise professional and other expenses in relation to our Listing. They were recognised based on the percentage of completion of the Listing by various professional parties. The Group's listing expenses decreased by approximately HK\$5.7 million for the year ended 31 March 2020, representing a decrease of approximately 56% from approximately HK\$10.2 million for the year ended 31 March 2019.

Other Expenses

The Group's other expenses mainly include (i) legal and professional fees; (ii) auditors' remuneration; (iii) building management fees; and (iv) advertising expenses. The Group's other expenses for the year ended 31 March 2020 were approximately HK\$5.4 million, representing an increase of approximately 75% over the other expenses of approximately HK\$3.1 million for the year ended 31 March 2019. The increase was primarily attributable to the increase in legal and professional fees after the Listing.

Finance Costs

Finance costs remain constant at approximately HK\$0.2 million for the years ended 31 March 2020 and 2019. It was primarily because finance costs increased by approximately 15%, which resulted from increase in variable interest rate, from HK\$0.1 million for the year ended 31 March 2019 to HK\$0.2 million for the year ended 31 March 2020. Such increase was offset by increase in borrowing cost capitalised as development cost of intangible assets from approximately HK\$0.1 million for the year ended 31 March 2019 to HK\$0.2 million for the year ended 31 March 2020.

Profit before income tax

Profit before income tax for the year ended 31 March 2020 amounted to approximately HK\$9.9 million, representing an increase of approximately 9% as compared with the profit before income tax of approximately HK\$9.1 million for the year ended 31 March 2019. Such increase was primarily due to increase in other income by approximately HK\$0.8 million and decrease in cost of sales of computer hardware and software, rental expenses and listing expenses of approximately HK\$1.0 million, HK\$2.9 million and HK\$5.7 million, respectively. It was partially offset by decrease in revenue by approximately HK\$1.3 million, decrease in fair value gain on investment property by approximately HK\$3.4 million and increase in some of the expenses by approximately HK\$5.4 million in total (as explained item by item above). If the fair value adjustment to an investment property and listing expenses were excluded, the profit before income tax of the Company would have decreased by approximately 9% from approximately HK\$15.9 million for the year ended 31 March 2019 to approximately HK\$14.4 million for the year ended 31 March 2020.

Income Tax Expense

The Group's income tax expense for the year ended 31 March 2020 was approximately HK\$3.1 million, representing an increase of approximately 21% from approximately HK\$2.6 million for the year ended 31 March 2019. Such increase was mainly due to the recognition of deferred tax liability of accumulated fair value changes of investment property. The effective income tax rates of the Group, which equal to the income tax expense divided by profit before tax, were approximately 28.6% and 31.8% for the years ended 31 March 2019 and 2020, respectively. If the fair value adjustment to an investment property, listing expenses, non-deductible corporate expenses after the Listing and above-mentioned deferred tax were excluded, the effective income tax rates would be approximately 16.7% and 16.4% for the year ended 31 March 2020 and 2019, respectively.

Management Discussion and Analysis

Profit for the Year Attributable to Owners of the Company

Profit attributable to owners of the Company for the year ended 31 March 2020 amounted to approximately HK\$6.8 million, representing an increase of approximately 4% as compared with the profit of approximately HK\$6.5 million for the year ended 31 March 2019. Such increase was due to the above-mentioned reasons and increase in income tax expense by approximately HK\$0.6 million. If the fair value adjustment to an investment property and listing expenses were excluded, the profit attributable to owners of the Company would have decreased by approximately 15% from approximately HK\$13.3 million for the year ended 31 March 2019 to approximately HK\$11.3 million for the year ended 31 March 2020.

LIQUIDITY AND FINANCIAL RESOURCES

The Group's operations are financed mainly by cash generated from operations. The Group recorded net current assets of approximately HK\$46.5 million as at 31 March 2020 (2019: approximately HK\$2.0 million).

As at 31 March 2020, the Group's current assets amounted to approximately HK\$62.2 million (2019: approximately HK\$19.7 million) of which approximately HK\$4.2 million (2019: approximately HK\$8.5 million) was trade receivables, deposits, prepayment and other receivables, approximately HK\$0.3 million (2019: approximately HK\$0.5 million) was contract assets and approximately HK\$57.7 million (2019: approximately HK\$10.4 million) was bank and cash balances. The Group did not have income tax recoverable as 31 March 2020 (2019: approximately HK\$0.3 million).

As at 31 March 2020, the Group has interest-bearing borrowing of approximately HK\$11.5 million (2019: approximately HK\$12.0 million) at 3.55% effective interest rate (2019: 2.95%). On the same date, the Group had unused banking facilities of HK\$8.0 million. The banking facilities were secured by a corporate guarantee from the Company and the land and building with carrying amount of HK\$33.3 million. As at 31 March 2019 and 2020, none of the Group's borrowing bear interest at fixed rate.

The gearing ratio of the Group, which was defined as total debt divided by total equity, were 11.4% as at 31 March 2020 (2019: 22.2%). The decrease in gearing ratio was mainly due to significant increase in share capital and share premium resulted from the Shares issued on the Listing Date. The net debt to total capital of the Group, which was defined as total debt net of cash and cash equivalents divided by total capital, was at net cash position as at 31 March 2020 (2019: 2.8%).

The Group's financial position has been further enhanced by the net proceeds of approximately HK\$17.5 million received from the Listing in May 2019.

Management Discussion and Analysis

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's operations are subject to certain risks and the major ones that may have a material and adverse effect on the Group's business, financial conditions and results of operations include: research and development risk, retention of customers and staff and concentration of customers and suppliers. In addition, the Group's activities are exposed to various financial risks including, exchange rate risk, credit risk, liquidity risk and interest rate risk.

Principal Risks Identified	Description of the Principal Risks Identified	Mitigation of Risks
<ul style="list-style-type: none"> Research and development risk 	<p>The financial technology industry is characterised by rapidly changing technology and customer demands. It is vital for us to keep abreast of the market and industry development. In particular, we may not been able to keep up with rapid changes in technology and customer demands, our research and development plans may not be successful or marketable and we may fail to upgrade our financial trading solutions to accommodate any upgrades to third party financial trading solutions or trading platforms of stock exchanges.</p>	<ul style="list-style-type: none"> Keep track of the technology changes Closely communicate with the customers for their demand Thorough feasibility study before commencement of each development project
<ul style="list-style-type: none"> Retention of customers 	<p>Our ability to maintain our revenue stream depends on our capability to continue the existing engagements as well as secure new engagements from existing customers or new customers.</p>	<ul style="list-style-type: none"> Conduct configuration checking, stress test, unit test and internal user acceptance test for our financial trading solutions to ensure the quality of our financial trading solutions provided to our customers
<ul style="list-style-type: none"> Concentration of customers 	<p>The terms of our service agreements are of one year or less which may or may not be automatically renewed, while some of them do not have fixed terms and will remain effective from the date of agreement unless terminated.</p>	<ul style="list-style-type: none"> Provide quality maintenance support services (e.g. timely respond to customer's query)
<ul style="list-style-type: none"> Retention of staff 	<p>Our future success depends on our ability to continue to retain and attract qualified technical and managerial staff with the appropriate technical expertise and domain knowledge of the financial technology industry.</p>	<ul style="list-style-type: none"> Offer competitive remuneration package Training and development Team building and recreational activities
<ul style="list-style-type: none"> Concentration of suppliers 	<p>In case of the supply of services by our major suppliers (such as server and financial market information) is disrupted, and we are not be able to timely identify and engage replacement service providers, our business operation may be subject to disruptions or security risks.</p>	<ul style="list-style-type: none"> Timely payment of suppliers' invoices Regular evaluation and monitoring of performance of supplier (e.g. stability of data centre)

Management Discussion and Analysis

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group's revenue and cost are primarily denominated in US\$ and HK\$. Since HK\$ is pegged to US\$, the Group does not have significant currency risks and it is the Group's policy not to engage in speculative activities. The Group has not entered into any contracts to hedge its exposure for foreign exchange risk.

EXPOSURE TO CREDIT RISK

The Group's credit risk is primarily attributable to cash and cash equivalents, trade receivables due from customers, contract assets, deposits and other receivables as set out in notes 5, 17 and 18 to the consolidated financial statements. The Group has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

To manage the risk arising from cash at banks, the Group only transacts with reputable banks which are all high-credit-quality financial institutions. In addition, the Group has a credit policy to monitor the level of credit risk in relation to customers. The credit record and credit period for each customer or debtor are regularly assessed, based on the customer's or debtor's financial condition, their credit records and other factors such as current market condition. For details, please refer to note 3.1(b) to the consolidated financial statements.

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets from third parties. The Group overall considers the shared credit risk characteristic and the days past due of the trade receivables and contract assets to measure the expected credit loss. Our management, considered among other factors including forward looking information, analysed historical payment pattern and concluded that the expected loss rate of trade receivables and contract assets are assessed to be less than 1% for the year ended 31 March 2020 (2019: less than 1%). No loss allowance provision for these balances was made during the year ended 31 March 2020 (2019: nil).

For deposits and other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of deposits and other receivables based on historical settlement records and past experience. The directors believe there is no material credit risk inherent in the Group's outstanding balances of deposits and other receivables and the expected credit loss was close to zero for the year ended 31 March 2020 (2019: same).

EXPOSURE TO 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 maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is set out in note 3.1(c) to the consolidated financial statements.

EXPOSURE TO INTEREST RATE RISK

The Group's exposure to interest rate risk arises from its bank deposits and bank borrowing. These deposits and the borrowing bear interests at variable rates varied with the then prevailing market condition. Except as stated above, the Group has no other interest-bearing assets and liabilities as at 31 March 2020, its income and operating cash flows are substantially independent of changes in variable interest rates.

CAPITAL STRUCTURE

The Shares were listed on GEM of the Stock Exchange on the Listing Date. There has been no change in the capital structure of the Company since then. As at 31 March 2020, the capital structure of the Company comprised mainly of issued share capital and reserves.

Management Discussion and Analysis

PLEDGE OF ASSETS

As at 31 March 2020, the Group has pledged its land and building with carrying amount of approximately HK\$33.3 million (2019: approximately HK\$34.5 million) to secure banking facilities granted to the Group to the extent of approximately HK\$19.5 million (2019: approximately HK\$20.0 million).

MATERIAL ACQUISITIONS AND DISPOSALS

The Group has not made any significant investments or material acquisitions and disposals of subsidiaries during the year ended 31 March 2020.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2020, the Group did not have any material capital commitments and contingent liabilities.

HUMAN RESOURCES AND REMUNERATION POLICIES

As at 31 March 2020, the Group had a workforce of 32 (2019: 30) full-time employees. The remuneration of the Group's employees is determined depending on a number of factors, including their qualifications, function, experience, work performance and local market conditions. The Group regularly reviews its compensation and benefit policies to ensure that the remuneration package offered remains competitive and in line with relevant labour laws and regulations. For the year ended 31 March 2020, the total employee benefit expenses of the Group (including salaries, bonuses, allowances, pension costs (defined contribution plans), staff welfare and benefits and share-based payment expenses) before deduction of capitalised staff costs as development costs of computer software system was approximately HK\$19.8 million (2019: approximately HK\$17.9 million). The Company has adopted a Share Option Scheme on 29 March 2019 to enable the Company to grant options to, amongst others, the employees and directors of the Group. For details, please refer to note 20 to the consolidated financial statements and the paragraph headed "Share Option Scheme" under the section headed "Directors' Report" in this report.

FINAL DIVIDEND

Pursuant to its meeting held on 12 June 2020, the Board recommends the payment of a final dividend of HK\$0.002 per Share for the year ended 31 March 2020 (2019: Nil).

SIGNIFICANT INVESTMENTS AND PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Company did not have any significant investments as at 31 March 2020. Save as disclosed in this report, the Company does not have other plans for material investments or capital assets.

EVENTS AFTER THE REPORTING PERIOD

From late January 2020, the outbreak of Coronavirus Disease 2019 (the "COVID-19 outbreak") was rapidly evolving globally. Since then, the economic and financial markets have been significantly impacted. During the year ended 31 March 2020, the COVID-19 outbreak had no material impacts on the financial performance of the Group. However, management expects that revenue generated from licensing and maintenance services of 2021 might be adversely affected to a certain extent, which will depend on the new development concerning the global severity of and actions taken to contain the COVID – 19 outbreak that are highly uncertain. The Group will continue to pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the consolidated financial statements and operation results.

On 8 April 2020, there is a change of the Company secretary of the Company and an authorised representative of the Company.

Save as disclosed above, the Group has no other significant events subsequent to 31 March 2020 and up to the date of this report.

Management Discussion and Analysis

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

An analysis comparing the business objectives as set out in the Prospectus with the Group's actual business progress for the period from the Listing Date to 31 March 2020 is set out below:

Business Objectives	Actual Progress
Continue to commit in research and development of our financial trading solutions	<p>Research and development plans</p> <p>Progress from the Listing Date to 31 March 2020</p>
	<p>A. Enhance and upgrade our financial trading solutions</p>
	<p>(i) Develop the cloud-based versions of GES EX and GES IX</p> <p>The Group entered into a hosting services subscription agreement with HKEX Hosting for the co-location facilities, which provide us access to the trading and market data, trading and clearing systems of the Stock Exchange at a low latency connection. As a result, the Group has become one of the HKEX Hosting ASP ecosystem members to provide approved ASP services to our customer(s). In addition, the Group acquired servers, networking resources and third party software to power up the cloud native version of GES EX and GES IX in June 2019 and December 2019 respectively.</p>
	<p>(ii) Enable the use of big data for AUTON</p> <p>The Group acquired servers, networking resources and third party software to process the big data and additional space to host the big data server in July 2019. This allows AUTON users to extract information from our big data server for backtesting their algo-trading strategies.</p>
	<p>(iii) Enhance AUTON's algo-trading capability with artificial intelligence</p> <p>The researching team could not recruit a suitable consultant to provide technical advice for our research and development over the last year. Therefore, our development team has postponed the respective research and development and we have not yet acquired any hardware and software in relation to this item. After the researching team successfully recruits a consultant, we will resume the respective research and development.</p>
	<p>(iv) Develop HTML5 version of AUTON</p> <p>We will commence development of HTML5 version of AUTON in late 2020 as planned.</p>
	<p>(v) Unify and improve our financial trading solutions</p> <p>We initially targeted to commence the unification of (a) GES TX and GEX EX and (b) GES IX and Xentrix in the second quarter of 2020. As there is a postponement in other research and development plan (refer to item (iii) of this table), we have reallocated the resources to start the unification earlier.</p>

Management Discussion and Analysis

Business Objectives	Actual Progress	
Continue to commit in research and development of our financial trading solutions <i>(Continued)</i>	Research and development plans	Progress from the Listing Date to 31 March 2020
	B. Incorporate prevailing technologies to promote algo-trading and awareness of our trading terminal and trading systems	By research and development of our development team and acquisition of servers and third party software, we have launched the terminal for simulation of algo-trading and the web portal for algo sharing. We will continue enhancing the terminal and the web portal for portfolio tracking and optimization.
Pursue selective acquisition(s)	Overall, to implement the above research and development plans, the Group had used approximately HK\$0.8 million to purchase the abovementioned hosting and connectivity services from HKEX Hosting, approximately HK\$0.9 million to recruit 4 research and development staff and approximately HK\$1.5 million to acquire computer hardware and software. Our management is devoted to identifying suitable target (such as an IT solution vendor which specialists in financial and related IT systems, or other market players) for acquisition. We have not yet identified any suitable target for acquisition from the Listing Date up to 31 March 2020.	
Establish a research and development centre	The expected timeline to commence the establishment of research and development centre is changed from the third quarter of 2019 to November 2020. It is primarily because we currently have sufficient office space for the additional headcounts of research and development staff as a result of change in staff composition. The Board considers that the postponement will allow the Company to deploy its financial resources more effectively, which is in the best interest of the Company and the Shareholders as a whole.	

Management Discussion and Analysis

USE OF PROCEEDS FROM THE LISTING

The Shares of the Company were initially listed on GEM of the Stock Exchange by way of share offer of 100,000,000 Shares on the Listing Date, at HK\$0.53 per Share.

The net proceeds from the share offer were approximately HK\$17.5 million, which was based on the gross proceeds from the share offer less the actual expenses relating to the Listing. The change in the amount of net proceeds as disclosed in the Prospectus is primarily due to the fact that the shares were issued at the low-end of the Offer Price Range (as defined in the Prospectus). Subsequent to the Listing, these proceeds will be used for the purposes in accordance with the future plans as set out in the Prospectus as below:

Description of intended use of the proceeds	Net proceeds HK\$ million	Approximate percentage of total net proceeds	Planned use of proceeds from the Listing Date to 31 March 2020 HK\$ million	Actual use of proceeds from the Listing Date to 31 March 2020 HK\$ million	Unutilised amount as at 31 March 2020 HK\$ million	Expected timeline for full use of the unutilised proceeds
Continue to commit in research and development of our financial trading solutions	13.3	75.8%	3.5	3.2	10.1	May 2022
Pursue selective acquisition(s)	1.4	8.0%	–	–	1.4	April 2022
Establish a research and development center	1.8	10.1%	0.6	–	1.8	May 2022
Working capital and other general corporate purpose	1.0	6.1%	–	0.1	0.9	N/A
Total	17.5	100.0%	4.1	3.3	14.2	

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential in providing a framework for the Company to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the principles and code provisions as set out in the CG Code contained in Appendix 15 of the GEM Listing Rules as the basis of the Company's corporate governance practices.

The CG Code has been applicable to the Company with effect from the Listing Date. The Board is of the view that since the Listing Date and up to the date of this report, the Company has complied with all applicable code provisions as set out in the CG Code.

AUDIT COMMITTEE

The Audit Committee consists of three independent non-executive Directors, being Mr. Lo Chi Wang, Mr. Wu Kin San Alfred and Mr. Moo Kai Pong. Mr. Lo Chi Wang is the chairman of the Audit Committee. The Group's audited annual results for the year ended 31 March 2020, the accounting policies and practices adopted by the Group, and the Group's financial reporting and internal control matters have been reviewed by the Audit Committee in a meeting held on 12 June 2020.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Chung Chau Kan (鍾就根), aged 44, was appointed as a Director on 7 February 2018 and was re-designated as an executive Director and the Chief Executive Officer of the Company on 7 May 2018. Mr. Chung is responsible for the day-to-day management, overseeing the business operations, business development, strategic planning and supervising the development of financial trading solutions of our Group. Mr. Chung has over 20 years of experience in software engineering, system development and IT consulting, in particular, financial information systems and trading solution development. Prior to joining the Group, Mr. Chung was an engineer in Entone Technologies Limited from June 2000 to January 2001 and was responsible for software design, development, testing and maintenance. Mr. Chung worked in Reuters Hong Kong Limited as a consultant from January 2001 to January 2002. He was primarily responsible for developing stock exchanges connectivity for the online trading system, supporting and enhancing a production real-time market data delivery site and building internet site for sales support. Mr. Chung was a software engineer of A.K. Technology Company and Global eSolution Limited. He was mainly responsible for designing and developing timetabling engine, online trading platforms and wealth management platforms. Mr. Chung joined our Group in August 2006 as development manager of the principal operating subsidiary, GES, of our Group. He was promoted to general manager of GES in July 2010. Since September 2011, Mr. Chung has been a director of GES, mainly responsible for overseeing the operations and software development of GES. Apart from GES, Mr. Chung is also a director of various subsidiaries, including Real Logic Technology Company Limited, Win Investment (HK) Limited and Motion Cast Limited.

Mr. Chung obtained a degree of Bachelor of Science (Hons) in Computer Studies from City University of Hong Kong in Hong Kong in November 2000 with first class honours.

Mr. Wong Wing Hoi (王永凱), aged 41, was appointed as a Director on 7 February 2018 and re-designated as an executive Director of the Company on 7 May 2018. Mr. Wong is responsible for the day-to-day management of the software development operations, assisting the chief executive officer of our Company on planning and supervising the development of financial trading solutions of our Group. Mr. Wong has over 18 years of experience in software engineering, system development and IT support. Prior to joining our Group, (i) from August 2001 to February 2005, Mr. Wong worked in Netcast Information Limited as a programmer and was mainly responsible for developing and testing software applications; and (ii) from February 2005 to July 2006, Mr. Wong worked in Global eSolution Limited as an analyst programmer and was mainly responsible for developing online trading system, database designing and tuning and providing IT support. Mr. Wong joined our Group in August 2006 as senior analyst programmer of GES. He was promoted to project manager and assistant director of GES in January 2011 and in December 2015, respectively. During his tenure as an assistant director of GES, he is mainly responsible for overseeing the software development operations and the development team of our Group. He is also involved in the recruitment of the software developers and engineers.

Mr. Wong obtained a degree of Bachelor of Engineering (Hons) from The Chinese University of Hong Kong in Hong Kong in November 2001.

Biographical Details of Directors and Senior Management

NON-EXECUTIVE DIRECTOR

Mr. Wei Ming (衛明), aged 68, was appointed as a Director on 7 February 2018 and re-designated as a non-executive Director of the Company and the Chairman on 7 May 2018. He joined our Group in December 2016 as a director of GES. He is responsible for overall strategic management and development of corporate policies and strategies of our Group. Since 21 February 2018 when Motion Cast Limited was incorporated, Mr. Wei has been a director of Motion Cast Limited which is an investment holding company of our Group. Prior to joining our Group, (i) from around 1984 to 2002, he was primarily engaged as regional controller, director and principal advisor in financial trading businesses located in Hong Kong and Taiwan; and (ii) from January 2010 to January 2012, he was a director of Jin Ku Precious Metal Trading Ltd (currently known as Far East Precious Metal (HK) Limited) which was principally engaged in bullion trading in Hong Kong.

Mr. Wei completed a Textile Mechanical Course at Hong Kong Technical College (currently known as The Hong Kong Polytechnic University) in Hong Kong in around September 1971.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Moo Kai Pong (巫啟邦), aged 53, was appointed as our independent non-executive Director on 29 March 2019. He is the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. He is primarily responsible for providing independent advice to the Board.

Mr. Moo has more than 18 years of experience in software engineering, system development and IT support. Prior to joining the Group, Mr. Moo was a programmer in Win Master Limited and was responsible for developing the personnel management information system for the Regional Services Department of the Government of Hong Kong from November 1995 to May 1996. Mr. Moo worked in C P International Limited as a contract analyst programmer & systems analyst from October 1996 to April 1999, He was being assigned to Reuters Asia Pte Limited and was involved in projects that develop domestic internet/extranet products as the major Oracle Database designer and project leader. From May 1999 to August 2000, Mr. Moo was a senior system designer in Reuters Hong Kong Limited, where he was involved in projects that develop domestic internet/extranet products as the major database designer and project leader. Mr. Moo joined ABN AMRO Asia Limited in August 2000 as a senior database administrator until May 2002 and he was involved in database server projects and the technical co-ordination of integration projects. From September 2002 to August 2003, Mr. Moo worked in Broadway Photo Supply Limited as a system analyst for developing applications. Mr. Moo was the assistant vice president of New York Life International, LLC from August 2003 to December 2010 and was mainly responsible for managing the setting up of a data centre in the regional office; setting up of a data environment particularly for IT project development, and implementation of the solution of a project which was for new network establishment for better availability and bandwidth capacity connected with each market by using encryption techniques for networking among all markets.

Mr. Moo obtained a degree of Bachelor of Science from Victoria University of Wellington in New Zealand in December 1992.

Biographical Details of Directors and Senior Management

Mr. Lo Chi Wang (羅智弘), aged 42, was appointed as our independent non-executive Director on 29 March 2019. He is currently the chairman of the Audit Committee. He is primarily responsible for providing independent advice to the Board.

Mr. Lo has approximately 17 years of experience in accounting and finance field. Mr. Lo's experience in auditing and tax advisory services was gained from his various positions in Deloitte Touche Tohmatsu Limited from February 2002 to June 2009. Mr. Lo was the financial controller of Sino Grandness Food Industry Group Limited (stock code: T4B, a company listed on the Singapore Stock Exchange) and has participated in the preparation of initial public offering project in the private sector. He has been the financial controller of Hung Fook Tong Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1446), and is currently an independent non-executive director of Dragon Rise Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 6829).

Mr. Lo obtained a degree of Bachelor of Arts (Honours) in Accounting from Manchester Metropolitan University in Manchester, United Kingdom. He is a fellow member of both the Association of Chartered Certified Accountants and the HKICPA, and a member of CPA Australia. In October 2019, he was appointed as a co-opted member of Moderation Sub-groups under Qualification and Examinations Board of HKICPA.

Mr. Wu Kin San Alfred (胡健生), aged 38, was appointed as our independent non-executive Director on 29 March 2019. He is a member of the Audit Committee, Remuneration Committee and Nomination Committee. He is primarily responsible for providing independent advice to our Board.

Mr. Wu has approximately 16 years of experience in auditing, corporate finance and investment banking. He is currently the managing director of the corporate finance department of Fortune Financial Capital Limited, a subsidiary of China Fortune Financial Group Limited which is a company listed on the Main Board of the Stock Exchange (stock code: 290). He joined the corporate finance department of Fortune Financial Capital Limited as an executive director in April 2016. Since February 2018, he has been an independent non-executive director of Tongda Hong Tai Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2363). Prior to that, Mr. Wu worked in Deloitte Touche Tohmatsu from January 2004 to August 2007, where his last position was a senior accountant. From August 2007 to March 2009, Mr. Wu worked in ICEA Capital Limited where his last position was analyst – investment banking division. From April 2009 to February 2010, Mr. Wu worked in ICBC International Holdings Limited where his last position was associate. From February 2010 to September 2010, Mr. Wu was vice president – investment banking department in CMB International Capital Holdings Corporation Limited (formerly known as CMB International Capital Corporation Limited). Mr. Wu joined CMB International Capital Limited in September 2010 until May 2013 where he worked as vice president – investment banking division. From May 2013 to August 2014, Mr. Wu worked in Haitong International Capital Limited, which is a subsidiary of Haitong International Securities Group Limited (a company listed on the Main Board of the Stock Exchange (stock code: 665)). From August 2014 to April 2016, Mr. Wu worked in Guosen Securities (HK) Financial Holdings Co., Ltd where his last position was director – investment banking department.

Mr. Wu obtained a degree of Bachelor of Arts in Accounting and Financial Analysis and a Master's degree of Arts in International Financial Analysis from University of Newcastle upon Tyne (currently known as Newcastle University), the United Kingdom, in July 2002 and December 2003, respectively. He was admitted as a member of the HKICPA in March 2009.

Biographical Details of Directors and Senior Management

SENIOR MANAGEMENT

Mr. Ye Chiu Yeung (葉朝陽), aged 39, is the senior manager of software development of GES and a member of the senior management of our Group. He is primarily responsible for software development of our Group.

Mr. Ye joined our Group in August 2006 as analyst programmer of GES. He left our Group in August 2010 on his own accord and re-joined our Group in December 2013 as product manager of GES. He was promoted to senior manager of our principal operating subsidiary in February 2016. During his tenure as a senior manager, he is mainly responsible for overseeing the development of our trading and settlement systems, GES EX, AUTON and Xentrix, for trading stock exchange-traded financial instruments.

Mr. Ye has more than 16 years of experience in software engineering, system development and IT support. From August 2003 to November 2003, Mr. Ye worked in Automated Systems (HK) Limited as a technician and was mainly responsible for providing daily technical support to school. From February 2004 to November 2005, Mr. Ye worked in Lotus Tours Limited as a programmer and was mainly responsible for developing system and providing software support and maintenance. From November 2005 to July 2006, Mr. Ye worked in Global eSolution Limited as an analyst programmer and was responsible for system development for online trading platforms. In August 2006, Mr. Ye joined our Group as an analyst programmer, and left our Group as a system analyst in August 2010. From August 2010 to January 2011, Mr. Ye worked in Ullink Limited as analyst programmer and was mainly responsible for system development. In January 2011, Mr. Ye joined Ayers Solutions Limited as a senior analyst programmer and was mainly responsible for the development of trading and settlement system and the supervision of the development team, and left as a system analyst in September 2013. From October 2013 to November 2013, Mr. Ye worked in China Construction Bank (Asia) Corporation Limited as system analyst and was mainly responsible for system development for card application. Mr. Ye re-joined our Group as product manager of GES in December 2013.

Mr. Ye obtained a degree of Bachelor of Science in Computer Science and Information Systems (Hons) from The University of Hong Kong in Hong Kong in December 2003.

COMPLIANCE OFFICER

Mr. Chung Chau Kan (鍾就根) is the compliance officer of our Company. For his biographical details, please refer to the paragraph headed "EXECUTIVE DIRECTORS" under this section.

COMPANY SECRETARY

Ms. Chu Mei Po (朱美寶), HKICPA, aged 31, was appointed as our Company secretary on 8 April 2020. Ms. Chu has joined GES since 2016 and is currently a deputy financial controller of the Group. Ms. Chu has over 7 years of experience in accounting, finance and audit with international audit firms and a listed company in Hong Kong. Ms. Chu obtained a degree of Bachelor of Business Administration in Accountancy from City University of Hong Kong in July 2012. She was admitted as a member of the HKICPA in February 2015.

Directors' Report

The Directors are pleased to present their annual report and the audited consolidated financial statements of the Group for the year ended 31 March 2020.

CORPORATE REORGANISATION AND LISTING

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 7 February 2018 under the Companies Law. Pursuant to a reorganisation of the Group in preparation for the Listing of the Shares on GEM of the Stock Exchange, the Company became the holding company of the companies now comprising the Group. Details of the corporate reorganisation are set out in the section headed "History, Development and Reorganisation" in the Prospectus. The Shares were initially listed on GEM of the Stock Exchange on 2 May 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in the development and provision of financial trading solutions and development and supply of resource allocation, planning, scheduling and management of software and services. Details of the principal activities of the subsidiaries are set out in note 12 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year ended 31 March 2020.

BUSINESS REVIEW

A fair review of the Group's business, a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, are described in the "Chairman's Statement" and under the paragraph headed "Business Review" in the section headed "Management Discussion and Analysis" set out on pages 4 to 16 of this report. The discussion forms part of this directors' report.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 March 2020 and the Group's financial position at that date are set out in the financial statements on pages 53 to 54 of this report.

The Board recommends the payment of a final dividend of HK\$0.002 per share for the year ended 31 March 2020 (2019: nil).

FINANCIAL SUMMARY

A summary of the published results, assets and liabilities of the Group for the last four financial years, as extracted from the audited financial statements and the Prospectus, is set out on page 98. This summary does not form part of the audited financial statements.

REVENUE

An analysis of the Group's revenue for the year ended 31 March 2020 is set out in note 5 to the consolidated financial statements.

PROPERTY AND EQUIPMENT

Details of movements in the property and equipment of the Group during the year ended 31 March 2020 are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 March 2020 are set out in note 19 to the consolidated financial statements.

Directors' Report

PURCHASE, SALE OR REDEMPTION OF THE SECURITIES BY THE COMPANY AND ITS SUBSIDIARIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any securities, convertible securities, options, warrants or similar rights of the Company during the year ended 31 March 2020 and up to the date of this report, save for those relating to the reorganisation of the corporate structure of the Group, details of which are set out in paragraph headed "A. Further Information about our Company – 2. Changes in the share capital of our Company" in Appendix VI to the Prospectus.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of Cayman Islands which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 March 2020 are set out in note 29(b) to the consolidated financial statements and the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2020, the reserves available for distribution to owners of the Company were approximately HK\$9,416,000.

CHARITABLE DONATIONS

During the year ended 31 March 2020, the Group did not make any charitable or other donations.

DIRECTORS

The Directors during the year ended 31 March 2020 and up to the date of this report were:

Executive Directors

Mr. Chung Chau Kan (*Chief Executive Officer*)

Mr. Wong Wing Hoi

Non-executive Director

Mr. Wei Ming (*Chairman*)

Independent Non-executive Directors

Mr. Moo Kai Pong

Mr. Lo Chi Wang

Mr. Wu Kin San Alfred

In accordance with the article 84 of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Directors' Report

Accordingly, Mr. Chung Chau Kan and Mr. Wei Ming will retire at the forthcoming annual general meeting of the Company and, being eligible, will offer themselves for re-election.

The Company has received, from each of the independent non-executive Directors, a written annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and as at the date of this report, and the Company still considers each of the independent non-executive Directors to be independent.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 17 to 20 of this report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date. The non-executive Director and each of the independent non-executive Directors respectively has entered into a letter of appointment with the Company and is appointed for a fixed term of three years commencing from the Listing Date. The service agreement may be terminated by not less than three months' notice in writing served by either party on the other after the expiry of the first year of service. The letter of appointment may be terminated by not less than three months' notice in writing served by either party on the other after the expiry of the three years of service.

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

EMOLUMENT POLICY

The remuneration of the Group's employees is determined based on a number of factors, including their qualifications, function, experience, work performance and local market conditions. The Group regularly reviews its compensation and benefit policies to ensure that the remuneration package offered remains competitive and in line with relevant labour regulations.

EMOLUMENT OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

The Remuneration Committee is established for reviewing the Group's emolument policy and structure for making recommendation to the Board on the overall remuneration policy and structure in relation to all Directors and senior management of the Group. Other emoluments of the Directors are determined with reference to market conditions, directors' duties, responsibilities and performance and the results of the Group. For details of the Group's remuneration policy including the factors in determining the emoluments, please refer to the paragraph headed "Human Resources and Remuneration Policy" under the section headed "Management Discussion and Analysis" in this report. Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 7 and 8 to the consolidated financial statements.

No Directors has waived or agreed to waive any emoluments during the year ended 31 March 2020.

PERMITTED INDEMNITY PROVISION

Every Director shall be entitled under the Articles to be indemnified out of the assets of the Company against all actions, costs, charges, losses, damages and expenses incurred or sustained by him or her as a Director in the execution or discharge of his or her duty.

As at the date of this report, the Company has taken out Directors' and officers' liabilities insurance which provides appropriate coverage for the Directors.

Directors' Report

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

Save as disclosed in this report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at any time during the year ended 31 March 2020 or as at the end of the financial year.

MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company during the year ended 31 March 2020.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2020, the interests or short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of SFO) which are required (a) 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 are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) have 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:

Name of Director	Company/name of associated corporation	Capacity and nature of interest	Number of shares of the Company/ associated corporation held (Note 4)	Approximate percentage of the issued shares of the Company/ associated corporation
Mr. Wei Ming ("Mr. Wei")	Company	Interest in controlled corporation (Note 1)	210,000,000 (L)	52.5%
Mr. Chung Chau Kan ("Mr. Chung") (Chief Executive Officer)	Company	Interest in controlled corporation (Note 2)	90,000,000 (L)	22.5%
Mr. Wong Wing Hoi	Company	Beneficial owner	4,000,000 (L) (Note 3)	1%
Mr. Wei	Essential Strategy	Beneficial owner	1,000 (L)	100% (Note 1)

Notes:

- (1) The 210,000,000 shares were held by Essential Strategy which is wholly owned by Mr. Wei. As such, Mr. Wei was deemed to be interested in all the shares held by Essential Strategy pursuant to Part XV of the SFO.
- (2) The 90,000,000 shares were held by Expert Wisdom which is wholly owned by Mr. Chung. As such, Mr. Chung was deemed to be interested in all the shares held by Expert Wisdom pursuant to Part XV of the SFO.
- (3) These Shares represent the 2019 Share Option granted by the Company on 15 August 2019 under the Share Option Scheme adopted by the Company on 29 March 2019.
- (4) The letter "L" denotes "long position" in such shares.

Saved as disclosed above, as at 31 March 2020, none of the Directors or chief executive of the Company had registered an interest or short position in any Shares or underlying Shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have 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 in which they are taken or deemed to have under such provisions of the SFO) or that was required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or which are required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

Directors' Report

SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed above and in note 28 to the consolidated financial statements, no Shareholder or any of its subsidiaries had a material interest, either directly or indirectly, in any contract of significance (whether for the provision of services to the Group or not) to the business of the Group to which the Company or any of its subsidiaries was a party during the year ended 31 March 2020.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2020, the following persons (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying Shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO were as follows:

Name	Capacity and nature of interest	Number of Shares held (Note 5)	Approximate percentage of the issued Shares
Essential Strategy	Beneficial owner (Note 1)	210,000,000 (L)	52.5%
Ms. Wong Siu King	Interest of spouse (Note 2)	210,000,000 (L)	52.5%
Expert Wisdom	Beneficial owner (Note 3)	90,000,000 (L)	22.5%
Ms. Yip Kim Kam	Interest of spouse (Note 4)	90,000,000 (L)	22.5%

Notes:

- (1) Mr. Wei holds 210,000,000 Shares through a company wholly-owned by him, Essential Strategy.
- (2) Ms. Wong Siu King ("**Ms. Wong**") is the spouse of Mr. Wei. Under the SFO, Ms. Wong is deemed to be interested in the same number of Shares in which Mr. Wei is interested.
- (3) Mr. Chung holds 90,000,000 Shares through a company wholly-owned by him, Expert Wisdom.
- (4) Ms. Yip Kim Kam ("**Ms. Yip**") is the spouse of Mr. Chung. Under the SFO, Ms. Yip is deemed to be interested in the same number of Shares in which Mr. Chung is interested.
- (5) The letter "L" denotes "long position" in such shares.

Saved as disclosed above, as at the date of this report, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who has interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to section 336 of the SFO, to be recorded in the register referred to therein.

Directors' Report

SHARE OPTION SCHEME

The Company has adopted the Share Option Scheme on 29 March 2019. Details of the Share Option Scheme are set out in Appendix VI to the Prospectus. 36,400,000 Share Options have been granted pursuant to the Share Option Scheme during the year ended 31 March 2020. For details of the grant of Share Options, please refer to note 20 to the consolidated financial statements.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Saved as disclosed in the paragraphs headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" and "Share Option Scheme" above, at no time during the year ended 31 March 2020 and up to the date of this report were there rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Directors or chief executive of the Company or their respective associates (as defined under the GEM Listing Rules) or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors or chief executive of the Company or their respective associates (as defined under the GEM Listing Rules) to acquire such rights in any other body corporate.

EQUITY-LINKED AGREEMENTS

Save as disclosed in this report, no equity-linked agreements were entered into by the Company during the year ended 31 March 2020 or subsisted at the end of the financial year.

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year ended 31 March 2020 are set out in note 28 to the consolidated financial statements.

The related party transactions as disclosed in note 28 to the consolidated financial statements did not fall under the definition of "connected transaction" or "continuing connected transaction" (as defined under Chapter 20 of the GEM Listing Rules) or are fully exempt continuing connected transaction pursuant to Rule 20.74(1) of the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and based on the best knowledge of the Directors, the Company has maintained the prescribed public float under the GEM Listing Rules during the year ended 31 March 2020 and up to the date of this report.

COMPETING INTEREST

During the year ended 31 March 2020 and up to the date of this report, none of the Directors or the Controlling Shareholders or their close associates (as defined in the GEM Listing Rules) are interested in any business which competes or may compete, either directly or indirectly, with the business of the Group nor did they have any conflicts of interest with the Group.

Directors' Report

DEED OF NON-COMPETITION

Each of the Controlling Shareholders, namely Mr. Wei and Essential Strategy, has executed a deed of non-competition dated 12 April 2019 (the “**Deed of Non-Competition**”) in favour of the Company, pursuant to which each of the Controlling Shareholders, among other things, irrevocably and unconditionally, jointly and severally, warrants and undertakes to the Company (for itself and as trustee for each of its subsidiaries) on competition related matters. Details of the Deed of Non-Competition are set out in the section headed “Relationship with our Controlling Shareholders – Non-competition Undertaking” in the Prospectus. Each of the Controlling Shareholders has confirmed that none of them is engaged in, or interested in any business (other than the Group) which, directly or indirectly, competes or may compete with the business of the Group.

The independent non-executive Directors have also reviewed the status of compliance and written confirmation from each of the Controlling Shareholders, and confirmed that all the undertakings under the Deed of Non-Competition have been complied with by each of the Controlling Shareholders since the Listing Date and up to the date of this report.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Company's securities. If the shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, Dongxing Securities (Hong Kong) Company Limited has been appointed as the compliance adviser of the Company (the “**Compliance Adviser**”). Save for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated 23 May 2018, none of the Compliance Adviser or its directors, employees or close associates (as defined under the GEM Listing Rules) has or may have any interest in the share capital of the Company or any member 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.

KEY RELATIONSHIPS WITH ITS EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group has maintained a good relationship with its employees, customers and suppliers:

Employees

Human resources is of paramount importance to the Group's business operations and its success depends on its ability to hire new talents to deliver new features to its financial trading solutions and retain core employees to ensure stability of such financial trading solutions. The Group places great emphasis on the training and development of its employees by providing periodic trainings to equip them with the latest knowledge relating to their work duties and keep them abreast of the latest technological know-how and market news. The Group also offers sponsorships to eligible employees to participate in external professional courses.

The Group also strives to treat all of its employees with respect and equality, and create a safe and motivating workplace for its employees. By organising different staff activities, the Group also works to improve staff relationships and build up a sense of belonging, and at the same time, make sure its employees enjoy a good work-life balance. In order to provide a safe working environment and protect the Group's employees from occupational hazards, the Group has also implemented sound workplace measures to ensure all risk-bearing activities are monitored and supervised, and newly joined employees would receive comprehensive orientation on the work safety procedures. The Group's liability to its employees is covered by insurance, which it is required by law to have. During the year ended 31 March 2020, the Group did not receive any material claims for personal injuries by its employees under the employees' compensation insurance policies, and were not involved in accidents that resulted in material injuries or fatality in the course of its operations, and that no prosecution has been laid against the Group by any relevant authorities in respect of violation of applicable laws of health and safety.

Directors' Report

To protect the Group's reputation and the data of its customers, the Group has put measures in place to restrict access right to customer data by its employees, so as to ensure that all confidential data is used for the Group's business purposes only and with the approval from management and to prevent any unauthorised use of such data. In addition, employees are obliged to give confidentiality undertakings in their employment contracts and comply with the Group's internal control policy which restricts inappropriate use and appropriation of source code at work. Further, all of the intellectual property rights created by its employees belong to the Group pursuant to its employment contracts entered into with all employees.

Customers

During the year ended 31 March 2020, the Group had 32 (2019: 29) customers that are mainly financial institutions, including brokerage firms and wealth management companies, and mainly located in Asia Pacific regions, such as Hong Kong, Indonesia, Malaysia, Australia and Japan, as well as Cyprus.

During the year ended 31 March 2020, sales to the Group's five largest customers accounted for approximately 55.9% (2019: 58.2%) of the total sales for the year and sales to the largest customer included therein amounted to approximately 18.2% (2019: 19.2%). During the year ended 31 March 2020, none of the Directors, their close associates or any Shareholder (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued Shares) had any interest in the Group's five largest customers.

The Group signs service agreements with each of its customer generally which lists out the specification of the financial trading solutions to be provided by the Group and the respective terms and conditions. The Group's standard terms and conditions require its customers to pay on a monthly basis with no credit term for at least one year, which may be renewed automatically if no termination notice has been served on the Group for three months in advance. Other service agreements that the Group signs with customers may include tailor made terms in relation to duration of agreement, scope of services and payment arrangements. The Group has been advised that all such agreements are legally binding. During the year ended 31 March 2020, the Group did not experience material payment defaults from its customers, nor did it experience material difficulty in recovering trade receivables from customers, and minimal provision for impairment of trade receivables has been recorded in relation to these customers. During the year ended 31 March 2020, there were no major disputes or disagreement between the Group and its customers and no complaints from its customers which had a material impact on its business operation.

Although the Group is not reliant on any single customer, the Group cannot assure its shareholders, that it would always be able to maintain business relationships with its existing major customers. In the event that the existing major customers reduce their subscription of its financial trading solutions, do not renew their service agreements with the Group or terminate the business relationship with it, and if it is unable to secure new business of a comparable size from other customers as replacement within a reasonable period of time or at all, the Group's business and profitability may be adversely affected. In addition, if any of its existing major customers experiences any liquidity problem, it may result in delay or default in settlement to the Group, which in turn may have an adverse impact on its cash flows and financial conditions. To mitigate such risks, the Group seeks to diversify the Group's customer base by obtaining number of new engagements from its existing or new customers. Furthermore, the Group is constantly engaging in communication with its existing and potential customers to maintain good relationship through various channels such as presentations, calls, emails and physical meetings with customers, with an aim to generate new businesses through its marketing initiatives, referrals from existing clients and the IT professionals from the finance industry.

Directors' Report

Suppliers

During the year ended 31 March 2020, the Group's major suppliers consisted of (i) data centre service providers; (ii) news feed providers; (iii) financial market information providers; (iv) data line vendors; and (v) computer network and data service provider. Purchases from the Group's five largest suppliers accounted for approximately 71.5% (2019: 69.7%) of the total purchases for the year and purchases from the largest supplier included therein amounted to approximately 24.5% (2019: 19.7%). During the year ended 31 March 2020, none of the Directors, their close associates or any Shareholder (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued Shares) had any interest in the Group's five largest suppliers.

Going forward, the Group may consider engaging subcontractors, such as for the development of certain module(s) or upgrade of part of the Group's financial trading solutions depending on the availability of labour resources and when necessary. The Group will select subcontractors based on their technical expertise, ability to meet pre-determined schedules, the Group's past dealings with them and fees. To maintain flexibility, the Group does not plan to enter into any long-term agreements with subcontractors and will only place orders with them on an order-by-order basis.

Although there was a concentration of suppliers in terms of the aggregate amount of the Group's purchase from its top five suppliers, given the availability of products and services provided by the suppliers, the Group is not dependent on any single supplier and can easily locate alternative suppliers as needed. During the year ended 31 March 2020, the Group did not experience any shortage or delay in supply. In any case, the Group selects its suppliers based on a number of factors, including their price, scope of services, quality of products and services and their technical capabilities. It generally selects two vendors or service providers for each product or service to ensure competitive pricing.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Discussion on the environmental policies and performance is contained in the "Environmental, Social and Governance Report" on pages 43 to 47 of this report. This discussion forms part of the directors' report.

COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations, in particular those which have a significant impact on the Group. The Board reviews and monitors the Group's policies and practices in compliance with legal and regulatory requirements on a regular basis. Any changes in the applicable laws, rules and regulations are brought to the attention of the Directors, relevant employees and relevant operation units from time to time.

From the Listing Date and up to the date of this report, to the best of the Company's knowledge, information and belief, and having made all reasonable enquiries, the Group has complied in all material respects with the requirements under all applicable laws and regulations that have a significant impact on the business and operation of the Group.

DIVIDEND POLICY

The Company has adopted a dividend policy that, in recommending or declaring dividends, the Company shall maintain adequate and sufficient cash reserves for meeting its working capital requirements and future growth as well as its Shareholder value. The Board has the full discretion to declare and distribute dividends to the Shareholders, and any final dividend for a financial year will be subject to Shareholders' approval. In proposing any dividend pay-out, the Board shall also take into account, among other things, the Group's financial results, financial position, cash flow situation, business conditions and strategies, expected future operations and earnings, capital requirements and expenditure plans, interests of Shareholders, any restrictions on payment of dividends and any other factors the Board may consider relevant. Any payment of the dividend by the Company is also subject to any restrictions under all applicable laws and regulations.

Directors' Report

CORPORATE GOVERNANCE

The Company has applied the principles of the CG Code set out in Appendix 15 to the GEM Listing Rules and has complied with the applicable code provisions during the year ended 31 March 2020. Details of the principal corporate governance practices as adopted by the Company and the Company's compliance with the applicable code provisions are set out in the section headed "Corporate Governance Report" on pages 31 to 42 of this report.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 17 July 2020 to Wednesday, 22 July 2020 (both dates inclusive) for determining eligibility to attend and vote at the forthcoming annual general meeting. All transfer of Share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m., Thursday, 16 July 2020.

EVENTS AFTER THE REPORTING PERIOD

From late January 2020, the COVID-19 outbreak was rapidly evolving globally. Since then, the economic and financial markets have been significantly impacted. During the year ended 31 March 2020, the COVID-19 outbreak had no material impacts on the financial performance of the Group. However, management expects that revenue generated from licensing and maintenance services of 2021 might be adversely affected to a certain extent, which will depend on the new development concerning the global severity of and actions taken to contain the COVID – 19 outbreak that are highly uncertain. The Group will continue to pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the consolidated financial statements and operation results.

On 8 April 2020, there is a change of the Company secretary of the Company and an authorised representative of the Company.

Save as disclosed above, the Group has no other significant events subsequent to 31 March 2020 and up to the date of this report.

INDEPENDENT AUDITORS

The consolidated financial statements of the Company for the year ended 31 March 2020 have been audited by the Company's independent auditor, PricewaterhouseCoopers, who will retire and being eligible, offer themselves for re-appointment as the Company's independent auditor. A resolution for the reappointment of PricewaterhouseCoopers will be proposed at the forthcoming annual general meeting. There has been no change of auditor of the Company since the Listing Date.

By order of the Board

Wei Ming

Chairman and Non-executive Director

Hong Kong, 12 June 2020

Corporate Governance Report

The Board hereby presents this corporate governance report (“**CG Report**”) in the Group’s annual report for the year ended 31 March 2020.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential in providing a framework for the Company to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the principles and code provisions as set out in the CG Code contained in Appendix 15 of the GEM Listing Rules as the basis of the Company’s corporate governance practices.

The CG Code has been applicable to the Company with effect from the Listing Date. The Board is of the view that since the Listing Date and up to the date of this report (the “**Relevant Period**”), the Company has complied with all applicable code provisions as set out in the CG Code.

BOARD OF DIRECTORS

Board composition and responsibilities

The Board consists of six Directors, including two executive Directors, one non-executive Director and three independent non-executive Directors. Details of their composition by category are as follows:

Executive Directors

Mr. Chung Chau Kan (*Chief Executive Officer*)

Mr. Wong Wing Hoi

Non-executive Director

Mr. Wei Ming (*Chairman*)

Independent Non-executive Directors

Mr. Moo Kai Pong

Mr. Lo Chi Wang

Mr. Wu Kin San Alfred

Details of background and qualifications of all Directors are set out in the section headed “Biographical Details of Directors and Senior Management” of this report. There is no relationship, including financial, business, family or other material/relevant relationship(s) among members of the Board.

Corporate Governance Report

RESPONSIBILITIES OF THE BOARD

The Board oversees the overall management and administration of the business and operations of the Group. The Board is primarily responsible for, among other things, the overall development, strategic planning, reviewing and monitoring the business performance, approving the financial statements and annual budgets, internal controls and risk management as well as supervising the management of the Group. The Board delegates to the management the authority and responsibilities of the day-to-day management and operation of the Company. Despite the foregoing delegation, the Board would review and supervise the performance of the management periodically.

The Board may delegate any of its powers, authorities and discretions to such committees, consisting of such Director(s) and other person(s) as the Board thinks fit, and they may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to applicable laws and regulations, including the CG Code, and any regulations which may be imposed on it by the Board.

Regular meetings of the Board will be held to deliberate the strategic policies of the Company including but not limited to reviewing and approving significant acquisitions and disposals and annual budgets, reviewing the performance of the business and approving the public release of periodic financial results. Directors are also provided with access to independent professional advice in carrying out their obligations as Directors as and when required, at the expense of the Company.

Appointment and Re-election of Directors

Each of the executive Directors has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date. The non-executive Director and each of the independent non-executive Directors respectively has entered into a letter of appointment with the Company and is appointed for a fixed term of three years commencing from the Listing Date. According to article 84 of the Articles, at each annual general meeting, one-third of the Directors shall retire from office by rotation provided that each Director is subject to retirement by rotation at least once every three years but is eligible for re-election at an annual general meeting in accordance with the Articles.

Article 83(3) of the Articles specifies that any Directors appointed by the Board during the year to fill a casual vacancy are subject to re-election by Shareholders at the first general meeting after such appointments and any Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service agreement or letter of appointment with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation. The Company has also taken out Directors' and officers' liabilities insurance with effect from the Listing.

Corporate Governance Report

Independent Non-executive Directors

During the Relevant Period, the Board comprised of six members, three of which are independent non-executive Directors, which represented more than one-third of the Board. As such, the Company has fully complied with Rules 5.05(1) and 5.05A of the GEM Listing Rules. Mr. Lo Chi Wang, our independent non-executive Director, is a certified public accountant with more than 18 years of experience in professional accounting. Accordingly, the Company has fully complied with Rule 5.05(2) of the GEM Listing Rules. For more details regarding the qualifications of Mr. Lo Chi Wang, please refer to the section headed "Biographical Details of Directors and Senior Management" of this annual report.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 5.09 of the GEM Listing Rules, and the Company is of the view that all independent non-executive Directors fulfil the relevant independence requirements.

Continuous Professional Development of Directors

Pursuant to code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development programme to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. During the year ended 31 March 2020, the Directors have participated in continuous professional development programme by attending a training session on the requirements and procedures of issuance of bond by listed and unlisted companies. They also from time to time received from the Company updates on laws, rules and regulations which may be relevant to their roles, duties and functions as directors of a listed company. Particulars of participation by the Directors are set out as follows:

Name of Director	Attending training session
Executive Directors	
Mr. Chung Chau Kan	✓
Mr. Wong Wing Hoi	✓
Non-executive Director	
Mr. Wei Ming	✓
Independent Non-executive Directors	
Mr. Moo Kai Pong	✓
Mr. Lo Chi Wang	✓
Mr. Wu Kin San Alfred	✓

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should not be performed by the same individual. The Directors recognise the importance of good corporate governance in management and internal control procedures so as to achieve effective accountability. During the Relevant Period, Mr. Wei Ming is the Chairman, and Mr. Chung Chau Kan is the Chief Executive Officer. The Chairman provides leadership for the Board and the Chief Executive Officer is responsible for day-to-day management of business. Their respective responsibilities of both roles are clearly established and set out in writing. Accordingly, the Group has fully complied with code provision A.2.1 of the CG Code.

Corporate Governance Report

BOARD COMMITTEES

In order to assist the Board in discharging its duties in a more efficient manner, the Board has established, with written terms of reference, three Board committees, namely the Audit Committee, Remuneration Committee and Nomination Committee, to oversee particular aspects of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties. The written terms of reference for each Board committee are in compliance with the GEM Listing Rules and they are published on the websites of the Stock Exchange and the Company accordingly.

Audit Committee

The Company established the Audit Committee on 29 March 2019 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with Rule 5.29 of the GEM Listing Rules and code provision C.3.3 of the CG Code have been adopted. The primary duties of the Audit Committee are mainly to make recommendations to the Board on appointment, reappointment and removal of the external auditor, review and supervise the financial reporting process and the financial controls, internal control and risk management systems of the Company.

The Audit Committee consists of three independent non-executive Directors, being Mr. Lo Chi Wang, Mr. Moo Kai Pong and Mr. Wu Kin San Alfred. Mr. Lo Chi Wang is the chairman of the Audit Committee.

The Group's audited consolidated annual results for the year ended 31 March 2020, unaudited condensed consolidated interim results for the six months ended 30 September 2019, unaudited condensed consolidated quarterly results for the three months ended 30 June 2019 and for the nine months ended 31 December 2019, the accounting policies and practices adopted by the Group, and the Group's financial reporting, risk management and internal control matters have been reviewed by the Audit Committee. During the Relevant Period, four Audit Committee meetings were held and the details of attendance of each Audit Committee member are set out in the section headed "Board Meetings and Attendance Records of Directors" on pages 36 to 37 of this report.

Nomination Committee

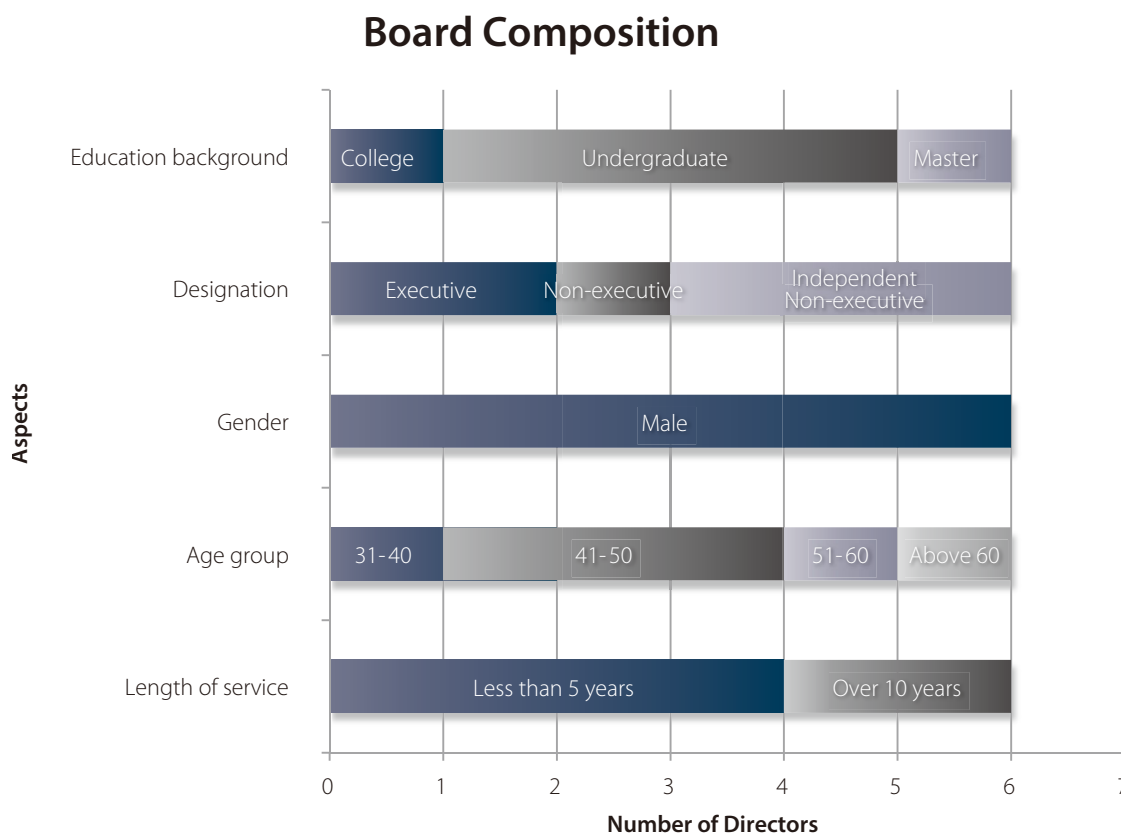
The Company established the Nomination Committee on 29 March 2019. Written terms of reference in compliance with code provision A.5.2 of the CG Code have been adopted. The primary duties of the Nomination Committee are (i) to review the structure, size and composition (including the skills, knowledge, length of service and the breadth of expertise) of the Board and make recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategy; (ii) to identify individuals suitably qualified as potential Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) to assess the independence of independent non-executive Directors; and (iv) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning of Directors, in particular that of the Chairman and the Chief Executive Officer of the Company.

The Nomination Committee consists of one non-executive Director and two independent non-executive Directors, being Mr. Wei Ming, Mr. Moo Kai Pong and Mr. Wu Kin San Alfred, respectively. Mr. Wei Ming is the chairman of the Nomination Committee.

The Board recognises the importance of its diversity in relation to its business, and adopted on 11 April 2019 a board diversity policy (the "**Board Diversity Policy**"). The Board considered the diversity of the Board can be achieved through the consideration of a number of aspects when selecting candidates, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. During the Relevant Period, the above objective has been achieved. All Board appointments will be based on meritocracy, and will be considered against objective criteria, having due regard for the benefits of having diversity on the Board. The ultimate decision of Board appointment will be based on the reputation of, and contribution that the selected candidates will bring to the Board. The Nomination Committee will review the Board Diversity Policy on a regular basis and discuss any revisions that might be required, and recommend to the Board for consideration and approval.

Corporate Governance Report

As at the date of this report, the Board's composition under certain diversified perspectives was summarised as follows:



During the Relevant Period, two Nomination Committee meetings were held and the details of attendance of each Nomination Committee member are set out in the section headed “Board Meetings and Attendance Records of Directors” on page 36 to 37 of this report. During the Nomination Committee meetings, the Nomination Committee (i) reviewed, among other things, the independence of the independent non-executive Directors; (ii) considered the qualifications of the retiring Directors standing for re-election at the forthcoming annual general meeting; (iii) reviewed the structure, size and composition of the Board; and (iv) reviewed the Board Diversity Policy adopted by the Company. In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider various factors including the candidate’s character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendation to the Board. Having reviewed the composition of the Board, the Nomination Committee considered that there is an appropriate balance of board diversity.

Remuneration Committee

The Company established the Remuneration Committee on 29 March 2019 in compliance with Rule 5.34 of the GEM Listing Rules. Written terms of reference in compliance with Rule 5.35 of the GEM Listing Rules and the model under code provision B.1.2(c)(ii) of the CG Code have been adopted. The primary duties of the Remuneration Committee are mainly to make recommendations to the Board on the remuneration policy and the structure relating to all Directors and senior management of the Group, to assess the performance of the executive Directors and to approve the terms of their service contracts, review the remuneration packages of the Directors and senior management of the Group and ensure none of the Directors determine their own remuneration. No Directors or any of his associates were involved in deciding their own remuneration.

The Remuneration Committee consists of two independent non-executive Directors and one executive Director, being Mr. Moo Kai Pong, Mr. Wu Kin San Alfred and Mr. Chung Chau Kan, respectively. Mr. Moo Kai Pong is the chairman of the Remuneration Committee.

Corporate Governance Report

During the Relevant Period, two Remuneration Committee meetings were held and the details of attendance of each Remuneration Committee member are set out in the section headed “Board Meetings and Attendance Records of Directors” on pages 36 to 37 of this report. During the Remuneration Committee meetings, the Remuneration Committee reviewed the remuneration of the Directors and senior management of the Group.

Pursuant to code provision B.1.5 of the CG Code, details of the remuneration of the senior management (other than Directors) by band for the year ended 31 March 2020 are as follows:

	Number of employees	
	Year ended 31 March	
	2020	2019
Nil to HK\$1,000,000	–	1
HK\$1,000,001 to HK\$1,500,000	2	–
HK\$1,500,001 to HK\$2,000,000	–	–
HK\$2,000,001 to HK\$2,500,000	–	–
HK\$2,500,001 to HK\$3,000,000	–	1

Corporate Governance Functions

The Board as a whole is responsible for performing the corporate governance functions set out in code provision D.3.1 of the CG Code, namely:

- (i) to develop and review the Company’s policies and practices on corporate governance;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (including in relation to securities trading) applicable to employees and Directors; and
- (v) to review the Company’s compliance with the CG Code and disclosure in the corporate governance report in the Company’s annual reports.

In the Board meeting held on 12 June 2020, the Board had reviewed the Company’s corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company’s policies and practices on compliance with legal and regulatory requirements, the compliance of Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Securities Transactions Code**”), the Company’s compliance with the CG Code and disclosures in this corporate governance report.

Board Meetings and Attendance Records of Directors

Code provision A.1.1 of the CG Code states that the Board should meet regularly and Board meetings should be held at least four times each year at approximately quarterly intervals with active participation of a majority of Directors, either in person or through other electronic means of communication.

Corporate Governance Report

The attendance record of each of the Directors at the Board meetings, committee meetings and annual general meeting held during the Relevant Period is set out in the table below:

Name of Director	Attendance/Number of Meeting				Annual General Meeting
	Board Meeting	Audit Committee	Nomination Committee	Remuneration Committee	
Mr. Chung Chau Kan	6/6	N/A	N/A	2/2	1/1
Mr. Wong Wing Hoi	6/6	N/A	N/A	N/A	1/1
Mr. Wei Ming	6/6	N/A	2/2	N/A	1/1
Mr. Moo Kai Pong	6/6	5/5	2/2	2/2	1/1
Mr. Lo Chi Wang	6/6	5/5	N/A	N/A	1/1
Mr. Wu Kin San Alfred	6/6	5/5	2/2	2/2	1/1

Apart from the Board meetings, the Chairman also held two meetings with the independent non-executive Directors without the presence of the executive Directors during the Relevant Period.

COMPANY SECRETARY

In compliance with Rule 5.15 of the GEM Listing Rules, Ms. Chan Lok Yee, the former secretary of the Company who resigned on 8 April 2020, had undertaken not less than 15 hours of relevant professional training to update her skills and knowledge during the year ended 31 March 2020.

Ms. Chu Mei Po ("**Ms. Chu**"), the deputy financial controller of the Company, was appointed as the Company's company secretary on 8 April 2020. For details of Ms. Chu's qualifications, please refer to the section headed "Biographical Details of Directors and Senior Management" of this report.

NOMINATION POLICY

The Board has adopted a Directors nomination policy (the "**Nomination Policy**") which aims to:

- set out the criteria and process in the nomination and appointment of Directors;
- ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and
- ensure the Board's continuity and appropriate leadership at Board level.

Criteria

The Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:

- character, reputation and integrity;
- qualifications, experience and accomplishments, including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments;
- requirement for the Board to have independent directors in accordance with the GEM Listing Rules and whether the candidates would be considered independent by reference to the independence guidelines set out in the GEM Listing Rules;
- the Board Diversity Policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board;
- any other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning; and
- such other perspectives appropriate to the Company's business.

Corporate Governance Report

Nomination Procedures

(A) *Appointment of New Director and Election of Director at General Meeting*

- (i) The Nomination Committee shall, upon receipt of the proposal on appointment of a new Director, review the biographical information (or relevant details) of such candidate and evaluate such candidate based on the criteria as set out in above paragraph of "Criteria" to determine whether such candidate is qualified for directorship.
- (ii) The Nomination Committee may request such candidate to provide additional information and documents, if considered necessary.
- (iii) If the process yields one or more desirable candidates, the Nomination Committee shall rank them by order of preference based on the needs of the Company (including but not limited to ensuring that the Board has a balance of skills, experience and diversity of perspectives) and reference check of each candidate (where applicable).
- (iv) The Nomination Committee shall then recommend appointment of the appropriate candidate for directorship and the candidate shall provide his/her written consent (a) to be appointed as a Director, and (b) to the public disclosure of his/her personal data on any documents or the relevant websites for the purpose of or in relation to his/her standing for election as a Director.
- (v) For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee shall evaluate such candidate based on the above paragraph of "Criteria" to determine whether such candidate is qualified for directorship and where appropriate, the Nomination Committee and/or the Board shall make recommendation to the Shareholders in respect of the proposed election of Director at the general meeting.
- (vi) The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

(B) *Re-Election of Director at General Meeting*

- (i) Retiring Directors are eligible for nomination by the Board to stand for re-election at a general meeting of the Company.
- (ii) The Nomination Committee shall review the retiring Director's overall contribution and service to the Company, including his/her attendance of Board meetings and committee meetings and, where applicable, general meetings, and his/her level of participation and performance on the Board.
- (iii) The Nomination Committee shall also review and determine whether the retiring Director continues to meet the criteria as set out in above paragraph.
- (iv) The Nomination Committee and/or the Board shall then make recommendation to the Shareholders in respect of the proposed re-election of the Director at the general meeting.
- (v) The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for re-election at any general meeting.

Corporate Governance Report

Regular Review

The Nomination Committee will conduct regular review on:

- (i) the effectiveness of the Nomination Policy to ensure that it remains relevant to the Company's needs and reflects both current regulatory requirements and good corporate governance practice, and
- (ii) the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in the Securities Transactions Code.

The Securities Transactions Code was not applicable to the Company before the Listing Date. Specific enquiry has been made with all the Directors and each of the Directors has confirmed that they have complied with the Securities Transactions Code throughout the Relevant Period.

During the Relevant Period, the Company is not aware of any incident of non-compliance of the Securities Transactions Code by the Directors.

DIRECTORS' AND AUDITORS' RESPONSIBILITY IN PREPARING THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Companies Ordinance, which give a true and fair view of the state of affairs, profit or loss and cash flow of the Group on a going concern basis.

The Directors acknowledge their responsibility for the preparation of consolidated financial statements of the Group for the year ended 31 March 2020. The statements of the Directors' responsibilities for preparing the consolidated financial statements of the Group and external auditors' responsibilities for the audit of the consolidated financial statements are set out in the "Independent Auditor's Report" in this report. There are no material uncertainties relating to events or circumstances which would significantly cast doubt over the Company's ability to operate as a going concern.

AUDITOR'S REMUNERATION

The fees paid or payable to the external auditor of the Group, PricewaterhouseCoopers, for the year ended 31 March 2020 are as follows:

Services rendered	Fees paid/payable HK\$'000
Audit services	1,000
Non-audit services (mainly acting as the reporting accountant of the Company and internal control review in relation to the Listing)	772
	1,772

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the effectiveness of the Group's risk management and internal control systems in order to safeguard the Group's assets and the Shareholders' interests and conduct a review on an annual basis. The main features of the risk management and internal control systems of the Group include:

- (i) the identification of potential risks;
- (ii) the assessment and evaluation of risks;
- (iii) the development and continuous updating of mitigation measures; and
- (iv) the ongoing review of internal control procedures to ensure their effectiveness in respect of the Group's financial, operational, compliance controls and risk management functions.

In order to protect the Group's assets against improper use and ensure compliance with applicable laws, rules and regulations, the Group has also established organisational structure within such risk management and internal control systems by clearly defining the power and obligations of each department in the Group. The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

Process used to identify, evaluate and manage significant risks

The Group's risk management process involves the identification, evaluation, response, monitoring and reporting of risks. After having successfully identified the risks that may potentially affect the Group's business and operations by the management of the Company, the Board will perform risk assessment by prioritising the risks identified to determine key risks that the Group is exposed to and discuss mitigation measures. Besides, existing risk mitigation measures are subject to regular monitoring and review by the management of the Company, which will review the Group's risk management strategies, report such results and make appropriate suggestions to the Board.

For the purpose of the Listing, the Group engaged an independent external consulting firm as the Group's internal control adviser (the "**Internal Control Adviser**") to undertake a review on, among others, the internal control system on (i) entity-level controls; (ii) sales and receivables; (iii) procurement, payments and fixed asset management; (iv) information systems controls (including IT serial controls for key financial reporting system); (v) cash and treasury management; (vi) financial reporting and disclosure controls; (vii) human resources; (viii) taxation; and (ix) intellectual properties. The Group does not appoint any Internal Control Adviser during the Relevant Period. Management is of the view that our internal control system has not changed since the Listing Date and it remains effective in all aspects. The Board reviewed the effectiveness of the risk management and internal control systems for the Relevant Period in the Board meeting held on 12 June 2020, and is of the opinion that the Group's risk management and internal control systems are effective and adequate and that nothing has come to its attention to cause the Board to believe the Group's risk management and internal control systems are inadequate. The Board and the Audit Committee will reconsider the need for engaging an internal control adviser next year.

The Group does not have an internal audit function and the Audit Committee is of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The Board and the Audit Committee will reconsider the need for an internal audit function from time to time.

Corporate Governance Report

Handling and Dissemination of Inside Information

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company is aware of its relevant obligations under the SFO and the GEM Listing Rules. The Group adopts and implements an information disclosure policy and procedures in order to protect inside information from unauthorised and inaccurate disclosure.

The Group has strictly prohibited unauthorised use of confidential or inside information. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Chairman and the chief financial officer to decide on the need for disclosure. The Audit Committee regularly reviews and assesses the effectiveness of the information disclosure policy and procedures and proposes recommendations to the Board.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide a forum for the Shareholders to exchange views directly with the Board. Subject to provisions of the applicable laws in the Cayman Islands and GEM Listing Rules, an annual general meeting of the Company is held each year and at the venue to be determined by the Board. Each general meeting, other than an annual general meeting, is called an extraordinary general meeting ("EGM").

Rights to Convene EGMs and Procedures

Pursuant to article 58 of the Articles, the Board may, whenever it thinks fit, convene an EGM. Any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the company secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. The requisition must be deposited at the registered office or the head office of the Company.

If within 21 days of such deposit, 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 requisitionist(s) by the Company.

Rights to Put Forward Proposals at General Meetings

The Board is not aware of any provisions allowing Shareholders to propose new resolutions at the general meetings under the Articles and the Companies Law. Subject to the provisions of the Articles, eligible Shareholders who wish to move a resolution may by means of requisition to convene an EGM following the procedures set out above.

Putting Forward Enquiries to the Board

To put forward any enquiries to the Board, Shareholders may send written enquiries to the Company with sufficient contact details. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Office E, 17th Floor, EGL Tower, No. 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong

Fax: +852 2851 0017

Email: investor@novacontechgroup.com

Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

Corporate Governance Report

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

The Company maintains a website at www.novacontechgroup.com as a communication platform with the Shareholders and potential investors, where the latest business development, financial information and other relevant information of the Company are available for public access. The information on the Company's website is updated on a regular basis in order to maintain a high level of transparency.

Information released by the Company, including but not limited to, the publication of quarterly, interim and annual reports, the publication and posting of notices, announcements and circulars will also be posted to the Stock Exchange's website at the same time.

CONSTITUTIONAL DOCUMENTS

Pursuant to Rule 17.102 of the GEM Listing Rules, the Company has published its memorandum of association and the Articles on the respective websites of the Stock Exchange and the Company. Since the Listing, no amendments have been made to the constitutional documents of the Company.

Environmental, Social and Governance Report

The Group's Environmental, Social and Governance ("ESG") report highlights its ESG performance and has been prepared in accordance with the ESG reporting principles set out in Appendix 20 to the GEM Listing Rules.

The overall performance of the two subject areas, namely Environmental and Social aspects for the business operations of all entities (including the Group) operating in our office in Hong Kong during the year ended 31 March 2020. For corporate governance information, please refer to the "Corporate Governance Report" on pages 31 to 42 of this annual report.

A. ENVIRONMENTAL

The Company is an investment holding company. The Group is principally engaged in the development and provision of financial trading solutions and development and supply of resource allocation, planning, scheduling and management of software and services. The nature of the Group's business does not involve direct emission of large amounts of polluted air, discharge of pollutants into water and land, and generation of hazardous waste. Therefore, there are no laws and regulations related to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that have a significant impact on the Group. Due to the nature of the Group's business, the Group's daily operations mainly involve indirect greenhouse gas emissions, which are mainly due to the use of electricity, business travels and paper consumptions in our office. The Group does not generate any hazardous wastes and consider to have no direct and significant material impact on the environment.

A1. Emissions and Wastes

- ***Air and Greenhouse Gas Emissions***

For the years ended 31 March 2019 and 2020, the Group's quantitative information on greenhouse gases emissions is as follows:

Greenhouse Gases Emissions	2020 Tonnes	2019 Tonnes
Indirect Emission (Scope 2)		
— Electricity	43.3	72.6
Indirect Emission (Scope 3)		
— Paper Consumption	0.9	1.0
Total emission of greenhouse gases	44.2	73.6
Total emission of greenhouse gases per square metre of floor area	0.1	0.2

- ***Waste Management***

The non-hazardous wastes generated by the Group's operations mainly consist of paper, toner cartridges and ink cartridges. We regularly monitor the consumption volume of paper, toner cartridges and ink cartridges and have implemented a number of reduction measures. The Group's office has also installed suitable facilities and encouraged our staff to sort and recycle the wastes to achieve the objectives in mitigating wastes, reusing and recycling in its operations. The Group maintains high standard in waste reduction, educates its employees the significance of sustainable development and provides the relevant support in order to enhance their skills and knowledge in sustainable development.

Environmental, Social and Governance Report

A2. Use of Resources

For the years ended 31 March 2019 and 2020, the total electricity consumption of the Group is as follows:

Energy Consumption	2020	2019
Energy consumption – electricity (kwh)	69,850	92,996
Energy consumption – electricity per floor area (kwh/m ²)	221	223

- **Energy Consumption**

The Group has implemented a number of measures to mitigate energy consumption such as turning off the air-conditioning system at night or when leaving office, keeping the office temperature at 25 degree Celsius in summer and using LED lights in our office, etc.

Going forward, in order to further reduce emission of greenhouse gases and electricity consumption, the Group will continue to implement energy saving measures. The Group requires its staff to turn on power saving mode for computers, printers and monitors to reduce energy consumption when the machines are in idle. Staff is also required to switch off lights, printers, air conditioners and power of computers by the end of each working day. By adopting these policies, the Group wishes to create an environmentally friendly working environment.

For the years ended 31 March 2019 and 2020, the total water consumption of the Group is as follows:

Water Consumption	2020	2019
Water consumption – water (m ³)	5.44	5.20
Water consumption intensity – water per floor area (m ³ /m ²)	0.02	0.02

- **Water Consumption**

Water is consumed primarily for two purposes, drinking water and daily cleaning. There is no running water facility in our office. Water consumed is mainly municipal water supplied by the Water Supplies Department. We did not encounter any problems in terms of sourcing water that is fit for purpose during the year ended 31 March 2020. Our Group considers our consumption of water is insignificant. Nevertheless, in order to reduce the water consumption of the Group, the office has issued a notice to remind employees to turn off the taps after use and use it wisely. Besides, during the year ended 31 March 2020, the Group orders distilled water from suppliers for staff's drinking along with issuing a notice to remind employees to cherish drinking water.

- **Paper Consumption**

The Group promotes the reduction of paper printing and encourages the use of electronic communications and electronic records. Single-sided printed paper is reused as draft paper or used to print internal documents. Notices have been posted in the office to remind employees to use paper wisely to reduce the consumption of paper. Besides, the Group does not use any packaging materials for its operations other than envelopes and company letters. The total paper consumption of the Group during the year ended 31 March 2020 was 0.2 tonnes (2019: 0.2 tonnes).

- **Business Air Travel**

Business air travel is inevitable in some circumstances as the Group is seeking to expand its business beyond Hong Kong. Nevertheless, the staff of the Group travelled only when necessary and travelled in economy class to reduce carbon footprints. In the year ended 31 March 2020, the carbon footprint of employees is immaterial as almost all business is delivered in Hong Kong notwithstanding that we have considerable number of overseas customers. In addition, in order to reduce carbon emissions from air travel, the Group encourages employees to use video conference calls and participate in online meetings.

Given its nature, the principal business activities of the Group do not cause any significant negative impacts on the environment and natural resources.

Environmental, Social and Governance Report

B. SOCIAL

General

During the year ended 31 March 2020, the Group strictly complies with the all applicable laws and regulations such as the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), the Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong), the Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), the Sex Discrimination Ordinance (Chapter 480 of the Laws of Hong Kong), the Race Discrimination Ordinance (Chapter 602 of the Laws of Hong Kong), the Disability Discrimination Ordinance (Chapter 487 of the Laws of Hong Kong) and the Family Status Discrimination Ordinance (Chapter 527 of the Laws of Hong Kong). During the year ended 31 March 2020, the Board was not aware of any non-compliance with relevant standards, rules and regulations that have a significant impact on the Group.

B1: Employment

The Group develops employment policies regarding recruitment, compensation, promotion, dismissal, leave entitlements and other benefits and welfare. Employment and benefits provisions are communicated to staff through our employee handbook. The Group is committed to creating an equal opportunity and a diverse work environment. All staff is assessed on the basis of their performance without discrimination against age, gender, pregnancy, disability, race, marital status or family status. For the year ended 31 March 2020, the Group had no material non-compliance with the applicable legislations or regulations.

In addition to the above, the mandatory provident fund trustee which the Group engaged offers comparatively low management fee among others which improve staff's long term benefits. The Group pays for mandatory provident fund in accordance with the laws of Hong Kong and is abide by any statutory leave prescribed by the laws and regulations in Hong Kong. The working hour meets the local employment laws and is stipulated in the employment contract.

As at 31 March 2020, the staff gender and age distribution by position is as follows:

Position	No. of Employee	Male	Female	Aged under 30	Aged 30 to 40	Aged 41 to 50	Aged over 50
Manager	8	7	1	–	5	3	–
General staff	24	19	5	8	11	5	–

Staff turnover during the year ended 31 March 2020 is as follows:

Category	No. of Employee	Male	Female	Aged under 30	Aged 30 to 40	Aged 41 to 50	Aged over 50
New staff	10	9	1	3	5	2	–
Staff turnover	9	7	2	5	4	–	–

B2: Health and Safety

The Group provides a safe and healthy working environment for its employees and takes all reasonable steps to prevent accidents and injuries during their work. There is a first aid kit in the office. The Group also provides medical and dental insurance for permanent employees. The health and safety policy of the Group states that one of the prime responsibilities of the management at all levels is to ensure all reasonably practicable actions are taken to comply with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong) and the policy itself. The Group aims to ensure the safety and health at work of the employees as required under the Occupational Safety and Health Ordinance by carrying out various reasonable steps to prevent injuries, including providing adjustable working chairs and sufficient storage space for spacious working area, maintaining office equipment, and placing objects and stationary at easily reachable and convenient locations.

Environmental, Social and Governance Report

For the year ended 31 March 2020, health and safety performances are periodically monitored and reviewed. The Group was not aware of any material non-compliance with laws and regulations in relation to employee health and safety during the year ended 31 March 2020.

B3: Development and Training

The Group provides regular training to employees to ensure they have the appropriate skills to handle their daily job responsibilities. Employees are encouraged to participate in a variety of self-development skill training courses tailored to both general and managerial staff, such as e-Seminars, which aim to regularly keep their IT technical knowledge up-to-date. The Group also sponsors employees to participate in external training courses required for their work, such as courses which aim to improve knowledge on labour law and companies law, etc. The Group also encourages team leaders to work closely with employees in order to allow the management to better understand each individual employee's development needs.

B4: Labour Standards

The Group strictly complies with the labour legislations such as the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) on prevention of child and forced labour. There was no child nor forced labour in the Group's operation during the year ended 31 March 2020. During the recruitment process, there is a procedure for collecting and reviewing identity and age verification documents in order to ensure that the Group abides by relevant labour legislations. Any candidates who are under the legal working age and/or provide false identity proof and documents are not employed by the Group. The Group did not note any material non-compliance with laws and regulations regarding employment and labour standards during the year ended 31 March 2020.

B5: Supply Chain Management

The Group maintains long term and stable relationships with its major suppliers, which consisted of (i) data centre service providers; (ii) news feed providers; (iii) financial market information providers; (iv) computer hardware and software vendors for onward sale to our customers; (v) data line vendors; and (vi) computer network and data service providers. Our major suppliers are mainly located in Hong Kong and Singapore. All suppliers are carefully evaluated and regularly monitored based on a number of factors, including their price, scope of services, quality of products and services and their technical capabilities. During the year ended 31 March 2020, the Group was not aware that any major suppliers' actions or practices that had a significant negative impact on business ethics, environmental protection, human rights and labour practices.

B6: Product Responsibility

Product responsibility is one of the Group's priorities. We are committed to delivering excellent customer services with high connectivity and reliability. During the year ended 31 March 2020, the Group did not note any cases of material non-compliance regarding health and safety, advertising, labelling and privacy matters related to products and services provided as required by relevant laws and regulations.

The Group's policy is to respect intellectual property rights and prohibit the use of infringing products in the business. As such, the Group requires all employees must strictly follow the relevant laws such as the Copyright Ordinance (Chapter 528 of the Laws of Hong Kong). During the year ended 31 March 2020, the Group did not find any non-compliance with the relevant laws and regulations.

The continuous support of our customers has always been one of the key factors for the success of the Group. Therefore, the Group is committed to providing quality services to its customers. Customer complaints (if any) will be reviewed and to the customer's satisfaction resolved by our competent technical team. If necessary, the team will also report complaints to the Group's management for follow-up actions.

Environmental, Social and Governance Report

Protecting customer data privacy is a priority in the Group's daily operations in order to establish and maintain a relationship of trust and confidence with our customers. The Group is committed to preventing customer data leakage or loss by adopting stringent physical security measures and good industry practices. For example, the Group has a comprehensive security policy and security and confidentiality guideline to safeguard its assets and information in place, and requires its staff to comply with regulations in relation to physical security, access control security, data security, application security, network and communication, and password management.

On top of the abovementioned measures, the Group requires its staff to follow the applicable laws such as Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) when handling both customers' and the Group's internal personal data. Employees are required to undertake to keep all confidential information confidential upon the signing of contracts with customers, during and upon the termination of service, subject to the confidentiality terms prescribed in the particular contracts. For projects with the Hong Kong Government, the Group treats all information received pursuant to or in connection with the relevant contracts as confidential and undertakes to use the confidential information solely for the purposes of assignment contracts.

B7: Anti-corruption

The Group adheres to high standards of conduct and integrity. We strictly abide by the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) and the relevant laws and regulations regarding anti-corruption, bribery, extortion, fraud and anti-money laundering. Each of our employees has an obligation and is encouraged to report concerns about any misconduct they have noticed, including but not limited to violations of legal or regulatory requirements, misconduct or fraud that may adversely affect the Group's reputation and image, as well as violations of the internal codes and guidelines of the Group.

We implement policies and procedures to minimise risks of fraud, corruption and bribery. Our whistleblowing policy in place encourages our employees to report suspected irregularities to high level personnel in the Group's management, including direct reporting to the Chief Executive Officer, the Chairman, the Board or the Audit Committee. Reporting can be conducted through various channels such as written report or email. For reported cases where an investigation is warranted, the outcomes and recommendations of the investigation will be reported to the Chief Executive Officer and the Chairman. Our policies and practices aim at treating all disclosures in a confidential and sensitive manner and protecting our employees from any form of intimidation and retaliation.

Our principle on conduct and integrity is well conveyed to our employees through daily communication, seminars and training. Our requirements on conduct and integrity are also communicated to our subcontractors (if any) and service providers who are expected to comply with the same.

B8: Community Investment

The Group always seeks to be a positive force in the communities in which it operates and maintains close communication and interactions with the communities in order to contribute to local development from time to time.

The Group also supports and encourages all employees to take their own initiatives in volunteer works or charity activities for building a harmonious and prosperous society.

Independent Auditor's Report



羅兵咸永道

To the Shareholders of Novacon Technology Group Limited

(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Novacon Technology Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 53 to 97, which comprise:

- the consolidated statement of financial position as at 31 March 2020;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

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 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

Independent Auditor's Report

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.

Key audit matters identified in our audit are summarised as follows:

- Revenue recognition
- Capitalisation of development costs incurred on computer software systems

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Revenue recognition</p> <p>Refer to Note 2.19, Note 4(a) and Note 5 to the consolidated financial statements.</p> <p>For the year ended 31 March 2020, the Group recognised revenue of HK\$43.0 million from the provision of licensing and maintenance services, and initial set up and customisation services.</p> <p>Initial set up and customisation services, and licensing and maintenance services provided by the Group are agreed upon in a single revenue contract with customers. For the purposes of revenue recognition, these services are identified as separate performance obligations and the transaction price is allocated to each performance obligation based on their relative stand-alone selling prices. Significant management's judgements and estimates are involved in the determination of the stand-alone selling prices for the allocation of the transaction price to reflect the prices at which the Group would sell the distinct services separately to the customers.</p> <p>In addition, revenue from initial set up and customisation services are recognised over time by using the input method based on costs incurred to measure the progress towards complete satisfaction of the performance obligation. Significant management's judgements and estimates are involved in the assumptions applied in the total budgeted contract costs for the input method.</p> <p>We focused on this area in view of the magnitude of the revenue to the consolidated financial statements and the use of judgements and estimates as described above.</p>	<p>Our procedures in relation to revenue recognition mainly included:</p> <ul style="list-style-type: none">– Assessed management's judgements and estimates used to determine the stand-alone selling price of each of the performance obligations and evaluated the estimations with reference to comparable transactions in the market;– Understood, evaluated and tested key controls over the estimated contract costs used in the input method by conducting the following:<ul style="list-style-type: none">• On a sample basis, checked whether the total budgeted contract costs of the relevant projects are properly reviewed and approved by the management; and• On a sample basis, obtained the progress reports of the installation and customisation projects to check the progress of the selected projects and corroborated with interviews of the relevant project managers;– Assessed management's historical estimation accuracy by comparing the budgeted contract costs to actual costs incurred for previously completed projects on a sample basis;– Assessed the total costs incurred as at the end of the reporting period of projects, on a sample basis, by checking to the underlying documents, such as employees' payroll and timesheet records, supporting these costs. <p>Based on the procedures performed, we considered the judgements and estimates made by management in relation to the revenue recognition were supportable by the available evidence.</p>

Independent Auditor's Report

KEY AUDIT MATTERS *(Continued)*

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Capitalisation of development costs incurred on computer software systems</p> <p>Refer to Note 2.6(b), Note 4(b) and Note 15 to the consolidated financial statements.</p> <p>The Group principally engages in the provision of computer software systems which are developed internally. Development costs incurred on computer software systems are capitalised as intangible assets when management assessed and concluded that all capitalisation criteria stated in Note 2.6(b) have been met.</p> <p>During the year ended 31 March 2020, the Group capitalised employee benefit costs of the research and development team and finance costs amounting to HK\$6.7 million as “capitalised development costs” as set out in Note 15 to the consolidated financial statements.</p> <p>The key inputs utilised by management to calculate the development costs to be capitalised mainly include labour hours incurred and labour rate applied to respective computer software system.</p> <p>We focused on this area due to the fact that there is significant judgement involved in assessing whether the capitalisation criteria set out in Note 2.6(b) to the consolidated financial statements have been met. In particular, whether the employee benefit costs are appropriately identified for capitalisation and that such costs are appropriately associated with computer software systems in the development phase of production.</p>	<p>Our procedures in relation to capitalisation of development costs incurred on computer software systems mainly included:</p> <ul style="list-style-type: none">– Understood, evaluated and tested the key controls over management’s authorisation of development of computer software systems and their subsequent review and approval of the fulfilment of capitalisation criteria and the capitalisation of the development costs of computer software systems;– Independently assessed whether the development costs capitalised during the year fulfilled the capitalisation criteria, on a sample basis, by conducting the following:<ul style="list-style-type: none">• On a sample basis, obtained the progress variations report of the development of computer software system for the explanations and corroborated with interviews of the relevant project managers; and• Inspected the correspondences with potential or existing customers to demonstrate the existence of demands on the new computer software systems and modules under development.– Understood, evaluated and tested key controls over the allocation of staff costs among the computer software systems under development and approval of timesheet records to ensure staff costs associated with the respective computer software systems’ development are appropriately identified for capitalisation; and– Tested the key inputs, including actual labour hours incurred and labour rate applied to respective computer software systems, by agreeing the details to timesheet and payroll records, which are reviewed and approved by management. <p>Based on above, we found that the judgement made by management in determining development costs to be capitalised were supportable by the available evidence.</p>

Independent Auditor's Report

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism 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.

Independent Auditor's Report

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

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

We also provide 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.

The engagement partner on the audit resulting in this independent auditor's report is Ho Chun Yu.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 12 June 2020

Consolidated Statement of Comprehensive Income

FOR THE YEAR ENDED 31 MARCH 2020

	Note	2020 HK\$'000	2019 HK\$'000
Revenue	5	42,957	44,242
Other income	6	849	44
Expenses			
Cost of sales of computer hardware and software		–	(1,042)
License and subscription cost		(2,016)	(1,587)
Internet services cost		(2,499)	(1,963)
Employee benefit expenses	7	(13,274)	(13,249)
Depreciation of property and equipment	14	(2,427)	(1,529)
Amortisation of intangible assets	15	(3,527)	(2,783)
Rental expenses		–	(2,901)
Fair value adjustment to an investment property		–	3,400
Listing expenses		(4,528)	(10,224)
Other expenses	9	(5,403)	(3,085)
Finance costs	10	(215)	(236)
Profit before income tax		9,917	9,087
Income tax expense	11	(3,158)	(2,602)
Profit and total comprehensive income attributable to owners of the Company for the year		6,759	6,485
Earnings per share attributable to owners of the Company for the year:			
— Basic and diluted (expressed in HK cents per share)	13	1.73	2.16

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position

AS AT 31 MARCH 2020

	Note	2020 HK\$'000	2019 HK\$'000
ASSETS			
Non-current assets			
Property and equipment	14	36,914	37,294
Intangible assets	15	17,678	14,504
Deposits	17	19	66
Deferred income tax asset	24	225	216
		54,836	52,080
Current assets			
Trade receivables	17	3,025	2,121
Deposits, prepayment and other receivables	17	1,144	6,389
Contract assets	5	336	513
Income tax recoverable		–	289
Cash and cash equivalents	18	57,666	10,405
		62,171	19,717
Total assets		117,007	71,797
EQUITY			
Equity attributable to owners of the Company			
Share capital	19	4,000	*
Other reserves	21	43,538	7,500
Retained earnings		53,045	46,286
Total equity		100,583	53,786
LIABILITIES			
Non-current liabilities			
Deferred income tax liabilities	24	728	326
		728	326
Current liabilities			
Bank borrowing	22	11,497	11,950
Accruals and other payables	23	3,149	5,440
Income tax payable		767	8
Contract liabilities	5	283	287
		15,696	17,685
Total liabilities		16,424	18,011
Total equity and liabilities		117,007	71,797

* Less than HK\$1,000

The consolidated financial statements on pages 53 to 97 were approved by the Board of Directors on 12 June 2020 and were signed on its behalf:

Chung Chau Kan
Director

Wong Wing Hoi
Director

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED 31 MARCH 2020

	Share capital HK\$'000 (Note 19)	Share premium HK\$'000 (Note 21)	Other reserves HK\$'000 (Note 21)	Retained earnings HK\$'000	Total HK\$'000
At 1 April 2018	*	–	7,500	39,801	47,301
Total comprehensive income					
Profit and other comprehensive income for the year	–	–	–	6,485	6,485
Transaction with owners in their capacity as owners					
Issuance of shares pursuant to the Reorganisation	*	–	(*)	–	–
At 31 March 2019	*	–	7,500	46,286	53,786
At 1 April 2019	*	–	7,500	46,286	53,786
Total comprehensive income					
Profit and other comprehensive income for the year	–	–	–	6,759	6,759
Transaction with owners in their capacity as owners					
Capitalisation issue of shares	3,000	(3,000)	–	–	–
Issuance of shares upon listing	1,000	52,000	–	–	53,000
Listing expenses charged to share premium	–	(14,008)	–	–	(14,008)
Share-based payment expenses	–	–	1,046	–	1,046
At 31 March 2020	4,000	34,992	8,546	53,045	100,583

* Less than HK\$1,000

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

FOR THE YEAR ENDED 31 MARCH 2020

	<i>Note</i>	2020 HK\$'000	2019 HK\$'000
Cash flows from operating activities			
Cash generated from operations	26(a)	14,089	9,709
Hong Kong profits tax paid		(1,717)	(4,029)
Net cash generated from operating activities		12,372	5,680
Cash flows from investing activities			
Interest received		594	5
Purchases of property and equipment		(2,061)	(1,451)
Additions of intangible assets		(6,243)	(4,763)
Net cash used in investing activities		(7,710)	(6,209)
Cash flows from financing activities			
Proceeds from issuance of shares upon listing		53,000	–
Interest expense		(215)	(238)
Repayment of a bank borrowing	26(b)	(453)	(465)
Payments of professional fees in connection with the listing		(9,733)	(3,010)
Net cash generated from/(used in) financing activities		42,599	(3,713)
Net increase/(decrease) in cash and cash equivalents		47,261	(4,242)
Cash and cash equivalents at beginning of the year		10,405	14,647
Cash and cash equivalents at end of the year	18	57,666	10,405

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the Consolidated Financial Statements

1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION

1.1 General information

Novacon Technology Group Limited (the “**Company**”) was incorporated in the Cayman Islands on 7 February 2018 as an exempted company with limited liability under the Companies Law (Cap. 22, Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is located at office E, 17th Floor, EGL Tower, No. 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

The shares of the Company were listed on GEM of The Stock Exchange of Hong Kong Limited by way of placing and public offer on 2 May 2019.

The Company is an investment holding company. The Company and its subsidiaries (together, the “**Group**”) are principally engaged in the development and provision of financial trading solutions and development and supply of resource allocation, planning, scheduling and management of software and services.

These consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand (HK\$’000), unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of the consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The consolidated financial statements for the Group is consisting of the Company and its subsidiaries.

2.1 Basis of preparation

The consolidated financial statements has been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) and requirements of Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements has been prepared under the historical cost convention.

The preparation of the consolidated 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 Company’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 4.

(i) ***New and amended standards and interpretation adopted by the Group***

The following new and amended standards and interpretation have been adopted by the Group for the first time for the financial year commencing on 1 April 2019:

Annual Improvements	Annual Improvements 2015-2017 Cycle (amendments)
HKAS 19	Plan Amendment, Curtailment or Settlement (amendments)
HKAS 28	Long-term Interests in Associates and Joint Ventures (amendments)
HKFRS 9	Prepayment Features with Negative Compensation (amendments)
HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

(i) **New and amended standards and interpretation adopted by the Group** *(Continued)*

The Group has adopted HKFRS 16 Leases retrospectively from 1 April 2019, but has not restated comparatives for the 2019 reporting period, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening consolidated statement of financial position on 1 April 2019. The new accounting policies are disclosed in Note 2.20.

On adoption of HKFRS 16, the Group has used the practical expedients permitted by the standards to accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term lease and using hindsight in determining the lease term where the contract contains options to extend or terminate the lease. The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 and Interpretation 4 Determining whether an Arrangement contains a Lease. As at 1 April 2019, the Group only had lease arrangement with remaining lease term less than 12 months. No right-of-use assets was recognised as at 1 April 2019.

During the year ended 31 March 2020, the expenses relating to the short-term lease amounting to HK\$1,003,000 are recognised in 'Internet services cost' in the consolidated statement of comprehensive income.

The adoptions of other amended standards and interpretation listed above did not have any impact on the amount recognised in prior periods and are not expected to significantly affect the current or future period.

(ii) **New and amended standards and framework not yet adopted**

Certain new and amended standards and framework have been published that are not mandatory for financial year beginning on 1 April 2019 and have not been early adopted by the Group:

		Effective for accounting periods beginning on or after
HKAS 1 and HKAS 8	Definition of Material (amendments)	1 April 2020
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting	1 April 2020
HKAS 39, HKFRS 7 and HKFRS 9	Hedge accounting (amendments)	1 April 2020
HKFRS 3	Definition of a Business (amendments)	1 April 2020
HKFRS 17	Insurance Contracts (new standard)	1 April 2021
HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (amendments)	To be determined

The Group's management assessed that there are no new and amended standards and framework that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.2 Subsidiaries

(a) Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the Group. It is deconsolidated from the date that control ceases.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in the consolidated statement of comprehensive income as a bargain purchase.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(b) Separate financial statements

Investment in a subsidiary in the Company's statement of financial position is accounted for at cost less impairment. Cost also includes direct attributable costs of investment in the Company's statement of financial position. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investment in a subsidiary is required upon receiving dividends from the investment if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions.

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the consolidated financial statements 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 HK\$, which is the Company's and the Group's functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

All foreign exchange gains and losses are presented in the consolidated statement of comprehensive income within "other expenses".

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.4 Foreign currency translation *(Continued)*

(c) Group companies

The results and financial position of all the Group's entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the 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 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 dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

2.5 Property and equipment

Property and equipment are stated at historical cost less depreciation and impairment losses.

Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance costs are charged in the consolidated statement of comprehensive income during the financial period in which they are incurred.

Leasehold improvements are depreciated over the shorter of their useful lives or unexpired period of the lease while depreciation on other property and equipment is calculated using the straight-line method to allocate their costs, net of their residual values, over their estimated useful lives, as follows:

Land and building	Over the period of the lease
Leasehold improvement	3 years or over the lease period, whichever is shorter
Furniture and fixtures	5 years
Office equipment	5 years
Computer	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains or losses on disposals are determined by comparing the proceeds with the carrying amounts and are recognised in the consolidated statement of comprehensive income within "other expenses".

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.6 Intangible assets

(a) Goodwill

Goodwill is measured as described in Notes 2.2(a). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

(b) Computer software systems

Costs associated with maintaining software programmes are recognised as expenses as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs, an appropriate portion of relevant overheads and finance costs.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

(c) Research and development

Research expenditure and development expenditure that do not meet the criteria in (b) above are recognised as expenses as incurred. Development costs previously recognised as expenses are not recognised as assets in a subsequent period.

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.6 Intangible assets *(Continued)*

(d) Customer contract

Customer contract acquired in a business combination is recognised at fair value at the acquisition date. It has a finite useful life and is subsequently carried at cost less accumulated amortisation and impairment losses.

(e) Amortisation methods and periods

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods. The useful lives of computer software systems are estimated based on historical experience, which of actual useful lives of similar assets and changes in technology; while the useful lives of customer contract is estimated based on the remaining legal contract duration before expiry.

Computer software systems	5 years
Customer contract	1.4 years

The Group is required to estimate the useful lives of systems development costs in order to ascertain the amount of amortisation charged for each reporting period.

The useful lives are estimated at the time development costs incurred after considering future technology changes, business developments and the Group's strategies. The Group performs annual reviews to assess the appropriateness of the estimated useful lives. Such review takes into account any unexpected adverse changes in circumstances or events, including declines in projected operating results, negative industry or economic trends and rapid advancement in technology. The Group extends or shortens the useful lives and/or makes impairment provisions according to the results of the review.

2.7 Impairment of non-financial assets

Goodwill and intangible assets, that have an indefinite useful life, or intangible assets, which are not ready to use, are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.8 Financial assets

(a) Classification

The Group classifies its financial assets in the following categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.8 Financial assets *(Continued)*

(a) **Classification** *(Continued)*

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing the assets changes.

(b) **Recognition and derecognition**

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership.

(c) **Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss are expensed in the consolidated statement of comprehensive income.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated statement of comprehensive income when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or financial assets at fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the consolidated statement of comprehensive income in the period in which it arises. Interest income from these financial assets is recognised in the consolidated statement of comprehensive income within "other income".

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.8 Financial assets *(Continued)*

(c) **Measurement** *(Continued)*

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the consolidated statement of comprehensive income. Dividends from such investments continue to be recognised in the consolidated statement of comprehensive income as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the consolidated statement of comprehensive income. Impairment losses (and reversal of impairment losses) on equity investments measured at financial assets at fair value through other comprehensive income are not reported separately from other changes in fair value.

(d) **Impairment**

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables and contract assets, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The provision matrix is determined based on historical observed default rates over the expected life of the contract assets and trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment on other receivables is measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivables has occurred since initial recognition, then impairment is measured as lifetime expected credit losses. Note 3.1(b) set out the details how the Group determines whether there has been a significant increase in credit risk.

2.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.10 Trade receivables

These amounts represent receivables due from customers for goods sold or services performed in the ordinary course of business.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less provision for impairment. See Note 17 for further information about the Group's accounting for trade receivables, and Note 2.8(d) and Note 3.1(b) for a description of the Group's impairment policies.

2.11 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.12 Share capital

Ordinary shares are classified as equity (Note 19).

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

2.13 Other payables

Other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.14 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as 'other income' or 'finance costs'. 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.

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.14 Borrowings *(Continued)*

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

2.15 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred income tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) *Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) *Deferred income tax*

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The deferred income tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

Deferred income tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred income tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred income tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred income tax is recognised in the consolidated statement of comprehensive income.

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.16 Employee benefits

(a) *Short-term obligations*

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as part of the 'accruals and other payables' in the consolidated statement of financial position.

(b) *Pension obligation – Defined contribution plan*

The Group participates in a mandatory provident fund scheme ("**MPF Scheme**") for its employees in Hong Kong.

MPF Scheme is a defined contribution scheme in accordance with the Mandatory Provident Fund Scheme Ordinance. Under the rules of MPF Scheme, the employer and its employees are required to contribute 5% of the employees' salaries, up to a maximum of HK\$1,500 per month from 1 June 2014 onward, respectively, and thereafter contributions are voluntary. The assets of MPF Scheme are held separately from those of the Group in an independently administered fund.

(c) *Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

(d) *Bonus plans*

The expected cost of bonus payments is recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for bonus plans are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

2.17 Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group may receive remuneration in the form of share-based payments, whereby the employees render services as consideration for equity instruments ("**equity-settled transactions**").

The fair value of the employee services received in exchange for the grant of the options is recognised as an expense with a corresponding increase in share based payment reserve. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.18 Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.19 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenues are recognised when goods are transferred or services are rendered to the customer.

Depending on the terms of the contract and the laws that apply to the contract, service may be provided over time or at a point in time. Service is provided over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If service transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the service.

The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depict the Group's performance in satisfying the performance obligation:

- time-based measure of progress; or
- the Group's efforts or inputs to the satisfaction of the performance obligation.

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.19 Revenue recognition *(Continued)*

When determining the transaction price to be allocated from different performance obligations, the Group first determines the service fees that the Group entitles in the contract period and adjusts the transaction price for variable considerations and significant financing component, if any. The variable considerations relate to licensing and maintenance services contracts. Such variable considerations are measured based on transaction volume of customers. The Group includes in the transaction price the best estimated amount of variable considerations only for maintenance service contract to the extent that it is highly probable that a significant reversal in amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

If contracts involve the provision of multiple services, the transaction price will be allocated from each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin.

A contract asset is the Group's right to consideration in exchange for the services that the Group has transferred to a customer. A receivable is recorded when the Group has an unconditional right to a consideration. A right to consideration is unconditional if only passage of time is required before payment of that consideration is due. In addition, incremental costs incurred to obtain a new contract, if recoverable, are capitalised as contract cost and subsequently amortised when the related revenue is recognised.

Contract assets are assessed for impairment under the same approach adopted for impairment assessment of financial assets carried at amortised cost.

A contract liability is the Group's obligation to render the services to a customer for which the Group has received consideration from the customer. A contract liability is recognised by the Group when the customer pays consideration but before the Group renders the service to the customer. Contract liabilities mainly included the advance payments received from sales of hardware and software and provision of initial set up and customisation services.

The following is a description of the accounting policy for the principal revenue streams of the Group.

(a) Initial set up and customisation services

The Group provides installation and customisation services of financial trading solutions and non-financial IT solutions. Initial set up and customisation services are generally provided on an on demand basis and could be completed in a short period of time. Revenue from providing such services is recognised in the accounting period in which the services are rendered, by using the input method for the specific transaction to measure the progress towards complete satisfaction of the performance obligation. Under input method, the progress is assessed on the basis of costs incurred as a proportion of the total budgeted contract costs to be incurred. Payment of the transaction is made upfront or due immediately when the installation services are provided to customers.

(b) Licensing and maintenance services

The Group licenses the right to access financial trading solutions and non-financial IT solutions and provides technical maintenance and support to licensees for licensed financial trading solutions and non-financial IT solutions for a specific period. Such services are transferred over time and revenue is recognised when the customers simultaneously receive and consume the benefits from the Group's performance of providing access to the financial software and maintenance period.

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.19 Revenue recognition *(Continued)*

(c) Sales of computer hardware and software

The Group sells computer hardware which are mainly servers and network devices as well as third party computer software to customers for running the financial trading solutions.

Revenue is recognised at a point in time when computer hardware and/or software products are delivered and installed at the customers' specific location with their signed acceptance and the Group has present right to payment and the collection of the consideration is probable. Payment of the transaction is made upfront or due immediately when the sales transactions are completed.

2.20 Lease

As a lessee

Until 31 March 2019, leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

From 1 April 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Rental contracts are typically made for fixed period of 1 year. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the Group under residual value guarantees,
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

Notes to the Consolidated Financial Statements

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.20 Lease *(Continued)*

As a lessee *(Continued)*

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

2.21 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

Notes to the Consolidated Financial Statements

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow interest rate risk), credit risk and liquidity risk. The Group adopts a conservative and balanced treasury policy which focuses on the financial risks factors as below and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign exchange risk

The Group's transactions are mainly denominated in HK\$ and United States dollar ("US\$"). The majority of assets and liabilities are denominated in HK\$ and US\$. There are no significant assets or liabilities denominated in other currencies.

Since HK\$ is pegged to US\$, the Group does not have significant currency risks and it is the Group's policy not to engage in speculative activities. The Group has not entered into any contracts to hedge its exposure for foreign exchange risk.

(ii) Cash flow interest rate risk

The Group's cash flow interest rate risks primarily relate to cash at banks and a bank borrowing. The Group does not enter into any contract for interest rate hedging purposes. However, management monitors the related interest rate risk exposure closely and will consider hedging significant interest rate risk exposure should the need arise.

Had interest rates been 100 basis points higher/lower than the prevailing interest rate for the year ended 31 March 2020, with all other variables held constant, the post-tax profit and equity for the year ended 31 March 2020, would have been approximately HK\$386,000 higher/lower (2019: HK\$13,000 lower/higher), as a result of changes in interest income on cash at banks and interest expenses from a bank borrowing.

(b) Credit risk

Credit risk arises from cash and cash equivalents as well as credit exposures to customers, including outstanding receivables and contract assets, deposits and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

To manage the risk arising from cash at banks, the Group only transacts with reputable banks which are all high-credit-quality financial institutions. There has no recent history of default in relation to these financial institutions. The expected credit loss was close to zero for the year ended 31 March 2020 (2019: same).

Notes to the Consolidated Financial Statements

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(b) Credit risk (Continued)

The Group has credit policy to monitor the level of credit risk in relation to customers. In general, the credit record and credit period for each customer or debtor are regularly assessed based on the customer's or debtor's financial condition, their credit records and other factors such as current market condition. The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets from third parties. The Group overall considers the shared credit risk characteristic and the days past due of the trade receivables and contract assets to measure the expected credit loss. Management, considered among other factors including forward looking information, analysed historical payment pattern and concluded that the expected loss rate of trade receivables and contract assets are assessed to be less than 1% for the year ended 31 March 2020 (2019: less than 1%). The loss allowance provision for these balances was close to zero during the year ended 31 March 2020 (2019: same).

For deposits and other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of deposits and other receivables based on historical settlement records and past experience. The directors believe there is no material credit risk inherent in the Group's outstanding balances of deposits and other receivables and the expected credit loss was close to zero for the year ended 31 March 2020 (2019: same).

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

(c) Liquidity risk

The Group adopts a prudent liquidity risk management by maintaining sufficient cash and bank balances and ensuring the availability of bank facilities to meet its liquidity requirements in the short and long term.

Due to the dynamic nature of the businesses environment, the Group aims to maintain flexibility in funding by keeping sufficient banking facilities if necessary. The liquidity risk of the Group is primarily attributable to accruals and other payables, and a bank borrowing.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting period end to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. As at 31 March 2020, the bank borrowing with a repayment on demand clause, amounting to HK\$11,497,000 (2019: HK\$11,950,000), is included in the "on demand" time band in the maturity analysis below. Balances due within 12 months equal their carrying values as the impact of discounting is not significant.

Notes to the Consolidated Financial Statements

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.1 Financial risk factors *(Continued)*

(c) Liquidity risk *(Continued)*

	On demand HK\$'000	Within 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Total HK\$'000
At 31 March 2020					
Bank borrowing	11,497	–	–	–	11,497
Accruals and other payables (excluding accrued payroll and employee benefits)	–	1,404	–	–	1,404
At 31 March 2019					
Bank borrowing	11,950	–	–	–	11,950
Accruals and other payables (excluding accrued payroll and employee benefits)	–	4,876	–	–	4,876

Specifically, for a bank borrowing which contains a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest date in which the Group can be required to pay, that is if the lender was to invoke their unconditional rights to call the loans with immediate effect.

The table below summarises the maturity analysis of the bank borrowing (subjected to a repayment on demand clause) based on agreed scheduled repayments set out in the loan agreement. The amounts include interest payments computed using contractual rates. Taking into account the Group's financial position, the directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors believe that such bank borrowing will be repaid in accordance with the scheduled repayment dates set out in the loan agreement.

	Less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Over 5 years HK\$'000
At 31 March 2020	844	844	2,530	10,828
At 31 March 2019	791	791	2,374	10,947

The Group maintains continuous communication with its bank and has obtained a letter from the bank, confirming that, subject to normal banking criteria and its periodic review, and in the absence of unforeseen circumstance the facilities will not be demanded before 30 June 2020.

Notes to the Consolidated Financial Statements

3 FINANCIAL RISK MANAGEMENT *(Continued)*

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for the shareholder and to maintain an optimal capital return to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may issue new shares or sell assets to reduce debts.

Consistent with others in the industry, the Group monitors capital on the basis of net debt to total capital ratio. Net debt is calculated as total borrowings (including bank borrowing as shown in the consolidated statement of financial position) less cash and bank balance. Total capital is calculated as "total equity", as shown in the consolidated statement of financial position, plus net debt. As at 31 March 2020, the Group was in a net cash position as follows:

	At 31 March 2020 HK\$'000	At 31 March 2019 HK\$'000
Bank borrowing <i>(Note 22)</i>	11,497	11,950
Less: cash and cash equivalents <i>(Note 18)</i>	(57,666)	(10,405)
Net (cash)/debt	(46,169)	1,545
Total equity	100,583	53,786
Total capital	54,414	55,331
Net debt to total capital ratio	N/A	2.79%

3.3 Fair value estimation

As at 31 March 2020 and 2019, the Group did not have any financial assets or financial liabilities that are measured at fair value.

The carrying values of receivables, payables and the bank borrowing are of a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments, unless the discount effect is insignificant.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the consolidated financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities, or presentation of the consolidated financial statements within the next financial year are discussed below.

(a) Revenue recognition

Initial set up and customisation services, and licensing and maintenance services provided by the Group are agreed upon in a single revenue contract with customers. When such multiple services exist in a single revenue contract, transaction price of the revenue contract is allocated among each performance obligation identified in the revenue contract based on their relative stand-alone selling price. Management has applied judgement in estimating the stand-alone selling price.

Revenue from initial set up and customisation services are recognised over time by using input method as detailed in Note 2.19(a). Management has applied judgement in estimating the total budgeted contract costs for input method to measure the progress towards complete satisfaction of performance obligation.

Notes to the Consolidated Financial Statements

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(b) Capitalisation of development costs incurred on computer software systems

Development costs incurred on computer software systems are capitalised as intangible assets when recognition criteria as detailed in Note 2.6(b) are fulfilled. Management has applied its judgement in determining whether these software products could generate probable future economic benefits to the Group based on the historical experience and the prospects of the markets. Any severe change in market performance or technology advancement will have an impact on the development costs capitalised.

5 REVENUE AND SEGMENT INFORMATION

	2020 HK\$'000	2019 HK\$'000
Licensing and maintenance services	41,591	38,350
Initial set up and customisation services	1,366	4,632
Sales of computer hardware and software	–	1,260
	42,957	44,242

(a) Disaggregation of revenue from contracts with customers

During the year ended 31 March 2020, all sources of revenue were recognised over time (2019: same, except for revenue from sales of computer hardware and software which was recognised at a point in time).

(b) Assets and liabilities related to contracts with customers

	<i>Note</i>	2020 HK\$'000	2019 HK\$'000
Contract assets	<i>(i)</i>	336	513
Contract liabilities	<i>(ii)</i>	283	287

Note:

- (i) Contract assets represent revenue of initial set up and customisation services recognised prior to the agreed payment schedule date. Contract assets decreased by HK\$177,000 during the year ended 31 March 2020 and such decrease was primarily due to fewer initial set up and customisation service in progress during the year. There was no impairment loss recognised on contract assets during the year ended 31 March 2020.
- (ii) Contract liabilities represent advance payments received from provision of initial set up and customisation services and provision of licensing and maintenance services. During the year ended 31 March 2020, contract liabilities decreased by HK\$4,000 and such decrease was due to decrease in advance payments received from customers for provision of licensing and maintenance services of financial trading solutions.
- (iii) During the year ended 31 March 2020, all carried-forward contract liabilities at the beginning of financial year were fully recognised as revenue (2019: same).
- (iv) As at 31 March 2020, the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) was HK\$3,764,000 (2019: HK\$2,426,000). Management expects that the transaction price allocated to the unsatisfied performance obligations will be recognised as revenue when the related services, mainly related to provision of maintenance services, are provided over the next 6 years (2019: 5 years) for the year ended 31 March 2020.

The Group has elected the practical expedient for not to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) for revenue contracts which have an original expected duration of one year or less.

Notes to the Consolidated Financial Statements

5 REVENUE AND SEGMENT INFORMATION *(Continued)*

(c) Segment information

The executive directors have been identified as the chief operating decision-makers (“CODM”) of the Group who review the Group’s internal reporting in order to assess performance and allocate resources. For the year ended 31 March 2020, the directors considered that the Group’s operations were operated and managed as a single segment and no separate segment information was presented for the financial years (2019: same).

The Group domiciles and operates in Hong Kong. All revenue and non-current assets of the Group was generated and were located in Hong Kong during the year ended 31 March 2020 (2019: same).

(d) Information about major customers

Certain customers contributed more than 10% of the total sales of the Group during the year. The amount of sales of these customers are disclosed as follows:

	2020 HK\$'000	2019 HK\$'000
Customer A	7,818	8,501
Customer B	N/A	4,606
Customer C	N/A	4,486

N/A: The revenue of the particular customer for the particular year was less than 10% of the Group’s revenue for the particular year.

6 OTHER INCOME

	2020 HK\$'000	2019 HK\$'000
Other income	13	39
Interest income on bank deposits	337	5
Interest income on time deposits	499	–
	849	44

7 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS’ EMOLUMENTS)

	2020 HK\$'000	2019 HK\$'000
Salaries and allowances	15,714	13,416
Discretionary bonuses	2,433	3,950
Pension costs — defined contribution plans	522	497
Staff welfare and benefits	57	23
Share-based payment expenses	1,046	–
	19,772	17,886
Less: staff costs capitalised as development costs of computer software systems	(6,498)	(4,637)
	13,274	13,249

Note: During the year ended 31 March 2020, employee benefits costs related to research and development staff, amounting to HK\$1,632,000 (2019: HK\$2,197,000), were recognised as employee benefit expenses in the consolidated statement of comprehensive income.

Notes to the Consolidated Financial Statements

7 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) *(Continued)*

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include two directors (2019: two directors) whose emoluments are reflected in the analysis shown in Note 8 during the year ended 31 March 2020. The emoluments payable to the remaining three individuals (2019: three individuals) for the year ended 31 March 2020 are as follows:

	2020 HK\$'000	2019 HK\$'000
Salaries and allowances	2,282	2,374
Discretionary bonuses	823	1,910
Pension costs — defined contribution plans	47	54
Staff welfare and benefits	46	9
Share-based payment expenses	219	–
	3,417	4,347

The emoluments fell within the following band:

	Number of individuals	
	2020	2019
Nil — HK\$1,000,000	1	2
HK\$1,000,001 — HK\$1,500,000	2	–
HK\$1,500,001 — HK\$2,000,000	–	–
HK\$2,000,001 — HK\$2,500,000	–	–
HK\$2,500,001 — HK\$3,000,000	–	1

Notes to the Consolidated Financial Statements

8 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of each director for the year ended 31 March 2020 is set out below:

	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Allowances and benefits in kind (note (iii)) HK\$'000	Employer's contribution to a retirement benefit scheme HK\$'000	Total HK\$'000
For the year ended 31 March 2020						
<i>Executive directors:</i>						
Mr. Chung Chau Kan	120	1,085	977	330	20	2,532
Mr. Wong Wing Hoi	110	710	150	129	20	1,119
<i>Non-executive director:</i>						
Mr. Wei Ming (chairman)	-	-	-	-	-	-
<i>Independent non-executive directors:</i>						
Mr. Wu Kin San Alfred (Note (iii))	110	-	-	-	-	110
Mr. Moo Kai Pong (Note (ii))	110	-	-	-	-	110
Mr. Lo Chi Wang (Note (ii))	110	-	-	-	-	110
	560	1,795	1,127	459	40	3,981

The remuneration of each director for the year ended 31 March 2019 is set out below:

	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Employer's contribution to a retirement benefit scheme HK\$'000	Total HK\$'000
For the year ended 31 March 2019					
<i>Executive directors:</i>					
Mr. Chung Chau Kan	-	1,190	1,605	18	2,813
Mr. Wong Wing Hoi	-	673	40	18	731
<i>Non-executive director:</i>					
Mr. Wei Ming (chairman)	-	-	-	-	-
<i>Independent non-executive directors:</i>					
Mr. Wu Kin San Alfred (Note (ii))	-	-	-	-	-
Mr. Moo Kai Pong (Note (ii))	-	-	-	-	-
Mr. Lo Chi Wang (Note (ii))	-	-	-	-	-
	-	1,863	1,645	36	3,544

Notes to the Consolidated Financial Statements

8 BENEFITS AND INTERESTS OF DIRECTORS *(Continued)*

(a) Directors' emoluments *(Continued)*

Notes:

(i) The remuneration shown above represents remuneration received from the Group by these directors in their capacity as employees to the Company's subsidiaries and no directors waived any emolument during the year.

No emoluments were paid by the Company or the Company's subsidiaries to the directors as an inducement to join the Company or the Company's subsidiaries, or as compensation for loss of office during the year.

(ii) Mr. Wu Kin San Alfred, Mr. Moo Kai Pong and Mr. Lo Chi Wang were appointed as the Company's independent non-executive directors on 29 March 2019.

(iii) The amount includes housing allowances and estimated money value of other non-cash benefit: share option.

(b) Directors' retirement benefits and termination benefits

None of the directors received or will receive any retirement benefits or termination benefits during the year (2019: none).

(c) Consideration provided to third parties for making available directors' services

No consideration was made to third parties for making available directors' services during the year (2019: none).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors subsisted at the end of the year or at any time during the year

No loans, quasi-loans and other dealings were made available in favour of directors, controlled bodies corporate by and connected entities with such directors during the year (2019: none).

(e) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in Note 28, no other transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiary was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of each reporting period or at any time during the year (2019: none).

9 OTHER EXPENSES

	2020 HK\$'000	2019 HK\$'000
Advertising expenses	186	203
Auditor's remuneration		
— Audit services	1,000	700
— Non-audit services	84	56
Building management fees	84	567
Entertainment expenses	160	188
Exchange loss, net	303	120
Insurance expenses	163	171
Loss on write-off of property and equipment	14	162
Legal and professional fee	2,221	135
Telephone and utilities	146	213
Others	1,042	570
Total other expenses	5,403	3,085

Notes to the Consolidated Financial Statements

10 FINANCE COSTS

	2020 HK\$'000	2019 HK\$'000
Finance costs on		
— Bank borrowing	417	362
Amounts capitalised (<i>Note i</i>)	(202)	(126)
Finance costs	215	236

Note i: The amounts represent borrowing costs capitalised as development costs of intangible assets. The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the Group's general borrowing. During the year ended 31 March 2020, the capitalisation rate was 3.55% (2019: 2.95%).

11 INCOME TAX EXPENSE

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying group entity in Hong Kong will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. Accordingly, the Hong Kong profits tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits for the Group's qualifying entity and at 16.5% on the estimated assessable profits above HK\$2 million for the year ended 31 March 2020 (2019: same). The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5% (2019: same). The amount of tax charged to the consolidated statement of comprehensive income represents:

	2020 HK\$'000	2019 HK\$'000
Hong Kong profits tax		
— Current year	2,805	2,718
— Over-provision of tax in prior year	(40)	—
Deferred income tax	393	(116)
Income tax expense	3,158	2,602

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the Hong Kong profits tax rate as follows:

	2020 HK\$'000	2019 HK\$'000
Profit before income tax	9,917	9,087
Calculated at respective tax rates	1,472	1,334
Income not subject to tax	(138)	(562)
Expenses not deductible for tax purpose	1,864	1,830
Over-provision of tax in prior year	(40)	—
Income tax expense	3,158	2,602

Notes to the Consolidated Financial Statements

12 SUBSIDIARIES

The Group's principal subsidiaries at the reporting date are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of subsidiary	Place and date of incorporation	Registered/ issued and paid-up capital	Effective interest held by the Group		Principal activities and place of operation
			2020	2019	
Directly owned:					
Motion Cast Limited ("Motion Cast")	BVI 21 February 2018	1 ordinary share US\$1	100%	100%	Investment holding, Hong Kong
Indirectly owned:					
Global eSolutions (HK) Limited ("GES")	Hong Kong 25 January 2006	100 ordinary shares HK\$7,500,000	100%	100%	Development and provision of financial trading solutions, Hong Kong
Real Logic Technology Company Limited ("RLT")	Hong Kong 2 October 2003	100,000 ordinary shares HK\$100,000	100%	100%	Development and supply of resource allocation, planning, scheduling and management of software and services, Hong Kong
Win Investment (HK) Limited ("WIL")	Hong Kong 25 October 2017	100 ordinary shares HK\$100	100%	100%	Properties investment, Hong Kong

13 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

	Year ended 31 March	
	2020	2019
Profit attributable to owners of the Company (HK\$'000)	6,759	6,485
Weighted average number of ordinary shares in issue (thousands) (Note)	391,530	300,000
Basic earnings per share (HK cents)	1.73	2.16

Note: The weighted average number of shares in issue for the year ended 31 March 2019 for the purpose of earnings per share computation has been retrospectively adjusted for the effect of the 10 shares and 90 shares issued on 7 February 2018 and 21 March 2019, respectively pursuant to the Reorganisation, and 299,999,900 shares issued under the capitalisation issue which took place on 2 May 2019.

(b) Diluted

During the year ended 31 March 2020, assumed conversion of the share options granted by the Company has anti-dilutive effect (2019: no dilutive potential share). For the year ended 31 March 2020, diluted earnings per share equaled to basic earnings per share (2019: same).

Notes to the Consolidated Financial Statements

14 PROPERTY AND EQUIPMENT

	Land and building	Furniture and fixtures	Office equipment	Computers	Leasehold improvement	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2018						
Cost	–	374	2,919	3,181	1,166	7,640
Accumulated depreciation	–	(268)	(2,902)	(1,264)	(682)	(5,116)
Net book amount	–	106	17	1,917	484	2,524
Year ended 31 March 2019						
Opening net book amount	–	106	17	1,917	484	2,524
Additions	–	54	15	162	1,220	1,451
Transfer from investment property	35,010	–	–	–	–	35,010
Depreciation	(531)	(38)	(7)	(561)	(392)	(1,529)
Written-off						
— Cost	–	(94)	(128)	(112)	(1,166)	(1,500)
— Accumulated depreciation	–	93	128	112	1,005	1,338
Closing net book amount	34,479	121	25	1,518	1,151	37,294
At 31 March 2019						
Cost	35,010	334	2,806	3,231	1,220	42,601
Accumulated depreciation	(531)	(213)	(2,781)	(1,713)	(69)	(5,307)
Net book amount	34,479	121	25	1,518	1,151	37,294
Year ended 31 March 2020						
Opening net book amount	34,479	121	25	1,518	1,151	37,294
Additions	–	11	–	2,050	–	2,061
Depreciation	(1,220)	(43)	(8)	(749)	(407)	(2,427)
Written-off						
— Cost	–	–	–	(20)	–	(20)
— Accumulated depreciation	–	–	–	6	–	6
Closing net book amount	33,259	89	17	2,805	744	36,914
At 31 March 2020						
Cost	35,010	345	2,806	5,261	1,220	44,642
Accumulated depreciation	(1,751)	(256)	(2,789)	(2,456)	(476)	(7,728)
Net book amount	33,259	89	17	2,805	744	36,914

The land and building was pledged as security against the bank borrowing (Note 22) as at 31 March 2020.

Notes to the Consolidated Financial Statements

15 INTANGIBLE ASSETS

	Goodwill HK\$'000	Computer software systems HK\$'000	Capitalised development costs HK\$'000	Customer contract HK\$'000	Total HK\$'000
At 1 April 2018					
Cost	110	8,723	7,063	601	16,497
Accumulated amortisation	–	(3,372)	–	(601)	(3,973)
Net book amount	110	5,351	7,063	–	12,524
Year ended 31 March 2019					
Opening net book amount	110	5,351	7,063	–	12,524
Additions	–	–	4,763	–	4,763
Transfer	–	6,866	(6,866)	–	–
Amortisation	–	(2,783)	–	–	(2,783)
Closing net book amount	110	9,434	4,960	–	14,504
At 31 March 2019					
Cost	110	15,589	4,960	601	21,260
Accumulated amortisation	–	(6,155)	–	(601)	(6,756)
Net book amount	110	9,434	4,960	–	14,504
Year ended 31 March 2020					
Opening net book amount	110	9,434	4,960	–	14,504
Additions	–	–	6,701	–	6,701
Transfer	–	9,650	(9,650)	–	–
Amortisation	–	(3,527)	–	–	(3,527)
Closing net book amount	110	15,557	2,011	–	17,678
At 31 March 2020					
Cost	110	25,239	2,011	601	27,961
Accumulated amortisation	–	(9,682)	–	(601)	(10,283)
Net book amount	110	15,557	2,011	–	17,678

(a) Goodwill

Goodwill of HK\$110,000 arose from the acquisition of RLT. On 27 October 2016, GES entered into a sale and purchase agreement with Ms. Yip Kim Kam, who is a close family member of a director of GES, to acquire the entire equity interest in RLT at a cash consideration of HK\$650,000. The acquisition was completed on 27 October 2016.

(b) Computer software systems

Computer software systems are internally developed systems and the costs of the systems represent all direct costs incurred in the development. The systems are amortised over the estimated useful life of 5 years.

Notes to the Consolidated Financial Statements

15 INTANGIBLE ASSETS *(Continued)*

(c) Capitalised development costs

Capitalised development costs represent all direct costs incurred for the development of computer software systems. Such capitalised costs will not be subject to amortisation until the underlying computer software under development are ready for use. It will be tested for impairment annually and whenever there is an indication that it may be impaired.

(d) Customer contract

The customer contract arose from the acquisition of RLT which was completed on 27 October 2016. The customer contract represents a service contract signed between RLT and its main contractor to develop a timetabling software and has met the recognition criteria of intangible assets to recognise separately from the goodwill. This intangible asset is amortised over the expected useful life of 1.4 years.

(e) Impairment test

Goodwill and capitalised development costs not ready for use are tested annually based on the recoverable amount of the cash generating unit ("CGU") to which the intangible asset is related.

There are two identified CGUs which include the (i) financial IT solutions CGU and (ii) non-financial IT solutions CGU. As at 31 March 2020, goodwill amounted to HK\$110,000 (2019: HK\$110,000) was allocated to the non-financial IT solutions CGU and capitalised development costs amounted to HK\$2,011,000 (2019: HK\$4,960,000) was allocated to the financial IT solutions CGU for impairment test.

The recoverable amount of each CGU is determined based on a value-in-use calculation which uses cash flow projection based on a five-year financial budget approved by the directors. Assumed growth rate is used to extrapolate the cash flows in the following years. The financial budgets are prepared based on a five-year business plan which is appropriate after considering the sustainability of business growth, stability of core business developments, achievement of business targets and potential impacts of COVID-19.

For financial IT solutions CGU, the pre-tax discount rate applied to cash flow projections was around 20.6% (2019: 18.0%) and the cash flows beyond the five-year period are extrapolated using an annual growth rate of 2% (2019: 2%) for the year.

For non-financial IT solutions CGU, the pre-tax discount rate applied to cash flow projections was around 22.3% (2019: 20.0%) and the cash flows beyond the five-year period are extrapolated using an annual growth rate of 2% (2019: 2%) for the year.

As at 31 March 2020, the directors assessed the recoverable amount of each CGU and determined that no impairment loss was recognised for the goodwill and the capitalised development costs not ready for use as the recoverable amounts exceeded the carrying amounts.

Notes to the Consolidated Financial Statements

16 FINANCIAL INSTRUMENTS BY CATEGORY

	Financial assets measured at amortised cost	
	2020 HK\$'000	2019 HK\$'000
Assets included in the consolidated statement of financial position		
Trade receivables (Note 17)	3,025	2,121
Deposits and other receivables (Note 17)	660	319
Cash and cash equivalents (Note 18)	57,666	10,405
	61,351	12,845

	Financial liabilities measured at amortised cost	
	2020 HK\$'000	2019 HK\$'000
Liabilities included in the consolidated statement of financial position		
Accruals and other payables (excluding accrued payroll and employee benefits) (Note 23)	1,404	4,876
Bank borrowing (Note 22)	11,497	11,950
	12,901	16,826

17 TRADE RECEIVABLES, DEPOSITS, PREPAYMENT AND OTHER RECEIVABLES

	2020 HK\$'000	2019 HK\$'000
Trade receivables	3,025	2,121
Deposits	405	319
Prepayment	503	6,136
Other receivables	255	–
	4,188	8,576
Less: non-current portion of deposits	(19)	(66)
Trade receivables, deposits, prepayment and other receivables — current	4,169	8,510

The carrying amounts of the Group's trade receivables, deposits, prepayment and other receivables approximated their fair values at the end of each reporting period.

Notes to the Consolidated Financial Statements

17 TRADE RECEIVABLES, DEPOSITS, PREPAYMENT AND OTHER RECEIVABLES *(Continued)*

(i) Trade receivables

Credit period ranging from 0 days to 30 days were granted to the customers. As at the end of each reporting period, the ageing analysis of trade receivables by the invoice date was as follows:

	2020 HK\$'000	2019 HK\$'000
Less than 30 days	1,520	1,549
31 days to 90 days	905	552
Over 90 days	600	20
	3,025	2,121

The Group's trade receivables were denominated in the following currencies:

	2020 HK\$'000	2019 HK\$'000
US\$	2,457	1,921
HK\$	568	200
	3,025	2,121

No impairment loss was recognised during the year ended 31 March 2020 (2019: same). Information about the impairment of trade receivables can be found in Note 3.1(b).

The maximum exposure to credit risk at the reporting date was the fair value of the receivables mentioned above. The Group did not hold any collateral as security.

18 CASH AND CASH EQUIVALENTS

	2020 HK\$'000	2019 HK\$'000
Cash at banks	57,666	10,405
Maximum exposure to credit risk	57,666	10,405

The carrying amounts of cash and cash equivalents were denominated in the following currencies:

	2020 HK\$'000	2019 HK\$'000
HK\$	32,001	6,889
US\$	25,317	2,477
Japanese yen ("JPY")	155	833
Renminbi ("RMB")	193	206
	57,666	10,405

Notes to the Consolidated Financial Statements

19 SHARE CAPITAL

	Number of shares	Nominal value HK\$'000
Authorised:		
Ordinary shares of HK\$0.01 each		
At 1 April 2018	38,000,000	380
Increase in authorised share capital	9,962,000,000	99,620
At 31 March 2019, 1 April 2019 and 31 March 2020	10,000,000,000	100,000
Issued and fully paid:		
Ordinary shares of HK\$0.01 each		
At 1 April 2018	10	*
Issuance of shares pursuant to the Reorganisation	90	*
At 31 March 2019 and 1 April 2019	100	*
Capitalisation issue of shares (<i>Note (a)</i>)	299,999,900	3,000
Issuance of shares upon listing (<i>Note (a)</i>)	100,000,000	1,000
At 31 March 2020	400,000,000	4,000

* Less than HK\$1,000

Note:

- (a) On 2 May 2019, pursuant to the capitalisation issue approved on 29 March 2019, the Company issued a total number of additional 299,999,900 shares to Essential Strategy Investments Limited and Expert Wisdom Holdings Limited, credited as fully paid, by way of capitalisation of HK\$2,999,999 standing to the credit of the Company's share premium account. On the same date, the Company issued a total of 100,000,000 shares by way of public offer and placing at a price of HK\$0.53 each for a total consideration of HK\$38,992,000, net of share issuing expenses, and successfully listed its shares on GEM of the Stock Exchange of Hong Kong Limited.

Notes to the Consolidated Financial Statements

20 SHARE OPTION SCHEME

The Company has adopted the Share Option Scheme on 29 March 2019. The purpose of the Share Option Scheme is to enable the Group to grant options to the eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or any entity in which any member of the Group holds any equity interest.

On 15 August 2019, the Company has granted a total number of 36,400,000 share options (the “**2019 Share Option**”) to certain eligible participants (the “**Grantees**”) under the Share Option Scheme which will entitle the Grantees to subscribe for a total number of 36,400,000 Shares. The details of 2019 Share Option are summarised as follows:

	% of the total share options	2019 Share Option	
		Vesting period	Exercise period
Tranche 1	50%	15 August 2019 to 14 August 2020	15 August 2020 to 14 August 2029
Tranche 2	50%	15 August 2019 to 14 August 2021	15 August 2021 to 14 August 2029

Among the 36,400,000 share options granted above, 4,800,000 share options were granted to two Grantees who are a director and an associate of a director and substantial shareholder of the Company (the “**Connected Grantees**”).

The movements of the share options outstanding under the 2019 Share Option during the year ended 31 March 2020 are as follows:

Name and position/capacity of participant	Date of grant	Exercise price (HK\$)	Number of Shares represented by share options outstanding as at		Share options exercised during the year	Share options forfeited during the year	Number of Shares represented by share options outstanding as at	
			1 April 2019	Number of share options granted during the year			31 March 2020	
Connected Grantees								
Mr. Wong Wing Hoi (<i>Executive director</i>)	15 August 2019	0.178	–	4,000,000	–	–	–	4,000,000
Mr. Wei Chun Pong Benjamin (<i>Associate of a non-executive director and substantial shareholder</i>)	15 August 2019	0.178	–	800,000	–	–	–	800,000
Employees	15 August 2019	0.178	–	31,600,000	–	(4,000,000)	–	27,600,000
Total number of share options			–	36,400,000	–	(4,000,000)	–	32,400,000

Notes to the Consolidated Financial Statements

20 SHARE OPTION SCHEME (Continued)

	2019 Share Option	
	Tranche 1	Tranche 2
Fair value at grant date (per share)	HK\$0.078	HK\$0.082

The 2019 Share Option was measured at fair value at grant date using Black-Scholes model with following key assumptions:

	2019 Share Option	
	Tranche 1	Tranche 2
Share price at grant date (per share)	HK\$0.162	HK\$0.162
Exercise price (per share)	HK\$0.178	HK\$0.178
Expected life (years)	5.5	6
Expected volatility	55.89%	56.23%
Expected dividend yield	0.00%	0.00%
Risk-free interest rate	1.15%	1.15%

For the year ended 31 March 2020, the Group recognised share-based payment expenses amounting to approximately HK\$1,046,000, which has been charged to the consolidated statement of comprehensive income.

No share options were exercisable as at 31 March 2020.

21 OTHER RESERVES

	Share premium HK\$'000	Capital reserve HK\$'000 (Note (i))	Share-based payment reserve HK\$'000	Total HK\$'000
At 1 April 2018	–	7,500	–	7,500
Transaction with owners in their capacity as owners				
Issuance of shares pursuant to the Reorganisation	*	(*)	–	–
At 31 March 2019	*	7,500	–	7,500
At 1 April 2019	*	7,500	–	7,500
Transaction with owners in their capacity as owners				
Capitalisation issue of shares	(3,000)	–	–	(3,000)
Issuance of shares upon listing	52,000	–	–	52,000
Listing expenses charged to share premium	(14,008)	–	–	(14,008)
Share-based payment expenses	–	–	1,046	1,046
At 31 March 2020	34,992	7,500	1,046	43,538

* Less than HK\$1,000

Note:

- (i) Capital reserve of HK\$7,500,000 represented the difference between the share capital of GES, RLT and WIL acquired over the nominal value of the share capital of the Company issued in exchange thereof as part of the reorganisation prior to the listing of the Company.

Notes to the Consolidated Financial Statements

22 BANK BORROWING

	2020 HK\$'000	2019 HK\$'000
Bank borrowing	11,497	11,950

As at 31 March 2020, the Group had aggregated bank facilities of approximately, HK\$19,497,000 (2019: HK\$19,950,000), for a revolving loan and a term loan. Unutilised facilities as at the same date amounted to approximately HK\$8,000,000 (2019: HK\$8,000,000).

As at 31 March 2020, the bank borrowing was secured by a corporate guarantee from the Company and a land and building with carrying amount of HK\$33,259,000 (Note 14) (2019: secured by a corporate guarantee from GES, personal guarantee from the directors of GES and a land and building with carrying amount of HK\$34,479,000).

As at 31 March 2020, the Group's bank borrowing contractually due for repayment after one year, amounting to HK\$11,497,000 (2019: HK\$11,950,000), contained a repayable on demand clause and was classified as current liabilities. The following table is prepared based on the schedule repayment date set out in the relevant agreement and ignore the effect of any repayment on demand right:

	2020 HK\$'000	2019 HK\$'000
Within one year	488	507
Between one and five years	2,114	2,154
Over five years	8,895	9,289
	11,497	11,950

The carrying amount of the bank borrowing was denominated in HK\$.

During the year ended 31 March 2020, the effective interest rate of the bank borrowing was 3.55% (2019: 2.95%).

Notes to the Consolidated Financial Statements

23 ACCRUALS AND OTHER PAYABLES

	2020 HK\$'000	2019 HK\$'000
Accrued payroll and employee benefits	1,745	564
Accrued listing expenses	–	4,079
Accrued expenses and other payables	1,404	797
Accruals and other payables	3,149	5,440

The carrying amounts of the accruals and other payables were denominated in HK\$.

All accruals and other payables were expected to be settled within one year.

24 DEFERRED INCOME TAX

Deferred income tax asset and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority on the taxable entity where there is an intention to settle the balances on a net basis.

For each of the reporting period, deferred income tax was calculated in full on temporary differences under the liability method using a principal tax rate of 16.5%.

(i) Deferred income tax asset

The analysis of deferred income tax asset is as follow:

	2020 HK\$'000	2019 HK\$'000
Deferred income tax asset to be recovered within 12 months	69	138
Deferred income tax asset to be recovered after more than 12 months	156	78
	225	216

The movements in deferred income tax asset during the years were as follows:

Deferred income tax asset

	2020 HK\$'000	2019 HK\$'000
At beginning of the year	216	90
Credited to the consolidated statement of comprehensive income	9	126
At end of the year	225	216

Notes to the Consolidated Financial Statements

24 DEFERRED INCOME TAX (Continued)

(ii) Deferred income tax liabilities

	2020 HK\$'000	2019 HK\$'000
Deferred income tax liabilities to be recovered within 12 months	188	259
Deferred income tax liabilities to be recovered after more than 12 months	540	67
	728	326

The movements in deferred income tax liabilities during the year were as follows:

Deferred income tax liabilities

	Property and equipment		Investment property		Total	
	2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000
At beginning of the year	326	246	–	70	326	316
Charged/(credited) to the consolidated statement of comprehensive income	402	(60)	–	70	402	10
Transfer	–	140	–	(140)	–	–
At end of the year	728	326	–	–	728	326

25 DIVIDENDS

	2020 HK\$'000	2019 HK\$'000
Final dividend, proposed of HK\$0.002 (2019: Nil) per ordinary share (Note a)	800	–

Notes:

- (a) At the board meeting held on 12 June 2020, the Board recommended the payment of a final dividend of HK\$0.002 per ordinary share, totaling HK\$800,000. The dividend was not reflected as dividends payable in these consolidated financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31 March 2021 after receiving the shareholders' approval at the forthcoming annual general meeting.
- (b) No dividend was paid or declared by the Company for the year ended 31 March 2019.

Notes to the Consolidated Financial Statements

26 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Cash generated from operations

	2020 HK\$'000	2019 HK\$'000
Profit before income tax	9,917	9,087
Adjustments for:		
— Bank interest income	(836)	(5)
— Interest expense (Note 10)	215	236
— Depreciation of property and equipment (Note 14)	2,427	1,529
— Amortisation of intangible assets (Note 15)	3,527	2,783
— Share-based payment expenses	588	–
— Loss on write-off of property and equipment (Note 9)	14	162
— Fair value adjustment to an investment property	–	(3,400)
Operating profit before working capital changes	15,852	10,392
Changes in working capital:		
— Trade receivables	(904)	(743)
— Deposits, prepayment and other receivables	(8,474)	(3,027)
— Contract assets	177	29
— Contract liabilities	(4)	201
— Accruals and other payables	7,442	2,857
Cash generated from operations	14,089	9,709

(b) The reconciliation of liabilities arising from financing activities is as follows:

	Bank borrowing (current) HK\$'000
For the year ended 31 March 2019	
At 1 April 2018	12,417
Cash flows	
— Repayment of a bank borrowing	(465)
— Payment of interest expense	(2)
At 31 March 2019	11,950
For the year ended 31 March 2020	
At 1 April 2019	11,950
Cash flows	
— Repayment of a bank borrowing	(453)
At 31 March 2020	11,497

(c) Non-cash transaction

During the year ended 31 March 2020, the Group capitalised share-based payment expenses as development costs of intangible assets, amounting to HK\$458,000.

Notes to the Consolidated Financial Statements

27 OPERATING LEASE COMMITMENTS – AS LESSEE

From 1 April 2019, the Group has recognised right-of-use assets for these leases, except for short-term and low value lease, see Note 2.20 for further information. Prior to that, the Group had future aggregate minimum lease payments under non-cancellable operating lease in respect of server room as follows:

	2020 HK\$'000	2019 HK\$'000
No later than one year	–	257

28 RELATED PARTY TRANSACTIONS

As at 31 March 2020, the directors considered Mr. Wei Ming and Essential Strategy Investments Limited, which is incorporated in BVI, as the ultimate controlling shareholder and immediate holding company of the Company respectively (2019: same).

(a) Significant related party transactions

The Group had the following related party transaction during the year.

Name of party	Nature of transaction	2020 HK\$'000	2019 HK\$'000
Mr. Wei Chun Pong, Benjamin ^(Note)	Employee benefits expenses	351	307

Note: Mr. Wei Chun Pong, Benjamin is a close family member of Mr. Wei Ming, the non-executive director of the Company. The above transaction was conducted in the normal course of business of the Company and charged at terms mutually agreed by the parties concerned or in accordance with the terms of the underlying agreements, where appropriate.

(b) Key management compensation

Compensation of key management personnel of the Group, including directors' emoluments as disclosed in Note 8 to the consolidated financial statements, was as follows:

	2020 HK\$'000	2019 HK\$'000
Salaries and allowances	4,372	3,747
Discretionary bonuses	1,853	3,382
Pension costs – defined contribution plans	69	72
Staff welfare and benefits	46	8
Share-based payment expenses	258	–
	6,598	7,209

Notes to the Consolidated Financial Statements

29 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

<i>Note</i>	2020 HK\$'000	2019 HK\$'000
ASSETS		
Non-current assets		
Investment in a subsidiary	69,942	69,942
	69,942	69,942
Current assets		
Prepayment	369	5,971
Amounts due from fellow subsidiaries	16,294	–
Cash and cash equivalents	117	50
	16,780	6,021
Total assets	86,722	75,963
EQUITY		
Equity attributable to owners of the Company		
Share capital	4,000	*
Other reserves	105,980	69,942
Accumulated losses	(25,576)	(17,704)
Total equity	84,404	52,238
LIABILITIES		
Current liabilities		
Accruals	2,318	4,689
Amount due to a subsidiary	–	19,036
Total liabilities	2,318	23,725
Total equity and liabilities	86,722	75,963

* Less than HK\$1,000

Notes to the Consolidated Financial Statements

29 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

(b) Reserve movement of the Company

	Share premium HK\$'000	Capital reserve HK\$'000 (Note)	Share-based payment reserve HK\$'000	Accumulated losses HK\$'000
At 1 April 2018	–	–	–	–
Total comprehensive income				
Loss and other comprehensive loss for the year	–	–	–	(17,704)
Transaction with owners in their capacity as owners				
Capital Surplus (Note)	–	69,942	–	–
At 31 March 2019	–	69,942	–	(17,704)
At 1 April 2019	–	69,942	–	(17,704)
Total comprehensive income				
Loss and other comprehensive loss for the year	–	–	–	(7,872)
Transaction with owners in their capacity as owners				
Capitalisation issue of shares	(3,000)	–	–	–
Issuance of shares upon listing	52,000	–	–	–
Listing expense charged to share premium	(14,008)	–	–	–
Share-based payment expense	–	–	1,046	–
At 31 March 2020	34,992	69,942	1,046	(25,576)

Note: The capital reserve of the Company represents the aggregated net asset value of the subsidiaries acquired by the Company pursuant to the reorganisation.

30 EVENT AFTER THE REPORTING PERIOD

From late January 2020, the outbreak of Coronavirus Disease 2019 (the “COVID-19 outbreak”) was rapidly evolving globally. Since then, the economic and financial markets have been significantly impacted. During the year ended 31 March 2020, the COVID-19 outbreak had no material impacts on the financial performance of the Group. However, management expects that revenue generated from licensing and maintenance services of 2021 might be adversely affected to a certain extent, which will depend on the new development concerning the global severity of and actions taken to contain the COVID-19 outbreak that are highly uncertain. The Group will continue to pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the consolidated financial statements and operation results.

Financial Summary

The following is a summary of the published results and of the assets and liabilities of the Group prepared on the bases set out in the note below:

RESULTS

	Year ended 31 March			
	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000
Revenue	42,957	44,242	43,474	44,255
Profit before tax	9,917	9,087	9,493	16,113
Income tax expense	(3,158)	(2,602)	(3,067)	(2,750)
Profit for the year	6,759	6,485	6,426	13,363

ASSETS AND LIABILITIES

	As at 31 March			
	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000
Non-current assets	54,836	52,080	47,543	13,030
Current assets	62,171	19,717	19,130	31,053
Non-current liabilities	(728)	(326)	(346)	(362)
Current liabilities	(15,696)	(17,685)	(19,026)	(2,846)
Net assets	100,583	53,786	47,301	40,875
Equity attributable to owners of the Company:				
Share capital	4,000	*	*	*
Other reserves	43,538	7,500	7,500	–
Retained earnings	53,045	46,286	39,801	40,875
Total equity	100,583	53,786	47,301	40,875

Note: The financial information for the years ended 31 March 2017 and 2018 were extracted from the Prospectus. Such financial information was prepared as if the current structure of the Group has been existence throughout these financial years and is presented on the basis as set out in the Prospectus of the Company.

No consolidated financial statements of the Group for the year ended 31 March 2016 has been published.

* Less than HK\$1,000

Definitions

In this report, unless the context otherwise requires, the following expressions have the following meaning:

“Articles”	the amended and restated articles of association of the Company, conditionally adopted on 29 March 2019 and effective on the Listing Date, as amended, supplemented or otherwise modified from time to time
“Auditors”	PricewaterhouseCoopers, the external auditors of the Company
“Audit Committee”	the audit committee of the Board
“AUTON”	a trading terminal targeted to be used by retail investors for trading both OTC-traded and stock exchange-traded financial instruments, one of the Group’s internally-developed financial trading solutions
“Board”	the board of Directors of the Company
“Business Day(s)”	has the meaning ascribed to it under the GEM Listing Rules
“BVI”	the British Virgin Islands
“CG Code”	Corporate Governance Code and Corporate Governance Report set out in Appendix 15 of the GEM Listing Rules
“Chairman”	the chairman of the Board, as appointed and designated from time to time
“Chief Executive Officer”	the chief executive officer of the Company, as appointed and designated from time to time
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Novacon Technology Group Limited (連成科技集團有限公司), a company incorporated as an exempted company with limited liability in the Cayman Islands on 7 February 2018
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Essential Strategy”	ESSENTIAL STRATEGY INVESTMENTS LIMITED, a company incorporated in BVI with limited liability on 4 January 2016, which is wholly-owned by Mr. Wei Ming and is one of the Controlling Shareholders
“Expert Wisdom”	EXPERT WISDOM HOLDINGS LIMITED, a company incorporated in BVI with limited liability on 21 December 2017, which is wholly-owned by Mr. Chung Chau Kan
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“GES”	GLOBAL ESOLUTIONS (HK) LIMITED, formerly known as MAY POWER LIMITED (美權有限公司), a company incorporated in Hong Kong with limited liability on 25 January 2006 and an indirectly wholly owned subsidiary of our Company

Definitions

“GES EX”	a trading system targeted to be used by brokers for trading stock exchange-traded financial instruments, one of the Group’s internally-developed financial trading solutions
“GES IX”	a fund management system targeted to be used by wealth management companies and their clients (such as fund subscribers) to administer their funds and manage their clients’ investment portfolios, one of the Group’s internally-developed financial trading solutions
“GES TX”	a trading system targeted to be used by brokers, dealers, back office operators and accounting staff for trading OTC-traded financial instruments, one of the Group’s internally-developed financial trading solutions
“Group”	the Company and its subsidiaries, or any of them or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of the Company at that time
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing”	the listing of the Shares on GEM of the Stock Exchange on 2 May 2019
“Listing Date”	2 May 2019, the date on which the Shares were listed on GEM of the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“OTC-traded financial instruments”	over-the-counter-traded financial instruments, which are contracts that are traded (and privately negotiated) directly between two parties, without going through an exchange or other intermediary
“Property”	a self-owned property located at Office E, 17th Floor, EGL Tower, No. 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong
“Prospectus”	the prospectus of the Company published on 15 April 2019 in connection with the Listing
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the reorganisation of our Group in preparation for the Listing, details of which are set out in the section headed “History, Development and Reorganisation” in the Prospectus
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	the United States dollars, the lawful currency of the United States of America
“%”	per cent