

# PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED

## 匯安智能科技集團有限公司

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

Stock Code 股份代號 : 8379

2020 第一季度業績報告  
FIRST QUARTERLY REPORT

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

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

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

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

### 香港聯合交易所有限公司(「聯交所」) GEM 的特色

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

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

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

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

# Corporate Information 公司資料

## REGISTERED OFFICE

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

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A, 6/F, TLP132  
Nos. 132-134 Tai Lin Pai Road  
Kwai Chung, New Territories  
Hong Kong

## EXECUTIVE DIRECTORS

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

## NON-EXECUTIVE DIRECTOR

Mr. Yam Chiu Fan, Joseph

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hui Man Ho, Ivan  
Mr. Chung Billy  
Mr. Poon Wai Hung Richard

## AUTHORISED REPRESENTATIVES

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

## COMPANY SECRETARY

Mr. Chou Chiu Ho (HKICPA, ACCA)

## COMPLIANCE OFFICER

Ms. Yuen Mei Ling, Pauline

## AUDIT COMMITTEE

Mr. Chung Billy (*Chairman*)  
Mr. Hui Man Ho, Ivan  
Mr. Poon Wai Hung Richard

## 註冊辦事處

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

## 香港總辦事處及主要營業地點

香港  
新界葵涌  
大連排道 132-134 號  
TLP132 六樓 A 室

## 執行董事

阮國偉先生 (*主席兼行政總裁*)  
阮美玲女士  
孫毅珠女士  
梅栢權先生

## 非執行董事

任超凡先生

## 獨立非執行董事

許文浩先生  
鍾定縉先生  
潘偉雄先生

## 授權代表

阮國偉先生  
周昭何先生

## 公司秘書

周昭何先生 (HKICPA, ACCA)

## 合規主任

阮美玲女士

## 審核委員會

鍾定縉先生 (*主席*)  
許文浩先生  
潘偉雄先生

# Corporate Information 公司資料

## NOMINATION COMMITTEE

Mr. Hui Man Ho, Ivan (*Chairman*)  
Mr. Chung Billy  
Mr. Poon Wai Hung Richard

## REMUNERATION COMMITTEE

Mr. Chung Billy (*Chairman*)  
Mr. Hui Man Ho, Ivan  
Mr. Poon Wai Hung Richard  
Ms. Yuen Mei Ling, Pauline

## LEGAL ADVISER

As to Hong Kong law  
Hastings & Co.

## COMPLIANCE ADVISER

Ample Capital Limited

## AUDITOR

McMillan Woods (Hong Kong) CPA Limited  
3/F., Winbase Centre  
208 Queen's Road Central  
Hong Kong

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

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

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
DBS Bank (Hong Kong) Limited

## WEBSITE

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

## STOCK CODE

8379

## 提名委員會

許文浩先生 (*主席*)  
鍾定縉先生  
潘偉雄先生

## 薪酬委員會

鍾定縉先生 (*主席*)  
許文浩先生  
潘偉雄先生  
阮美玲女士

## 法律顧問

有關香港法律  
希仕廷律師行

## 合規顧問

豐盛融資有限公司

## 核數師

長青(香港)會計師事務所有限公司  
香港  
皇后大道中208號  
勝基中心3樓

## 開曼群島主要股份過戶登記處

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

## 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心54樓

## 主要往來銀行

香港上海滙豐銀行有限公司  
星展銀行(香港)有限公司

## 網址

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

## 股份代號

8379

# Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 未經審核簡明綜合損益及其他全面收益表

The Board (the “**Board**”) of Directors (the “**Directors**”) of Prime Intelligence Solutions Group Limited (the “**Company**”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months ended 30 June 2020, together with the comparative figures for the corresponding periods in 2019, as follows:

匯安智能科技集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈以下本公司及其附屬公司(統稱「本集團」)截至2020年6月30日止三個月的未經審核簡明綜合業績，連同2019年同期比較數字：

		<b>Three months ended 30 June</b>	
		截至6月30日止三個月	
		<b>2020</b>	2019
		<b>2020年</b>	2019年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(unaudited)</b>	(unaudited)
		(未經審核)	(未經審核)
	Notes 附註		
Revenue	3	<b>10,421</b>	14,196
Cost of sales and services rendered		<b>(5,265)</b>	(6,775)
<b>Gross profit</b>		<b>5,156</b>	7,421
Other income	4	<b>572</b>	213
Selling and distribution cost		<b>(930)</b>	(1,185)
Administrative and other operating expenses		<b>(4,880)</b>	(5,362)
<b>(Loss)/profit from operation</b>		<b>(82)</b>	1,087
Finance cost		<b>(41)</b>	(63)
<b>(Loss)/profit before tax</b>		<b>(123)</b>	1,024
Income tax expense	5	<b>(240)</b>	(386)
<b>(Loss)/profit for the period</b>	6	<b>(363)</b>	638
<b>Other comprehensive income for the period, net of tax:</b>			
<i>Item that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations	可能重新分類至損益之項目： 換算海外業務時之匯兌差額	-	(34)
<b>Total comprehensive income for the period attributable to the owners of the Company</b>		<b>(363)</b>	604
<b>(Loss)/earnings per share (HK cents)</b>			
— Basic and diluted	8	<b>(0.05)</b>	0.08

# Unaudited Condensed Consolidated Statement of Changes in Equity

## 未經審核簡明綜合權益變動表

		Attributable to the owners of the Company								
		本公司擁有人應佔								
		Share capital	Share premium	Merger reserve	Legal reserve	Foreign translation reserve	Retained profits	Total reserve	Total equity	
		股本	股份溢價	合併儲備	法定儲備	外幣換算儲備	保留溢利	總儲備	總權益	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
<b>Balance at 1 April 2019 (audited)</b>	於2019年4月1日的餘額(經審核)	8,000	51,682	17,079	12	(271)	18,393	86,895	94,895	
Impact on initial application of HKFRS 16 (unaudited)	首次應用香港財務報告準則第16號的影響(未經審核)	-	-	-	-	-	(106)	(106)	(106)	
Total comprehensive income for the period (unaudited)	期內全面收益總額(未經審核)	-	-	-	-	(34)	638	604	604	
<b>Balance at 30 June 2019 (unaudited)</b>	於2019年6月30日的餘額(未經審核)	8,000	51,682	17,079	12	(305)	18,925	87,393	95,393	
<b>Balance at 1 April 2020 (audited)</b>	於2020年4月1日的餘額(經審核)	8,000	51,682	17,079	12	(689)	12,683	80,767	88,767	
Total comprehensive income for the period (unaudited)	期內全面收益總額(未經審核)	-	-	-	-	-	(363)	(363)	(363)	
<b>Balance at 30 June 2020 (unaudited)</b>	於2020年6月30日的餘額(未經審核)	8,000	51,682	17,079	12	(689)	12,320	80,404	88,404	

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 1. GENERAL INFORMATION

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

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

### 2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2020 are unaudited but have been reviewed by the audit committee of the Company (the "**Audit Committee**"). The unaudited condensed consolidated financial statements were approved for issue by the Directors on 10 August 2020. The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") which in collective term includes Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKAS**") and Interpretations issued by Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"), accounting principles generally accepted in Hong Kong and the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**").

These unaudited condensed consolidated results are presented in Hong Kong dollars ("**HK\$**"), which is the functional currency of the Company.

### 1. 一般資料

本公司於2015年10月16日根據開曼群島公司法(經修訂)在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands。其主要營業地點的地址位於香港新界葵涌大連排道132-134號TLP132六樓A室。本公司股份(「**股份**」)已自2018年2月14日起在香港聯合交易所有限公司(「**聯交所**」)GEM上市(「**上市**」)。

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

### 2. 財務報表的呈報及編製基準

本集團截至2020年6月30日止三個月之未經審核簡明綜合財務報表為未經審核，但已由本公司審核委員會(「**審核委員會**」)審閱。董事於2020年8月10日批准刊發未經審核簡明綜合財務報表。未經審核簡明綜合財務報表已遵照香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)(此綜合詞彙包括：香港財務報告準則、香港會計準則(「**香港會計準則**」)及詮釋)、香港公認會計原則及聯交所GEM證券上市規則(「**GEM上市規則**」)之適用披露條文編製。

該等未經審核簡明綜合業績以港元(「**港元**」)呈列，港元為本公司之功能貨幣。

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS (continued)

The unaudited condensed consolidated results have been prepared under the historical cost convention. The unaudited condensed consolidated results of the Group for the three months ended 30 June 2020 do not include all the information and disclosures required in the annual financial statements of the Group and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2020 (the “**2020 Consolidated Financial Statements**”). Except as described in paragraph headed “Changes in accounting policy and disclosure” below, the accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated results are consistent with those used in the 2020 Consolidated Financial Statements.

#### Changes in accounting policy and disclosures

The following new and amended standards and interpretations are mandatory for the first time for the financial year beginning 1 April 2020:

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

The adoption of these new and amended HKFRSs had no significant effects on the results and financial position of the Group for the current and prior period.

### 2. 財務報表的呈報及編製基準 (續)

未經審核簡明綜合業績乃按歷史成本慣例編製。本集團截至2020年6月30日止三個月的未經審核簡明綜合業績並不包括本集團年度財務報表所有所須資料及披露，並應與本集團截至2020年3月31日止年度綜合財務報表(「**2020綜合財務報表**」)一併閱讀。除下文「會計政策及披露的變更」一段所載外，編製未經審核簡明綜合業績所用會計政策及計算方法與2020綜合財務報表所用者貫徹一致。

#### 會計政策及披露的變更

下列新訂及經修訂的準則及詮釋於2020年4月1日開始的財政年度首次強制採用：

香港財務報告準則第3號(修訂本)	業務的定義
香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革

採納該等新訂及經修訂香港財務報告準則對本集團於本期間及過往期間的業績及財務狀況並無重大影響。



# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 3. REVENUE

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

### 3. 收益

收益指所售貨品及提供服務的發票值，其於報告期內經扣除退貨及折扣後的發票值。

		Three months ended 30 June 截至6月30日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
Sales of biometrics identification devices, security products and other accessories	銷售生物特徵識別裝置、保安產品及其他配件	6,769	9,923
Provision of auxiliary and other services	提供配套及其他服務	3,652	4,273
		<b>10,421</b>	14,196

		Three months ended 30 June 截至6月30日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內的客戶合約收益		
Recognised at a point in time	於某一時間點確認	7,378	11,003
Recognised over time	隨時間確認	3,043	3,193
		<b>10,421</b>	14,196

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 4. OTHER INCOME

### 4. 其他收入

		Three months ended 30 June 截至6月30日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income	利息收入	123	184
Government subsidies	政府補助	320	–
Foreign exchange gain, net	匯兌收益淨額	76	–
Others	其他	53	29
		<b>572</b>	<b>213</b>

### 5. INCOME TAX EXPENSE

### 5. 所得稅開支

		Three months ended 30 June 截至6月30日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
Provision for the period: Hong Kong Profits Tax	期內撥備： 香港利得稅	240	386

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 5. INCOME TAX EXPENSE (continued)

Hong Kong Profits Tax is provided at 16.5% (three months ended 30 June 2019: 16.5%) based on the estimated assessable profits arising in or derived from the Hong Kong Special Administrative Region (“**Hong Kong**”) of the People’s Republic of China (the “**PRC**”).

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25% and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Following the enactment of the Bill, one of the subsidiaries of the Company is subject to Hong Kong Profits Tax at the rate of 8.25% (three months ended 30 June 2019: 8.25%) for the first HK\$2 million of its estimated assessable profits and at 16.5% (three months ended 30 June 2019: 16.5%) on its estimated assessable profits above HK\$2 million. Other subsidiaries of the Company are subjected to Hong Kong Profits Tax at the rate of 16.5% (three months ended 30 June 2019: 16.5%) for the three months ended 30 June 2020.

The Group’s subsidiary established and operated in the PRC is subject to PRC Enterprise Income Tax at the rate of 25% (three months ended 30 June 2019: 25%). No PRC Enterprise Income Tax has been provided for the three months ended 30 June 2020 (three months ended 30 June 2019: Nil) as the Group’s PRC subsidiary did not generate any assessable profits during the reporting periods.

The Group’s subsidiary established and operated in the Macau Special Administrative Region of the PRC (the “**Macau**”) is subject to Macau Complementary Tax, under which taxable income of up to Macau Pataca (“**MOP**”) 600,000 for the three months ended 30 June 2020 (three months ended 30 June 2019: MOP600,000) is exempted from taxation with taxable income beyond this amount to be taxed at the rate of 12% for the three months ended 30 June 2020 (three months ended 30 June 2019: 12%) for the reporting periods.

### 5. 所得稅開支(續)

香港利得稅已就於中華人民共和國(「**中國**」)香港特別行政區(「**香港**」)產生的估計應課稅溢利按稅率16.5%(截至2019年6月30日止三個月:16.5%)計提撥備。

在2018年3月21日,香港立法會通過2017年稅務(修訂)(第7號)條例草案(「**條例草案**」),引入利得稅兩級制。條例草案已於2018年3月28日簽署成為法律,並於翌日在憲報刊登。根據利得稅兩級制,合資格公司首2百萬港元的溢利將按8.25%徵稅,而超過2百萬港元的溢利將按16.5%徵稅。不符合利得稅兩級制資格的集團實體溢利將繼續按16.5%的固定稅率徵稅。

條例草案生效後,本公司其中一間附屬公司須就估計應課稅溢利的首2百萬港元按8.25%(截至2019年6月30日止三個月:8.25%)稅率繳納香港利得稅,並就超過2百萬港元的估計應課稅溢利按16.5%(截至2019年6月30日止三個月:16.5%)的稅率繳納香港利得稅。截至2020年6月30日止三個月,本公司其他附屬公司須按16.5%(截至2019年6月30日止三個月:16.5%)的稅率繳納香港利得稅。

本集團在中國成立及經營的附屬公司須按稅率25%(截至2019年6月30日止三個月:25%)繳納中國企業所得稅。截至2020年6月30日止三個月內概無計提中國企業所得稅(截至2019年6月30日止三個月:無),乃因為本集團的中國附屬公司於報告期內並無產生任何應課稅溢利。

本集團在中國澳門特別行政區(「**澳門**」)成立及經營的附屬公司須繳納澳門所得補充稅,截至2020年6月30日止三個月,應課稅收入最高600,000澳門幣(「**澳門幣**」)(截至2019年6月30日止三個月:600,000澳門幣)豁免納稅,截至2020年6月30日止三個月報告期內超出該金額的應課稅收入按12%(截至2019年6月30日止三個月:12%)的稅率納稅。

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 6. (LOSS)/PROFIT FOR THE PERIOD

### 6. 期內(虧損)/溢利

		Three months ended 30 June 截至6月30日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
Depreciation	折舊		
— Owned assets	— 自有資產	152	242
— Right of use assets	— 使用權資產	401	433
Staff cost (including directors' emoluments)	員工成本(包括董事酬金)		
— Salaries, bonus and allowances and other benefits in kind	— 薪金、花紅、津貼及其他實物利益	5,334	4,550
— Commission	— 佣金	112	128
— Retirement benefits scheme contributions	— 退休福利計劃供款	191	304
		5,637	4,982
Cost of inventories sold	已售存貨成本	3,877	4,890
Foreign exchange (gain)/loss, net	匯兌(收益)/虧損淨額	(76)	77
Auditor's remuneration	核數師酬金	129	129

### 7. DIVIDENDS

No dividend was declared or paid during the three months ended 30 June 2020 (three months ended 30 June 2019: Nil).

### 7. 股息

本公司並無於截至2020年6月30日止三個月宣派或派付股息(截至2019年6月30日止三個月：無)。

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 8. (LOSS)/EARNINGS PER SHARE

#### (a) Basic (loss)/earnings per Share

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

		Three months ended 30 June 截至6月30日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
(Loss)/earnings for the purpose of calculating basic and diluted (loss)/earnings per share	用以計算每股基本及攤薄(虧損)/盈利的(虧損)/盈利	(363)	638

#### Number of Shares

Weighted average number of ordinary Shares for the purpose of calculating basic (loss)/earnings per share

#### 股份數目

用以計算每股基本(虧損)/盈利的普通股加權平均數

		Three months ended 30 June 截至6月30日止三個月	
		2020 2020年	2019 2019年
Number of Shares	股份數目	800,000,000	800,000,000

#### (b) Diluted (loss)/earnings per share

No diluted (loss)/earnings per share is presented as the Company did not have any dilutive potential ordinary shares outstanding during the three months ended 30 June 2020 and 2019.

### 8. 每股(虧損)/盈利

#### (a) 每股基本(虧損)/盈利

每股基本及攤薄虧損/(盈利)乃基於以下數據計算：

		Three months ended 30 June 截至6月30日止三個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
(Loss)/earnings for the purpose of calculating basic and diluted (loss)/earnings per share	用以計算每股基本及攤薄(虧損)/盈利的(虧損)/盈利	(363)	638

		Three months ended 30 June 截至6月30日止三個月	
		2020 2020年	2019 2019年
Number of Shares	股份數目	800,000,000	800,000,000

#### (b) 每股攤薄(虧損)/盈利

並無可呈列的每股攤薄(虧損)/盈利，乃因本公司於截至2020年及2019年6月30日止三個月並無任何流通在外的潛在可攤薄普通股。

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 9. SHARE OPTION SCHEMES

#### Share Option Scheme

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

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

### 10. EVENTS AFTER THE REPORTING PERIOD

On 30 June 2020, the engagement of Ample Capital Limited as the compliance adviser of the Company in compliance has been completed. Details of the above are set out in the Company’s announcement dated 3 July 2020.

The outbreak of the novel coronavirus disease 2019 (COVID-19) has affected the business and economic activities of the Group as well as the Group’s customers and suppliers to a certain extent. The overall financial effect cannot be reliably estimated as of the approval date of the subject unaudited consolidated financial statements of the Company. The Group will closely monitor the development of the novel coronavirus disease (COVID-19) and continue to evaluate its impact on the business, the financial position and operating results of the Group.

### 9. 購股權計劃

#### 購股權計劃

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

該購股權計劃將於該購股權計劃獲採納之日起計10年期間維持有效，其後不得再授出購股權，但該購股權計劃的條文在所有其他方面將仍全面有效，而於該購股權計劃有效期內已授出的購股權根據其發行條款仍可繼續行使。該購股權計劃的主要條款概要載於本公司就上市而刊發的招股章程附錄四「購股權計劃」一段。自該購股權計劃採納以來及直至本報告日期，概無購股權根據該購股權計劃授出、行使、屆滿、註銷或失效。

### 10. 報告期後事項

於2020年6月30日，委聘豐盛融資有限公司為本公司合規顧問已完成。有關上述詳情載於本公司日期為2020年7月3日的公佈。

2019年新冠肺炎(COVID-19)爆發已在若干程度上影響本集團以及本集團客戶及供應商的業務及經濟活動。截至本公司未經審核綜合財務報表的批准日期為止，無法可靠地估計整體財務影響。本集團將密切監察新冠肺炎(COVID-19)的發展，並繼續評估其對本集團業務、財務狀況及經營業績的影響。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

#### Overview

The Group is a provider of biometrics identification solutions in Hong Kong, Macau and the PRC. The Group derives revenue from the following business activities: (i) sales of products which include biometrics identification devices, and other devices and accessories; and (ii) provision of auxiliary and other services. The Group's biometrics identification devices have one or more of the following functions: (i) face identification; (ii) fingerprint identification; (iii) finger vein identification; (iv) hand geometry identification; and (v) iris identification. The revenue of the Group for the three months ended 30 June 2020 was approximately HK\$10.4 million, representing a decrease of approximately 26.8% from approximately HK\$14.2 million for the three months ended 30 June 2019. The decrease in revenue was mainly attributable to the (i) decrease in sales of biometrics identification devices and other accessories by approximately HK\$3.2 million (or 31.6%) as compared with the corresponding period in 2019; (ii) decrease in revenue derived from provision of auxiliary and other service by approximately HK\$0.6 million (or 14.5%) as compared with the corresponding period in 2019 and (iii) the measures implemented by the governments of the PRC and Macau including locking down to control the rapid spread and reduce the scale of the infection of the novel coronavirus disease (COVID-19), which have impacted the usual business activities of the areas and disrupted the daily operations of the Group.

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

### 業務概覽

本集團為香港、澳門及中國的生物特徵識別解決方案供應商。本集團透過以下業務活動產生收益：(i) 產品銷售包括生物特徵識別裝置以及其他裝置及配件；及(ii) 提供配套及其他服務。本集團的生物特徵識別裝置有一個或以上的以下功能：(i) 人臉識別；(ii) 指紋識別；(iii) 指靜脈識別；(iv) 掌形識別；及(v) 虹膜識別。截至2020年6月30日止三個月，本集團的收益約為10.4百萬港元，較截至2019年6月30日止三個月約14.2百萬港元下跌約26.8%。收益減少主要由於(i) 生物特徵識別裝置及其他配件銷售較2019年同期減少約3.2百萬港元(或31.6%)；(ii) 來自提供配套及其他服務的收益較2019年同期減少約0.6百萬港元(或14.5%)；及(iii) 中國及澳門推行封城等措施，以控制新冠肺炎(COVID-19)迅速蔓延並降低感染規模，該等措施對有關地區的日常業務活動構成影響，並擾亂了本集團的日常運作。

收益指所售貨品及提供服務的發票值，其於報告期內經扣除退貨及折扣後的發票值。

#### Three months ended 30 June

截至6月30日止三個月

	2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
Sales of biometrics identification devices, security products and other accessories	6,769	9,923
Provision of auxiliary and other services	3,652	4,273
	<b>10,421</b>	<b>14,196</b>

# Management Discussion and Analysis

## 管理層討論及分析

### Cost of Sales and Services Rendered and Gross Profit

The majority of the Group's cost of sales and services rendered was cost of inventories sold. The Group's cost of inventories sold decreased by approximately 20.7% to approximately HK\$3.9 million for the three months ended 30 June 2020 (three months ended 30 June 2019: approximately HK\$4.9 million). The gross profit margin dropped from approximately 52.3% for the three months ended 30 June 2019 to approximately 49.5% for the three months ended 30 June 2020. The gross profit also dropped from approximately HK\$7.4 million for the three months ended 30 June 2019 to approximately HK\$5.2 million for the three months ended 30 June 2020. The decrease in gross profit margin and gross profit was mainly due to the increase in direct cost incurred by the operation of the new software development centre in the PRC.

### Expenses

Staff cost for the three months ended 30 June 2020 was approximately HK\$5.6 million (three months ended 30 June 2019: approximately HK\$5.0 million), representing an increase of approximately HK\$0.6 million as compared with the last corresponding period, which was mainly due to the salary increment during the period.

Administrative expenses for the three months ended 30 June 2020 were approximately HK\$4.9 million (three months ended 30 June 2019: approximately HK\$5.4 million), representing a decrease of approximately HK\$0.5 million as compared with the last corresponding period, which was mainly due to the decrease in travelling and professional expenses.

### (Loss)/Profit for the Period

The Group incurred a net loss of approximately HK\$0.4 million for the three months ended 30 June 2020, as compared with a net profit of approximately HK\$0.6 million for the three months ended 30 June 2019. The turnaround from profit to loss was primarily attributable to (i) the cost incurred in the setting up of a new and separate software development centre in the PRC to further enhance and develop the Group's software; (ii) decrease in sales of biometrics identification devices and other accessories, provision of auxiliary and other services; and (iii) the measures implemented by the governments of the PRC and Macau including locking down to control the rapid spread and reduce the scale of the infection of the novel coronavirus disease (COVID-19), which have impacted the usual business activities of the areas and disrupted the daily operations of the Group.

The Board does not recommend the payment of dividends for the three months ended 30 June 2020.

### 銷售及已提供服務成本及毛利

本集團大部分銷售及已提供服務成本為已售存貨成本。截至2020年6月30日止三個月，本集團的已售存貨成本減少約20.7%至約3.9百萬港元（截至2019年6月30日止三個月：約4.9百萬港元）。毛利率由截至2019年6月30日止三個月約52.3%減少至截至2020年6月30日止三個月約49.5%。毛利亦由截至2019年6月30日止三個月約7.4百萬港元減至截至2020年6月30日止三個月約5.2百萬港元。毛利率及毛利減少主要由於中國的新軟件發展中心營運所產生的直接成本增加。

### 開支

截至2020年6月30日止三個月，員工成本約為5.6百萬港元（截至2019年6月30日止三個月：約5.0百萬港元），較去年同期增加約0.6百萬港元，主要由於期內加薪所致。

截至2020年6月30日止三個月，行政開支約為4.9百萬港元（截至2019年6月30日止三個月：約5.4百萬港元），較去年同期減少約0.5百萬港元，主要由於差旅費及專業費用減少所致。

### 期內（虧損）／溢利

截至2020年6月30日止三個月，本集團產生淨虧損約0.4百萬港元，而截至2019年6月30日止三個月則產生純利約0.6百萬港元。由盈轉虧主要由於(i)為進一步加強及開發本集團的軟件而於中國設立新的獨立軟件開發中心所產生的成本；(ii)生物特徵識別裝置及其他配件銷售、提供配套及其他服務減少；及(iii)中國及澳門政府推行封城等措施，以控制新冠肺炎(COVID-19)迅速蔓延並降低感染規模，該等措施對有關地區的日常工作活動構成影響，並擾亂了本集團的日常運作。

董事會不建議就截至2020年6月30日止三個月派付股息。



# Management Discussion and Analysis

## 管理層討論及分析

### Outlook

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

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

With the social events in the past few months and the latest spread of the novel coronavirus disease (COVID-19) in Hong Kong, the Group plans to diversify its business to maintain a healthy portfolio. Leveraging on the experience of the Directors, the Group considers setting up new business lines including artificial intelligence technology solutions, catering management and trade services.

### 展望

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

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

由於香港過去數月的社會事件及近期新冠肺炎(COVID-19)疫情，本集團計劃多元化其業務，維持穩健的組合。憑藉各董事的經驗，本集團考慮設立包括人工智能科技解決方案、餐飲管理及貿易服務等產業鏈。

# Management Discussion and Analysis

## 管理層討論及分析

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

As at 30 June 2020, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to Section 352 of the SFO to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

#### Long positions

Ordinary Shares of the Company

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

於2020年6月30日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部的股份、相關股份及債權證中，擁有根據香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例有關條文被認為或視作擁有的權益及淡倉)，或根據證券及期貨條例第352條須記錄在該條文所述登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

#### 好倉

本公司普通股

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

Notes:

附註：

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

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

# Management Discussion and Analysis

## 管理層討論及分析

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

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

As at 30 June 2020, so far as is known to the Directors, the following persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the Shares or underlying Shares and/or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

#### Long positions

Ordinary Shares of the Company

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

### 主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於2020年6月30日，據董事所知悉，下列人士（並非董事或本公司最高行政人員）於本公司股份或相關股份及／或債權證中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉；或須記錄於本公司根據證券及期貨條例第336條所存置登記冊的權益或淡倉；或直接或間接擁有附帶權利於任何情況下均可在本公司的股東大會上投票的任何類別股本面值5%或以上權益：

#### 好倉

本公司普通股

Name	Capacity and nature of interest	Number of Shares (note 1) 股份數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
Delighting View (note 2) Delighting View (附註2)	Beneficial owner 實益擁有人	366,000,000 (L)	45.75%
Super Arena Limited ("Super Arena") (note 3) Super Arena Limited (「Super Arena」)(附註3)	Beneficial owner 實益擁有人	100,000,000 (L)	12.5%
Mr. Kor Sing Mung, Michael ("Mr. Kor") (note 3) Kor Sing Mung, Michael先生(「Kor先生」)(附註3)	Interest of controlled corporation 受控制法團權益	100,000,000 (L)	12.5%

# Management Discussion and Analysis

## 管理層討論及分析

### Notes:

1. The letter “L” denotes a long position in the shareholder’s interest in the share capital of the Company.
2. As Delighting View is beneficially owned as to 85% and 15% by Mr. Tony Yuen and Ms. Pauline Yuen respectively and Mr. Tony Yuen and Ms. Pauline Yuen are parties acting in concert, each of Mr. Tony Yuen and Ms. Pauline Yuen is deemed to be interested in all the Shares held by Delighting View under the SFO.
3. Super Arena directly holds 100,000,000 Shares. As Super Arena is beneficially owned as to 70% by Mr. Kor, Mr. Kor is deemed to be interested in all the Shares held by Super Arena under the SFO.

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

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the three months ended 30 June 2020.

### Compliance Adviser’s Interests

As at 30 June 2020, save and except for (i) the participation of Ample Capital Limited (the “**Compliance Adviser**”) as the sponsor and Ample Orient Capital Limited as one of the underwriters and joint lead managers in relation to the Listing; and (ii) the compliance adviser’s agreement entered into between the Company and the Compliance Adviser dated 25 January 2018, neither the Compliance Adviser, nor any of its directors, employees or close associates (as defined in the GEM Listing Rules) had any interests in the securities of the Company or any other companies of the Group (including options or rights to subscribe for such securities) which is required to be notified to the Company pursuant to rule 6A.32 of the GEM Listing Rules.

### 附註：

1. 英文字母「L」表示股東於本公司股本的好倉。
2. 由於Delighting View分別由阮國偉先生及阮美玲女士實益擁有85%及15%，且阮國偉先生及阮美玲女士為一致行動人士，故根據證券及期貨條例阮國偉先生及阮美玲女士各自被視為於Delighting View所持有的所有股份中擁有權益。
3. Super Arena直接持有100,000,000股股份。由於Super Arena由Kor先生實益擁有70%，故根據證券及期貨條例Kor先生被視為於Super Arena所持有的所有股份中擁有權益。

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

### 購買、出售或贖回本公司上市證券

本公司或任何附屬公司截至2020年6月30日止三個月內，概無購買、銷售或贖回任何本公司上市證券。

### 合規顧問權益

於2020年6月30日，除(i)豐盛融資有限公司（「**合規顧問**」，作為保薦人）及豐盛東方資本有限公司（作為包銷商及聯席牽頭經辦人）參與上市；及(ii)本公司與合規顧問訂立日期為2018年1月25日的合規顧問協議外，合規顧問或其任何董事、僱員或緊密聯繫人（定義見GEM上市規則）並無於本公司或本集團任何其他公司的證券擁有任何須根據GEM上市規則第6A.32條須知會本公司的權益（包括購股權或認購有關證券的權利）。

# Management Discussion and Analysis

## 管理層討論及分析

### Competing Interests

The Directors confirm that as at 30 June 2020, none of the Directors, the controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group or any other conflicts of interest with the Group.

### COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors (the “**Model Code**”) on terms no less exacting than the required standard of dealings (the “**Required Standard of Dealings**”) as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Upon specific enquiry made to all Directors, the Company was not aware of any non-compliance with the Model Code and the Required Standard of Dealings from the date of Listing up to the date of this report.

### CORPORATE GOVERNANCE PRACTICES

The Company endeavours to maintain high standard of corporate governance for the enhancement of shareholders’ value and provide transparency, accountability and independence. Except for the deviation from code provision A.2.1, the Company had complied with the required code provisions set out in the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules (the “**CG Code**”) since the Listing and up to the date of this report.

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

### 競爭權益

董事確認，於2020年6月30日，概無董事、本公司控股股東及彼等各自的聯繫人士（定義見GEM上市規則）於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中擁有任何權益或與本集團有其他利益衝突。

### 遵守董事進行證券交易的規定準則

本公司就董事進行證券交易採納條款不遜於GEM上市規則第5.48至5.67條所載交易規定準則（「**交易規定準則**」）之操守守則（「**標準守則**」）。經向全體董事進行具體查詢後，本公司並不知悉由上市日至本報告日期違反標準守則及交易規定準則。

### 企業管治常規

本公司致力維持高水準企業管治以提高股東價值，並提供透明度、問責性及獨立性。除偏離守則條文第A.2.1條外，本公司自上市起及至本報告日期已遵守GEM上市規則附錄15所載企業管治守則（「**企業管治守則**」）所載規定守則條文。

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

# Management Discussion and Analysis

## 管理層討論及分析

### AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with rules 5.28 and 5.29 of the GEM Listing Rules and code provisions C.3.3 and C.3.7 of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control systems of the Group. The Audit Committee comprises three independent non-executive Directors, namely Mr. Chung Billy (chairman of the Audit Committee), Mr. Hui Man Ho, Ivan and Mr. Poon Wai Hung Richard.

The unaudited condensed consolidated financial statements of the Company for the three months ended 30 June 2020 has been reviewed by the Audit Committee. The Audit Committee is of the opinion that such financial information complies with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosure have been made.

By Order of the Board  
**Prime Intelligence Solutions Group Limited**  
匯安智能科技集團有限公司  
**Mr. Yuen Kwok Wai, Tony**  
Chairman

Hong Kong, 10 August 2020

*As at the date of this report, the executive Directors are Mr. Yuen Kwok Wai, Tony, Ms. Yuen Mei Ling, Pauline, Ms. Sun Ngai Chu, Danielle and Mr. Mui Pak Kuen; the non-executive Director is Mr. Yam Chiu Fan, Joseph; and the independent non-executive Directors are Mr. Hui Man Ho, Ivan, Mr. Chung Billy and Mr. Poon Wai Hung Richard.*

### 審核委員會

本公司已遵循GEM上市規則第5.28及5.29條及企業管治守則條文第C.3.3及C.3.7條成立審核委員會，並以書面列明其職權範疇。審核委員會的主要職責為檢討及監察本集團的財務申報程序及內部監控系統。審核委員會由三名獨立非執行董事組成，即鍾定縉先生(審核委員會主席)、許文浩先生及潘偉雄先生。

本公司截至2020年6月30日止三個月的未經審核簡明綜合財務報表已經審核委員會審閱。審核委員會認為，有關財務資料符合適用會計準則、GEM上市規則及法定要求，並已作出足夠披露。

承董事會命  
**Prime Intelligence Solutions Group Limited**  
匯安智能科技集團有限公司  
主席  
阮國偉先生

香港，2020年8月10日

於本報告日期，執行董事為阮國偉先生、阮美玲女士、孫毅珠女士及梅栢權先生；非執行董事為任超凡先生；及獨立非執行董事為許文浩先生、鍾定縉先生及潘偉雄先生。

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