



EXPERT

EXPERT SYSTEMS HOLDINGS LIMITED

思博系統控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8319



Interim Report
2022/23

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This report will remain on the Stock Exchange’s website at www.hkexnews.hk, the GEM website at www.hkgem.com on the “Latest Listed Company Announcements” page for at least seven days from the date of its posting. This report will also be published and remains on the Company’s website at www.expertsystems.com.hk.

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Corporate Information

BOARD OF DIRECTORS

Chairman and non-executive Director

Mr. Wong Chu Kee Daniel

Chief executive officer and executive Director

Mr. Lau Wai Kwok

Executive Directors

Mr. Chan Kin Mei Stanley

Ms. Lau Tsz Yan

Mr. So Cheuk Wah Benton

Non-executive Director

Mr. Chu Siu Sum Alex

Independent non-executive Directors

Mr. Au Yu Chiu Steven

Mr. Ko Man Fu

Mr. Mak Wai Sing

BOARD COMMITTEES

Audit Committee

Mr. Au Yu Chiu Steven (*Chairman*)

Mr. Ko Man Fu

Mr. Mak Wai Sing

Remuneration Committee

Mr. Ko Man Fu (*Chairman*)

Mr. Au Yu Chiu Steven

Mr. Chu Siu Sum Alex

Mr. Mak Wai Sing

Nomination Committee

Mr. Mak Wai Sing (*Chairman*)

Mr. Au Yu Chiu Steven

Mr. Chu Siu Sum Alex

Mr. Ko Man Fu

Mr. Lau Wai Kwok

Corporate Governance Committee

Mr. Chan Kin Mei Stanley (*Chairman*)

Mr. Au Yu Chiu Steven

Mr. Lau Wai Kwok

Mr. Wong Chu Kee Daniel

Corporate Information

AUDITOR

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
in accordance with the Accounting and
Financial Reporting Council Ordinance
25 Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Tricor Services (Cayman Islands) Limited
Third Floor
Century Yard
Cricket Square
P.O. Box 902
Grand Cayman KY1-1103
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17 Floor, Far East Finance Centre
16 Harcourt Road
Hong Kong

COMPANY SECRETARY

Mr. Lau Siu Ki

AUTHORISED REPRESENTATIVES

Mr. Chan Kin Mei Stanley
Mr. Lau Wai Kwok

COMPLIANCE OFFICER

Mr. Lau Wai Kwok

REGISTERED OFFICE

Third Floor
Century Yard
Cricket Square
P.O. Box 902
Grand Cayman KY1-1103
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

22 Floor, Yen Sheng Centre
64 Hoi Yuen Road
Kwun Tong, Kowloon
Hong Kong

PRINCIPAL BANKER

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

GEM STOCK CODE

8319

COMPANY WEBSITE

www.expertsystems.com.hk

Highlights

- Revenue for the six months ended 30 September 2022 (the “Reporting Period”) increased by approximately 80.4% from that for the six months ended 30 September 2021 (the “Corresponding Period”) to approximately HK\$411.8 million.
- Gross profit for the Reporting Period increased by approximately 92.9% from the Corresponding Period to approximately HK\$67.1 million.
- Profit for the Reporting Period increased by approximately 162.1% to approximately HK\$13.2 million as compared to the Corresponding Period. Excluding one-off professional fees of approximately HK\$3.1 million in relation to the acquisition of 70% of the issued share capital of ServiceOne International Holdings Limited recorded in the Corresponding Period and the COVID-19 government subsidies of approximately HK\$4.7 million received from various governments during the Reporting Period, the adjusted profit for the Reporting Period amounted to approximately HK\$8.4 million, representing an increase of approximately 3.5% from HK\$8.1 million in Corresponding Period.
- Basic earnings per share increased by approximately 120.6% from approximately HK0.63 cent for the Corresponding Period to approximately HK1.39 cents for the Reporting Period.

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 September 2022

	Notes	Six months ended 30 September	
		2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Revenue	5	411,800	228,305
Cost of sales		(344,656)	(193,505)
Gross profit		67,144	34,800
Other income and gains	5	5,814	1,712
Selling expenses		(21,501)	(20,016)
Administrative expenses		(32,540)	(9,784)
(Provision for)/reversal of expected credit losses on financial assets		(62)	53
Finance costs		(3,137)	(133)
Profit before income tax expense		15,718	6,632
Income tax expense	6	(2,566)	(1,614)
Profit for the period		13,152	5,018

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 September 2022

	Notes	Six months ended 30 September	
		2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Other comprehensive income for the period			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
— Exchange difference arising from translation of foreign operations		(4,111)	—
Total comprehensive income for the period		9,041	5,018
Profit for the period attributable to:			
Owners of the Company		11,152	5,018
Non-controlling interests		2,000	—
		13,152	5,018
Total comprehensive income for the period attributable to:			
Owners of the Company		8,275	5,018
Non-controlling interests		766	—
		9,041	5,018
Earnings per share	8		
— Basic		HK1.39 cents	HK0.63 cent
— Diluted		HK1.11 cents	HK0.62 cent

Condensed Consolidated Statement of Financial Position

As at 30 September 2022

		30 September 2022 HK\$'000 (unaudited)	31 March 2022 HK\$'000 (audited)
	Notes		
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		18,253	12,530
Intangible assets		15,286	17,299
Goodwill		100,078	100,078
Finance lease receivables	9	25	73
Restricted bank deposits		2,021	2,021
Other receivables		5,871	4,310
		141,534	136,311
Current assets			
Inventories		14,447	11,952
Trade receivables	10	156,353	145,812
Prepayments, deposits and other receivables		41,173	44,157
Finance lease receivables	9	113	171
Tax recoverable		476	–
Bank deposits		24,824	42,900
Cash and cash equivalents		117,372	158,459
		354,758	403,451
Current liabilities			
Trade payables	11	112,216	132,171
Accruals, deposits received and other payables		96,175	118,212
Amounts due to a related company		52	–
Consideration payable		21,896	43,148
Lease liabilities		5,700	3,277
Dividend payable		6,185	–
Tax payables		5,914	3,624
		248,138	300,432
Net current assets		106,620	103,019
Total assets less current liabilities		248,154	239,330

Condensed Consolidated Statement of Financial Position

As at 30 September 2022

		30 September 2022 HK\$'000 (unaudited)	31 March 2022 HK\$'000 (audited)
	Notes		
Non-current liabilities			
Other payables		1,988	1,988
Lease liabilities		10,633	7,163
Convertible bonds		59,240	56,494
Deferred tax liabilities		2,496	2,808
		74,357	68,453
Net assets		173,797	170,877
EQUITY			
Share capital	12	8,033	8,033
Reserves		145,995	143,844
Equity attributable to owners of the Company		154,028	151,877
Non-controlling interests		19,769	19,000
Total equity		173,797	170,877

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2022

	Reserves									Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Share options reserve HK\$'000	Merger reserve HK\$'000	Translation reserve HK\$'000	Convertible bonds reserve HK\$'000	Retained earnings HK\$'000	Total reserve HK\$'000	Non-controlling interests HK\$'000	
At 31 March 2022 and 1 April 2022 (audited)	8,033	56,581	885	(25,395)	570	20,750	90,453	143,844	19,000	170,877
Profit for the period	-	-	-	-	-	-	11,152	11,152	2,000	13,152
Exchange differences arising from translation of foreign operations	-	-	-	-	(2,877)	-	-	(2,877)	(1,234)	(4,111)
Total comprehensive income for the period	-	-	-	-	(2,877)	-	11,152	8,275	766	9,041
Recognition of equity-settled share-based payment	-	-	61	-	-	-	-	61	-	61
Share options lapsed	-	-	(8)	-	-	-	8	-	-	-
Dividend approved in respect of the previous year (note 7)	-	(6,185)	-	-	-	-	-	(6,185)	-	(6,185)
Equity contribution from non-controlling interests	-	-	-	-	-	-	-	-	3	3
At 30 September 2022 (unaudited)	8,033	50,396	938	(25,395)	(2,307)	20,750	101,613	145,995	19,769	173,797
At 31 March 2021 and 1 April 2021 (audited)	8,000	63,219	970	(25,395)	-	-	75,201	113,995	-	121,995
Profit and total comprehensive income for the period	-	-	-	-	-	-	5,018	5,018	-	5,018
Share issued upon exercise of share option	33	592	(263)	-	-	-	-	329	-	362
Recognition of equity-settled share-based payment	-	-	107	-	-	-	-	107	-	107
Share options lapsed	-	-	(29)	-	-	-	29	-	-	-
Dividend approved in respect of the previous year (note 7)	-	(7,230)	-	-	-	-	-	(7,230)	-	(7,230)
At 30 September 2021 (unaudited)	8,033	56,581	785	(25,395)	-	-	80,248	112,219	-	120,252

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2022

	Six months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Cash flows from operating activities		
Cash generated from operations	(29,260)	(16,635)
Income tax paid	(1,063)	(504)
Net cash used in operating activities	(30,323)	(17,139)
Cash flows from investing activities		
Purchase of property, plant and equipment	(850)	(447)
Consideration paid for the acquisition of subsidiary	(21,252)	–
Decrease in bank deposits	18,076	–
Interest received	236	94
Net cash used in investing activities	(3,790)	(353)
Cash flows from financing activities		
Interest paid on lease liabilities	(390)	(134)
Principal elements of lease payments	(3,513)	(692)
Proceeds from issue of new shares	3	362
Net cash used in financing activities	(3,900)	(464)
Net decrease in cash and cash equivalents	(38,013)	(17,956)
Effect of foreign exchange rate changes	(3,074)	–
Cash and cash equivalents at beginning of the period	158,459	152,105
Cash and cash equivalents at end of the period	117,372	134,149

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

1. GENERAL INFORMATION

Expert Systems Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (2004 revision) Chapter 22 of the Cayman Islands on 18 September 2015. Its shares are listed on the GEM of the Stock Exchange on 12 April 2016 (the “Listing Date”). The address of the Company’s registered office is Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands and its principal place of business in Hong Kong is 22/F., Yen Sheng Centre, 64 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the provision of information technology (“IT”) infrastructure solutions and IT infrastructure management services in the Greater China Area (i.e. Hong Kong, Macau, Taiwan and all other parts of the People’s Republic of China) and the Asia-Pacific region (including Japan, Korea, Singapore, Malaysia and Australia).

2. BASIS OF PREPARATION AND PRESENTATION

The unaudited condensed consolidated financial statements for the six months ended 30 September 2022 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosures required by the GEM Listing Rules.

The principal accounting policies used in these unaudited condensed consolidated financial statements are consistent with those adopted in the preparation of the Group’s annual financial statements for the year ended 31 March 2022 except for the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) and interpretations issued by the HKICPA that are first effective for the current reporting period of the Company.

The unaudited condensed consolidated financial statements have been prepared under the historical cost basis. The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (HK\$), which is also the functional currency of the Group for reporting purposes, and all values are rounded to the nearest thousands, except when otherwise indicated. The unaudited condensed consolidated financial statements have not been audited or reviewed by the Company’s auditor, but have been reviewed by the Company’s audit committee.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

3. ADOPTION OF HKFRSs

In the current period, the Group has applied, for the first time, the following new and amendments and interpretation to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 April 2022 for the preparation of the Group's unaudited condensed consolidated financial statements:

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

The application of the new and amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated financial statements.

4. SEGMENT INFORMATION

The chief operating decision maker is identified as executive directors of the Company. The Group has identified its operating segments based on the regular internal financial information reported to the Company's executive directors for their decisions about resources allocation and review of performance.

The following are the Group's reportable segments under HKFRS 8 "Operating Segments":

- Provision of IT infrastructure solutions services ("IT infrastructure solutions");
- Provision of IT infrastructure management services ("IT infrastructure management services")

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

4. SEGMENT INFORMATION (Continued)

The segment information provided to the executive directors for the six months ended 30 September 2022 and 2021 is as follows:

For the six months ended 30 September 2022

	IT infrastructure solutions HK\$'000 (unaudited)	IT infrastructure management services HK\$'000 (unaudited)	Total HK\$'000 (unaudited)
Segment revenue	263,190	151,065	414,255
Less: Inter-segment revenue	(1,018)	(1,437)	(2,455)
Revenue from external customers	262,172	149,628	411,800
Segment results	12,585	8,147	20,732
Unallocated expenses			(5,014)
Profit before income tax expense			15,718
Segment assets			
IT infrastructure solutions			196,968
IT infrastructure management services			268,100
Unallocated assets			
— Cash and cash equivalents			29,440
— Others			1,784
Total assets			496,292
Segment liabilities			
IT infrastructure solutions			133,244
IT infrastructure management services			101,315
Unallocated liabilities			
— Consideration payable			21,896
— Convertible bonds			59,240
— Dividend payable			6,185
— Others			615
Total liabilities			322,495

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

4. SEGMENT INFORMATION (Continued)

For the six months ended 30 September 2021

	IT infrastructure solutions HK\$'000 (unaudited)	IT infrastructure management services HK\$'000 (unaudited)	Total HK\$'000 (unaudited)
Segment revenue	228,305	–	228,305
Less: Inter-segment revenue	–	–	–
Revenue from external customers	228,305	–	228,305
Segment results	10,959	–	10,959
Unallocated expenses			(4,327)
Profit before income tax expense			6,632
Segment assets			
IT infrastructure solutions			206,785
Unallocated assets			
— Cash and cash equivalents			32,013
— Others			70
Total assets			238,868
Segment liabilities			
IT infrastructure solutions			109,991
Unallocated liabilities			
— Dividend payable			7,230
— Others			1,395
Total liabilities			118,616

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

4. SEGMENT INFORMATION (Continued)

Geographical information

The following is an analysis of the Group's revenue by the geographical locations of service rendered.

	Six months ended 30 September	
	2022	2021
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Hong Kong	342,287	227,277
Mainland China	55,466	–
Others	14,047	1,028
	411,800	228,305

Information about major customers

There was no single customer who contributed 10% or more of the Group's revenue for the Reporting Period (2021: nil).

5. REVENUE AND OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	Six months ended 30 September	
	2022	2021
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Revenue from contracts with customers:		
Provision of IT infrastructure solutions	262,133	228,266
Provision of IT infrastructure management services	149,628	–
	411,761	228,266
Revenue from other sources:		
Finance leases income	39	39
	411,800	228,305
Total	411,800	228,305
Disaggregation of revenue from contracts with customers:		
At a point in time	279,251	228,266
Overtime	132,510	–
	411,761	228,266
Total	411,761	228,266

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

5. REVENUE AND OTHER INCOME AND GAINS (Continued)

An analysis of other income and gains is as follows:

	Six months ended 30 September	
	2022	2021
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Other income and gains:		
Interest income	236	94
Exchange gains, net	216	205
Gain on lease modification	–	551
Reversal of impairment loss of obsolete stock	–	5
Government subsidies (note)	4,715	–
Management fee income	239	–
Written-off of other payables	–	551
Sundry income	408	306
Total	5,814	1,712

Note:

The government subsidies of HK\$4.7 million included subsidy under Employment Support Scheme and COVID-19 related government subsidy launched by the Government of the Hong Kong Special Administrative Region and the Government of the Macau Special Administrative Region respectively.

The following table provides information about trade receivables, contract assets and contract liabilities from contracts with customers.

	30 September	31 March
	2022	2022
	HK\$'000	HK\$'000
	(unaudited)	(audited)
Trade receivables (note 10)	156,353	145,812
Contract assets	16,625	19,025
Contract liabilities	(64,068)	(47,520)

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

6. INCOME TAX EXPENSE

	Six months ended 30 September	
	2022	2021
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Current tax:		
— Hong Kong profits tax	2,217	1,614
— Others	661	—
Deferred tax	(312)	—
Total	2,566	1,614

Hong Kong Profits Tax has been provided at the rate of 16.5% (2021: 16.5%).

Under the Law of Mainland China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the standard EIT rate of Mainland China subsidiaries is 25%.

Pursuant to the rules and regulations of Cayman Islands, the Group is not subject to any taxation under the jurisdictions of Cayman Islands for the Reporting Period and the Corresponding Period.

Macau Complementary Tax is calculated at the rate of 12.0% (2021: 12.0%) on the estimated assessable profit for the Reporting Period.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

7. DIVIDENDS

A final dividend in respect of the year ended 31 March 2022 of HK0.77 cent (2021: HK0.90 cent) per ordinary share (tax exclusive) amounting to HK\$6,185,000 (2021: HK\$7,230,000) was proposed pursuant to a resolution passed by the Board of Directors on 24 June 2022 and was approved by the shareholders at the annual general meeting of the Company on 16 September 2022.

Other than disclosed above, no dividends were paid or declared by the Company during the Reporting Period (2021: nil).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

	Six months ended 30 September	
	2022	2021
	(unaudited)	(unaudited)
Earnings		
Profit for the purpose of basic earnings per share (HK\$'000)	11,152	5,018
Effect of dilutive potential ordinary shares:		
Interest on convertible bonds, net of income tax (HK\$'000)	2,746	–
Profit for the purpose of diluted earnings per share (HK\$'000)	13,898	5,018
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings per share	803,280,000	800,392,568
Effect of dilutive potential ordinary shares:		
— Convertible bonds	450,000,000	–
— Share options	194,833	3,473,641
Weighted average number of ordinary shares for the purposes of diluted earnings per share	1,253,474,833	803,866,209
Basic earnings per share	HK1.39 cents	HK0.63 cent
Diluted earnings per share	HK1.11 cents	HK0.62 cent

9. FINANCE LEASE RECEIVABLES

	30 September	31 March
	2022	2022
	HK\$'000	HK\$'000
	(unaudited)	(audited)
Current finance lease receivables	113	171
Non-current finance lease receivables	25	73
	138	244

Leasing arrangements

Certain of the Group's equipment are leased out under finance leases. All leases are denominated in HK\$. The term of finance leases entered into ranged from 2 to 5 years.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

9. FINANCE LEASE RECEIVABLES (Continued)

Amounts receivable under finance leases

	Minimum lease payments		Present value of minimum lease payments	
	30 September 2022	31 March 2022	30 September 2022	31 March 2022
	HK\$'000 (unaudited)	HK\$'000 (audited)	HK\$'000 (unaudited)	HK\$'000 (audited)
Not later than one year	152	235	113	171
Later than one year and not later than five years	36	98	25	73
	188	333	138	244
Less: unearned finance income	(50)	(89)	–	–
Present value of minimum lease payments receivables	138	244	138	244

The interest rate inherent in the leases is fixed at the contract date for the entire lease term. The average effective interest rate is approximately 8% per annum.

Finance lease receivable balances are secured over the equipment leased. The Group is not permitted to sell or repledge the collateral in the absence of default by the lessee.

The finance lease receivables at end of each reporting period are neither past due nor impaired.

10. TRADE RECEIVABLES

	30 September 2022	31 March 2022
	HK\$'000 (unaudited)	HK\$'000 (audited)
Trade receivables, gross	156,648	146,045
Less: Provision for impairment	(295)	(233)
	156,353	145,812

The credit period is generally 7 to 60 days.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

10. TRADE RECEIVABLES (Continued)

An ageing analysis of the Group's trade receivables, net of impairment and based on the invoice date, is as follows:

	30 September 2022 HK\$'000 (unaudited)	31 March 2022 HK\$'000 (audited)
Within 1 month	64,432	55,197
More than 1 month but not more than 3 months	57,930	58,539
More than 3 months but not more than 6 months	21,574	24,614
More than 6 months but not more than a year	10,447	5,779
More than a year	1,970	1,683
	156,353	145,812

11. TRADE PAYABLES

The credit period ranges from approximately 30 to 90 days.

An ageing analysis of the Group's trade payables, based on invoice date, is as follows:

	30 September 2022 HK\$'000 (unaudited)	31 March 2022 HK\$'000 (audited)
Within 1 month	46,299	76,504
More than 1 month but not more than 3 months	56,632	46,101
More than 3 months but not more than 6 months	3,205	6,847
More than 6 months but not more than a year	5,104	1,696
More than a year	976	1,023
	112,216	132,171

12. SHARE CAPITAL

	Number	Amount HK\$'000 (unaudited)
Authorised:		
Ordinary shares of HK\$0.01 each		
At 31 March 2022, 1 April 2022 and 30 September 2022	10,000,000,000	100,000
Issued and fully paid:		
Ordinary shares of HK\$0.01 each		
At 31 March 2022, 1 April 2022 and 30 September 2022	803,280,000	8,033

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2022

13. RELATED PARTY TRANSACTIONS

(a) Related party transactions

Save as disclosed elsewhere in this report, the Group had the following material related party transactions:

Related parties	Nature of transactions	Six months ended 30 September	
		2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
ServiceOne Limited (note (i))	Cost of sales-Outsourcing IT support services	–	1,840
ServiceOne Limited (note (i))	Sales	–	66
ServiceOne Limited (note (i))	Maintenance services	–	24
SOG Service Limited	Cost of sales-Outsourcing IT support services	84	5
ServiceOne Technology Services Macau Limited (note (i))	Cost of sales-Outsourcing IT support services	–	78
北京直信創鄰數碼科技有限公司 (SOG Beijing Limited) (note (ii))	Cost of sales-Outsourcing IT support services	854	–

Notes:

- (i) Being transactions incurred with the parties before they are acquired by the Group on 8 October 2021.
- (ii) The English name is for identification only.

(b) Compensation of key management personnel

Total remuneration of directors and other members of key management during the period was as follows:

	Six months ended 30 September	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Salaries, allowances and benefits in kind	5,420	4,474
Discretionary bonuses	556	375
Retirement scheme contributions	67	48
Share-based payment	39	68
	6,082	4,965

Management Discussion and Analysis

BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in the provision of IT infrastructure solutions and IT infrastructure management services in Greater China Area (i.e. Hong Kong, Macau, Taiwan and all other parts of the People's Republic of China) and the Asia-Pacific region (including Japan, Korea, Singapore, Malaysia and Australia). During the Reporting Period, the Group established a joint venture with Dr. Keith C C Chan to develop and provide products, tools, solutions, services, and trainings to enable our customers the use of artificial intelligence.

On 8 October 2021, the Group completed the acquisition (the "Acquisition") of 70% of the issued share capital of ServiceOne International Holdings Limited ("S1IHL") which is principally engaged in the provision of IT infrastructure management services and it has become an indirect non-wholly-owned subsidiary of the Company. The financial results, assets and liabilities of S1IHL have been consolidated into the financial statements of the Company since 8 October 2021. Details of the Acquisition are set out in the Company's announcements dated 9 July 2021 and 8 October 2021 and the circular of the Company dated 17 September 2021.

BUSINESS REVIEW

For the six months ended 30 September 2022 (the "Reporting Period") as compared to the last corresponding period ended 30 September 2021 (the "Corresponding Period"), the Group's revenue increased by approximately 80.4% and our gross profit increased by approximately 92.9%.

OUTLOOK

Our Group considers that the current business environment for the short-to-medium term continues to be challenging and the Group's performance is likely to be affected by the negative business sentiment due to the ongoing global outbreak of the coronavirus epidemic, the uncertain global economy due to the continuing US-China tensions, the prolonged shipment schedules of various IT hardware due to global component shortage, the delay of customer projects due to COVID lockdown or customers' work from home policy, the slowed global supply chain due to China's COVID-19 lockdowns, the contraction in China's economy, and the global economic pressure of increasing inflation and interest rates. These factors might have a negative impact on our business volume, delay our products and services delivery, and exert pressure on our pricing terms and hence on our profit margin and profitability. Given the level of uncertainty on the duration of the economic crisis and the shape of recovery, there is a wide range of possible outcomes for the year.

Management Discussion and Analysis

Our Group dynamically adjusts our business prioritization plans for the short-to-medium term to reflect the shift in current customer demand and capture new business opportunities that help our customers navigate their challenges.

Regarding our IT infrastructure solutions business, we believe that enterprises and institutions will continue to adopt digital transformation to enhance operational efficiency and create digital business models by digitalizing or doing business online. Therefore, we continue to strengthen our product portfolio and support resources to provide our customers with the best-valued solutions and services. We remain focused on our long-term plan to drive strategic development and growth in three key business opportunities, namely:

- (i) Hybrid Cloud, Multi-Cloud & “as-a-Service”
- (ii) Container Technology & DevOps
- (iii) Cyber Security

These technologies enable us to provide higher value and more comprehensive total solutions and services to our customers through their digital transformation journey.

To capitalise on the opportunities mentioned above, we continue to strengthen our strategic relationship with our suppliers while enhancing our specialised technical expertise and domain know-how on the latest and proven infrastructure solutions to deliver larger-scale projects. We also strive to develop a more diversified customer base across private and public sectors.

Regarding our artificial intelligent business, we continue to develop and provide products, tools, solutions, services, and trainings to enable our customers the use of artificial intelligence in multiple business sectors and enterprises. Given the strong demand in artificial intelligence in the market, our artificial intelligence offerings will enhance the Group’s overall solutions portfolio and offerings, which aligns with the growth strategy of the Group.

Regarding our IT infrastructure management services business, we believe enterprises and institutions will continue to demand high-quality services across the growing Asia-Pacific region, including outsourcing, helpdesk, workflow automation services, project management, and hardware maintenance. Our recent expansion in Kuala Lumpur, Malaysia, improves our resources’ geographical distribution, providing resiliency to serve our customers in the uncertain global economy.

Management Discussion and Analysis

Therefore we continue to explore business opportunities to:

- (i) Expand our customer base to cover new industries across the Asia Pacific region.
- (ii) Create additional values for our customers by expanding our services portfolio to include consulting services and vertical retail solutions.

These initiatives enable us to provide higher value and more comprehensive services to more customers across more industries.

Further to the successful completion of the Acquisition, we will continue to explore any appropriate merger and acquisition opportunities to enhance our enterprise value. This will only be carried out in a cautious manner and has to be for the benefit of our Group and in the shareholders' best interest.

In view of the new normal business environment, the Group will continue to be cautious in managing the business risk; be well prepared to tackle the challenges in such an ever-changing economic and business environment; and monitor and execute the Group's strategy carefully to drive sustainable business growth. Furthermore, throughout the past two years' epidemic situation, we have taken prudent and decisive steps on cost optimization in line with the revenue model. We have further strengthened the Group to become a more resilient organization in dealing with the changing business environment in the post-COVID-19 local and global economy.

To conclude, we will continue to focus on our core businesses in providing innovative and integrated IT infrastructure solutions and IT infrastructure management services in both private and public sectors in the Greater China Area and the Asia-Pacific region in order to enable our customers to extract the maximum value from their IT investment and engagement.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

The Group's revenue increased by approximately 80.4% from approximately HK\$228.3 million for the Corresponding Period to approximately HK\$411.8 million for the Reporting Period, which was primarily attributable to the net effect of the increase in demand from our customers for the IT infrastructure solutions during the Reporting Period as compared to the Corresponding Period and the contribution from the IT infrastructure management services amounted to approximately HK\$149.6 million. Such business has been included in the consolidated results of the Group since the completion of the Acquisition in October 2021.

Gross profit and gross profit margin

For the Reporting Period, our gross profit amounted to approximately HK\$67.1 million, representing an increase of approximately HK\$32.3 million, or approximately 92.9%, as compared to that of the Corresponding Period of approximately HK\$34.8 million.

The Group's gross profit margin for the Reporting Period was approximately 16.3%, representing an increase of approximately 1.1 percentage points as compared to that of the Corresponding Period of approximately 15.2%. The increase in the Group's gross profit margin was mainly due to the higher gross profit margin generated from IT infrastructure management services.

Other income and gains

Other income and gains increased by approximately HK\$4.1 million, or approximately 239.6%, from approximately HK\$1.7 million for the Corresponding Period to approximately HK\$5.8 million for the Reporting Period. The increase was mainly due to the net effect of (i) the COVID-19 government subsidies of approximately HK\$4.7 million received from various governments during the Reporting Period; and (ii) non-recurrent gain on lease modification and write back of other payable totalling HK\$1.1 million recognised in the Corresponding Period.

Management Discussion and Analysis

Selling expenses

For the Reporting Period, the Group's selling expenses amounted to approximately HK\$21.5 million, representing an increase of approximately HK\$1.5 million (or approximately 7.4%) as compared to Corresponding Period of approximately HK\$20.0 million. Such increase was mainly attributed to the increase in our staff cost.

Administrative expenses

The Group's administrative expenses for the Reporting Period were approximately HK\$32.5 million, representing an increase of approximately HK\$22.7 million (or approximately 232.6%) from approximately HK\$9.8 million for the Corresponding Period. Such increase was mainly attributed to the net effect of (i) one-off professional fees of approximately HK\$3.1 million in relation to the Acquisition recorded in the Corresponding Period; (ii) increase in amortization cost of intangible assets related to the Acquisition by HK\$1.9 million; and (iii) administrative expenses of HK\$24.3 million incurred by IT infrastructure management services during the Reporting Period.

Expected credit losses on financial assets

The Group has applied the simplified approach to financial assets to provide for expected credit losses prescribed by HKFRS 9 Financial Instruments. As a result, an impairment loss of less than HK\$0.1 million was charged for the Reporting Period (2021: a reversal of expected credit loss of less than HK\$0.1 million was recognised).

Finance costs

The Group's finance costs for the Reporting Period were approximately HK\$3.1 million, representing an increase of approximately HK\$3.0 million (or approximately 2,258.6%) from approximately HK\$0.1 million for the Corresponding Period.

Such increase was mainly caused by the recognition of interest expenses on convertible bonds of approximately HK\$2.7 million issued on 8 October 2021, for the purpose of the partial settlement of the Acquisition.

Income tax expense

The Group's income tax expense for the Reporting Period was approximately HK\$2.6 million, representing an increase of approximately 59.0% from approximately HK\$1.6 million for the Corresponding Period. After excluding the non-deductible interest expenses on convertible bonds of HK\$2.7 million incurred for the Acquisition and the non-assessable government subsidy of HK\$4.7 million, the effective tax rate for the Reporting Period was 18.7% (2021: 16.5%).

Management Discussion and Analysis

Profit attributable to owners of the Company

The profit attributable to owners of the Company increased by approximately 122.2% from approximately HK\$5.0 million for the Corresponding Period to approximately HK\$11.2 million for the Reporting Period, which was primarily attributable to the above mentioned effects.

Basic earnings per share for profit attributable to owners of the Company for the period ended 30 September 2022 amounted to HK1.39 cents, as compared to HK0.63 cent in 2021.

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

We financed our operations primarily through cash generated from our operating activities. During the Reporting Period, we did not have any bank borrowings. As at 30 September 2022, cash and cash equivalents amounted to approximately HK\$117.4 million (31 March 2022: approximately HK\$158.5 million), representing free cash at banks and in hand. As at 30 September 2022, HK\$2.0 million was pledged for government project (31 March 2022: HK\$2.0 million).

The banking facility granted to the Group as at 30 September 2022 amounted to HK\$10.0 million (31 March 2022: HK\$10.0 million), of which HK\$2.0 million was utilised (31 March 2022: HK\$2.0 million).

The Company issued convertible bonds on 8 October 2021 (the "Convertible Bond"), for the purpose of the partial settlement of the Acquisition. The Convertible Bond shall mature on the fifth anniversary of the date of the issue and subject to interest of 2.5% per annum, payable annually in arrears.

As at 30 September 2022, the gearing ratio of the Group was 0.49 (31 March 2022: 0.44), which was calculated based on total debts including Convertible Bond and lease liabilities divided by equity attributable to owners of the Company. Excluding the lease liabilities from total debts, the gearing ratio was 0.38 as at 31 March 2022 (31 March 2022: 0.37).

CAPITAL STRUCTURE

As at 30 September 2022, the capital structure of our Company comprised issued share capital and reserves.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save for the Company's announcement dated on 21 June 2022 with regard to the joint venture agreement, the Group did not have concrete plans for material investments and capital assets as at 30 September 2022.

Management Discussion and Analysis

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the Reporting Period, the Group did not have any material acquisitions or disposals of subsidiaries and affiliated companies.

SIGNIFICANT INVESTMENTS

As at 30 September 2022, the Group did not hold any significant investments (31 March 2022: nil).

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 September 2022 (31 March 2022: nil).

EXPOSURE TO EXCHANGE RATE FLUCTUATION

The Group operates mainly in Hong Kong and Mainland China and conducts our business primarily in HK\$, US dollar and Renminbi. The Group is exposed to foreign exchange risk arising from various currency exposures which are based or conducted in non-HK\$ or non-US dollar. The Group will continue to take proactive measures and monitor closely of its exposure to such currency movement.

CHARGE ON GROUP'S ASSETS

HK\$2.0 million was pledged for government project as at 30 September 2022 (31 March 2022: HK\$2.0 million). Save as disclosed above, there was no charge on the Group's assets as at 30 September 2022.

INFORMATION ON EMPLOYEES

As at 30 September 2022, the Group had 992 employees (31 March 2022: 903). Employees are remunerated according to their performance and work experience. On top of basic salary, commission, discretionary bonus and share option may be granted to eligible staff by reference to the Group's performance as well as individual's performance. The total staff cost (including directors' remuneration) for the Reporting Period amounted to approximately HK\$99.2 million (2021: HK\$23.7 million). The dedication and hard work of the Group's staff during the both periods are generally appreciated and recognised.

INTERIM DIVIDEND

The Board does not recommend the payment of interim dividend for the six months ended 30 September 2022 (2021: nil).

Other Information

DIRECTORS' AND CHIEF EXECUTIVES' INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 30 September 2022, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which shall 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 and short positions which they have or deemed to have under such provisions of the SFO) or which shall be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which shall be required to notify the Company and the Stock Exchange pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules, were as follows:

(i) Long position in the shares and underlying shares of the Company

Name of Director	Capacity	Number of shares held	Approximate percentage (note 1)	Number of underlying shares held (note 2)	Approximate percentage (note 1)
Mr. Lau Wai Kwok ("Mr. Lau")	Beneficial owner	100,000,000	12.4%	2,000,000	0.2%
Mr. Chan Kin Mei Stanley ("Mr. Chan")	Beneficial owner	6,720,000	0.8%	500,000	0.1%
Ms. Lau Tsz Yan ("Ms. Lau")	Beneficial owner	800,000	0.1%	1,200,000	0.1%
Mr. So Cheuk Wah Benton ("Mr. So")	Beneficial owner	–	–	2,000,000	0.2%
Mr. Wong Chu Kee Daniel ("Mr. Wong")	Beneficial owner	53,300,000	6.6%	500,000	0.1%
Mr. Chu Siu Sum Alex ("Mr. Chu")	Beneficial owner	226,890,000	28.2%	500,000	0.1%
	Interest of controlled corporations	–	–	450,000,000	56.0%
Mr. Au Yu Chiu Steven ("Mr. Au")	Beneficial owner	–	–	100,000	0.0%
Mr. Ko Man Fu ("Mr. Ko")	Beneficial owner	–	–	100,000	0.0%
Mr. Mak Wai Sing ("Mr. Mak")	Beneficial owner	–	–	100,000	0.0%

Other Information

Notes:

1. The approximate percentage is calculated based on the total number of issued shares as at 30 September 2022 (i.e. 803,280,000 shares).
2. For all the Directors above except for Mr. Chu, the underlying shares represent the unlisted physically settled share options granted to the Directors on 15 April 2019 (the "Date of Grant") under the share option scheme adopted by the Company pursuant to an ordinary resolution of all the then shareholders passed on 15 March 2016. For Mr. Chu, the underlying shares consist of (a) 500,000 share options granted on the Date of Grant mentioned above; and (b) 450,000,000 shares of the Company to be issued upon exercise of the conversion rights attached to the convertible bonds, issued by the Company as partial settlement of the consideration of the Acquisition to ServiceOne Global Holdings Limited ("ServiceOne Global"). ServiceOne Global is owned as to 70% by China Expert Systems Limited ("China Expert"), which is held as to 40% by Mr. Chu.

(ii) Long position in the debentures of the Company

Name of Director	Nature of debentures held	Amount of debentures held HK\$ (note)
Mr. Chu	Interest of controlled corporations	75,600,000

Note: These represent convertible bonds issued by the Company to ServiceOne Global as partial settlement of the consideration of the Acquisition. ServiceOne Global is owned as to 70% by China Expert, which is held as to 40% by Mr. Chu.

Save as disclosed above, as at 30 September 2022, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debenture 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 which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, 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.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the Reporting Period were rights to acquire benefits by means of the acquisition of shares or debentures of the Company granted to any Director or their respective associates, or were any such rights exercised by them; or was the Company, or any of the Company's subsidiaries a party to any arrangement to enable the Directors or their respective associates to acquire such rights in any other body corporate.

Other Information

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES OR UNDERLYING SHARES

As at 30 September 2022, so far as the Directors are aware, other than a Director or chief executive of the Company whose interests are disclosed under the paragraph headed "Directors' and chief executives' interest and short positions in shares, underlying shares or debentures" above, the following persons had an interest or short position in the shares or underlying shares of the Company which shall be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, are interested in 5.0% or more of the issued voting shares of any member of the Group:

(i) Substantial shareholders — long position in the shares and underlying shares of the Company

Name of Shareholder	Capacity	Number of shares held	Approximate percentage (note 1)	Number of underlying shares held	Approximate percentage (note 1)
Mr. Mok Chu Leung Terry ("Mr. Mok")	Beneficial owner	91,800,000	11.4%	–	–
Mr. Cheung Nap Kai ("Mr. Cheung")	Beneficial owner	89,760,000	11.2%	–	–
Ms. Yan Yihong ("Ms. Yan")	Interest of spouse (note 2)	91,800,000	11.4%	–	–
Ms. Tuen Chi Keung ("Ms. Tuen")	Interest of spouse (note 3)	89,760,000	11.2%	–	–
Ms. Luk Yuen Wah Nancy ("Ms. Luk")	Interest of spouse (note 4)	226,890,000	28.2%	450,500,000	56.1%
Ms. Keung Lai Wa Dorathy Linndia ("Ms. Keung")	Interest of spouse (note 5)	100,000,000	12.4%	2,000,000	0.2%
ServiceOne Global	Beneficial owner (note 6)	–	–	450,000,000	56.0%
China Expert	Interest of a controlled corporation (note 6)	–	–	450,000,000	56.0%

Other Information

Notes:

1. The approximate percentage is calculated based on the total number of issued shares as at 30 September 2022 (i.e. 803,280,000 shares).
2. Under the SFO, Ms. Yan, the spouse of Mr. Mok, is deemed to be interested in all the shares of the Company in which Mr. Mok is interested.
3. Under the SFO, Ms. Tuen, the spouse of Mr. Cheung, is deemed to be interested in all the shares of the Company in which Mr. Cheung is interested.
4. Under the SFO, Ms. Luk, the spouse of Mr. Chu, is deemed to be interested in all the shares and underlying shares of the Company in which Mr. Chu is interested.
5. Under the SFO, Ms. Keung, the spouse of Mr. Lau, is deemed to be interested in all the shares and the underlying shares of the Company in which Mr. Lau is interested.
6. These represent 450,000,000 shares of the Company to be issued upon exercise of the conversion rights attached to the convertible bonds issued by the Company as partial settlement of the consideration of the Acquisition to ServiceOne Global. ServiceOne Global is owned as to 70% by China Expert, which is held as to 40% by Mr. Chu.

(ii) Other person — long position in the shares and underlying shares of the Company

Name of shareholder	Capacity	Number of shares held	Approximate percentage (note 1)	Number of underlying shares held	Approximate percentage (note 1)
Ms. Lee Kit Ling Monita ("Ms. Lee")	Interest of spouse (note 2)	53,300,000	6.6%	500,000.00	0.1%

Notes:

1. The approximate percentage is calculated based on the total number of issued shares of the Company as at 30 September 2022, that is, 803,280,000 shares.
2. Under the SFO, Ms. Lee, the spouse of Mr. Wong, is deemed to be interested in all the shares and underlying shares of the Company in which Mr. Wong is interested.

Saved as disclosed above, the Directors were not aware of any other persons other than the Directors or chief executive of the Company who held an interest or short positions in the shares and underlying shares of the Company as at 30 September 2022 which were required to be recorded pursuant to section 336 of the SFO.

Other Information

SHARE OPTION SCHEME

The share option scheme (the “Scheme”) was conditionally approved and adopted pursuant to a resolution in writing passed by the shareholders of the Company on 15 March 2016, which became effective on the Listing Date. A summary of the principal terms of the Scheme is set out in Appendix IV to the Company’s prospectus dated 30 March 2016.

Details of the movements in the number of share options under the Scheme for the six months ended 30 September 2022 are set out as follows:

Name of Grantee	Date of Grant	Exercise price per share (HK\$)	Outstanding as at 1 April 2022	Number of share options			Outstanding as at 30 September 2022
				Granted during the period	Exercised during the period	Lapsed/ cancelled during the period	
Executive Directors							
Mr. Lau	15 April 19	0.111	2,000,000	–	–	–	2,000,000
Mr. Chan	15 April 19	0.111	500,000	–	–	–	500,000
Ms. Lau	15 April 19	0.111	1,200,000	–	–	–	1,200,000
Mr. So	15 April 19	0.111	2,000,000	–	–	–	2,000,000
Non-executive Directors							
Mr. Wong	15 April 19	0.111	500,000	–	–	–	500,000
Mr. Chu	15 April 19	0.111	500,000	–	–	–	500,000
Independent non-executive Directors							
Mr. Au	15 April 19	0.111	100,000	–	–	–	100,000
Mr. Chung Fuk Wing Danny (retired on 16 September 2022)	15 April 19	0.111	100,000	–	–	(100,000)	–
Mr. Ko	15 April 19	0.111	100,000	–	–	–	100,000
Mr. Mak	15 April 19	0.111	100,000	–	–	–	100,000
Other employees							
In aggregate	15 April 19	0.111	4,820,000	–	–	–	4,820,000
			11,920,000	–	–	(100,000)	11,820,000

Other Information

The outstanding share options granted on the Date of Grant are exercisable in the manner and during the five periods (each an “exercisable period”) as set out below at an exercise price of HK\$0.111 per share. The closing price of the shares immediately before the Date of Grant was HK\$0.098.

First exercisable period:	20.0% of the share options granted exercisable from 15 April 2020 to 14 April 2029
Second exercisable period:	20.0% of the share options granted exercisable from 15 April 2021 to 14 April 2029
Third exercisable period:	20.0% of the share options granted exercisable from 15 April 2022 to 14 April 2029
Fourth exercisable period:	20.0% of the share options granted exercisable from 15 April 2023 to 14 April 2029
Fifth exercisable period:	20.0% of the share options granted exercisable from 15 April 2024 to 14 April 2029

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 Reporting Period.

DIRECTORS’ AND CONTROLLING SHAREHOLDERS’ INTEREST IN COMPETING BUSINESS

None of the Directors, the directors of the Company’s subsidiaries, the Company’s controlling shareholders, or any of their respective close associates, as defined in the GEM Listing Rules, had interest in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has any other conflict of interests with the Group (other than being a Director and/or a director of its subsidiaries and their respective associates) during the Reporting Period.

Other Information

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. After making specific enquiry of all the Directors, the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors during the Reporting Period.

CORPORATE GOVERNANCE PRACTICE

The Company has applied the principles and code provisions in the Corporate Governance Code (the "Code") as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with the Code during the Reporting Period, save for the deviation from such code disclosed below.

Pursuant to code provision C.6.1 of the Code, the company secretary of the Company should be an employee of the Company and have day-to-day knowledge of the Company's affairs. Mr. Lau Siu Ki, being the Company's company secretary, is not an employee of the Company. The Company has assigned Ms. Wong Yuk Lam, the general manager, finance of the Group, as the contact person with Mr. Lau Siu Ki. Taking into account that Mr. Lau Siu Ki has substantial experience in the corporate secretarial field, providing professional corporate services to Hong Kong listed companies and it is more cost effective to engage an external service provider, the Directors consider that it is beneficial to appoint Mr. Lau Siu Ki as the company secretary of the Company.

The Directors believe that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture which would benefit the Company's stakeholders as a whole. The Directors will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements from time to time, and to meet the rising expectation of the shareholders and other stakeholders of the Company.

AUDIT COMMITTEE

The audit committee of the Company has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2022 with the management and is of the view that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

Other Information

APPRECIATION

On behalf of the Board of Directors, I would like to thank all our employees for their contribution and commitments. I also wish to extend my sincere gratitude to our shareholders, customers, suppliers and business partners for their long-term supports and dedication during the Reporting Period.

By order of the Board
Expert Systems Holdings Limited
Wong Chu Kee Daniel
Chairman and non-executive Director

Hong Kong, 8 November 2022

As at the date of this report, the Board composition is as follows:

Chairman and non-executive Director:

Mr. Wong Chu Kee Daniel

Chief executive officer and executive Director:

Mr. Lau Wai Kwok

Executive Directors:

Mr. Chan Kin Mei Stanley

Ms. Lau Tsz Yan

Mr. So Cheuk Wah Benton

Non-executive Director:

Mr. Chu Siu Sum Alex

Independent non-executive Directors:

Mr. Au Yu Chiu Steven

Mr. Ko Man Fu

Mr. Mak Wai Sing