

Quantum Thinking Limited

量子思維有限公司

(Incorporated in the Cayman Islands with limited liability)

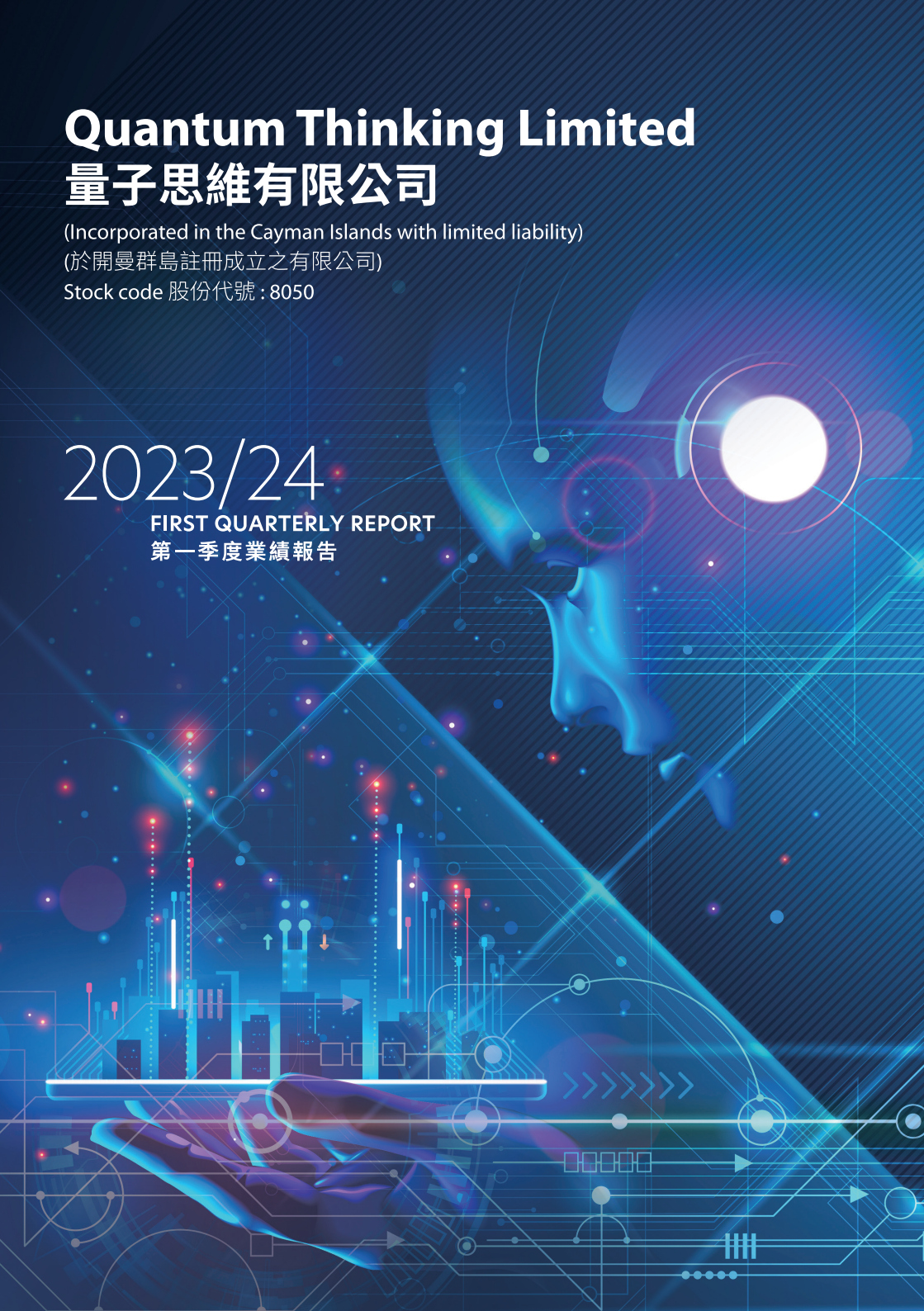
(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 8050

2023/24

FIRST QUARTERLY REPORT

第一季度業績報告



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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的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主板買賣之證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。

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This report, for which the directors (the “Directors”) of Quantum Thinking 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 (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

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本報告之資料乃遵照聯交所 GEM 證券上市規則(「GEM 上市規則」)而刊載，旨在提供有關量子思維有限公司(「本公司」)資料。本公司的董事(「董事」)願就本報告的資料共同及個別承擔全部責任。各董事經作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，並無誤導或欺詐成分，且並無遺漏任何其他事項，足以致令本報告或其所載任何陳述產生誤導。

The board (the “**Board**”) of Directors hereby presents the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months ended 30 June 2023 (the “**Reporting Period**”) together with the unaudited comparative figures for the corresponding period in 2022 (the “**Corresponding Period**” or “**2022**”) as follows:

董事會(「**董事會**」)謹此提呈本公司及其附屬公司(統稱「**本集團**」)截至二零二三年六月三十日止三個月(「**報告期間**」)之未經審核綜合業績，連同二零二二年同期(「**同期**」或「**二零二二年**」)之未經審核比較數字如下：

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

簡明綜合損益及其他全面收益表(未經審核)

For the three months ended 30 June 2023

截至二零二三年六月三十日止三個月

Three months ended 30 June
截至六月三十日止三個月

		Note	2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益	3	3,222	5,165
Cost of sales and services	銷售及服務成本		(2,835)	(4,387)
Gross profit	毛利		387	778
Other income	其他收入	4	241	298
Administrative expenses	行政開支		(3,887)	(4,438)
Finance costs	財務費用		(244)	(252)
Loss before income tax	除所得稅前虧損		(3,503)	(3,614)
Income tax expense	所得稅開支	5	-	-
Loss for the period	期內虧損		(3,503)	(3,614)
Other comprehensive income	其他全面收益			
<i>Items that will not be reclassified subsequently to profit or loss</i>	<i>其後不會重新分類至損益的項目</i>			
Exchange differences arising on translation of financial statements from functional currency to presentation currency	財務報表由功能貨幣換算為呈列貨幣所產生的匯兌差額		1,014	161
Other comprehensive income for the period, net of tax	期內其他全面收益(扣除稅項)		1,014	161
Total comprehensive expense for the period, net of tax	期內全面開支總額(扣除稅項)		(2,489)	(3,453)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (Unaudited) (Continued)

簡明綜合損益及其他全面收益表(未經審核)(續)

For the three months ended 30 June 2023

截至二零二三年六月三十日止三個月

Three months ended 30 June
截至六月三十日止三個月

		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
	Note 附註		
Loss for the period attributable to:	以下人士應佔		
Owners of the Company	期內虧損： 本公司擁有人	(3,329)	(3,168)
Non-controlling interests	非控股權益	(174)	(446)
		(3,503)	(3,614)
Total comprehensive expense for the period attributable to:	以下人士應佔期內		
Owners of the Company	全面開支總額： 本公司擁有人	(2,795)	(3,394)
Non-controlling interests	非控股權益	306	(59)
		(2,489)	(3,453)
Loss per share attributable to the owners of the Company:	本公司擁有人應佔		
— Basic (in HK cents)	每股虧損： — 基本(港仙)	(0.25)	(0.23)
— Basic (in HK cents)	— 基本(港仙)	(0.25)	(0.23)

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the three months ended 30 June 2023

截至二零二三年六月三十日止三個月

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital	Share premium	Translation reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	兌換儲備	累計虧損	總計	非控股權益	總額
		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
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
1 April 2022	二零二二年四月一日	135,625	99,935	(5,147)	(219,706)	10,707	(7,456)	3,251
Comprehensive expense	全面開支							
Loss for the period	期內虧損	-	-	-	(3,168)	(3,168)	(446)	(3,614)
Other comprehensive expense	其他全面開支							
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	(226)	-	(226)	387	161
Total comprehensive expense for the period	期內全面開支總額	-	-	(226)	(3,168)	(3,394)	(59)	(3,453)
As at 30 June 2022	於二零二二年六月三十日	135,625	99,935	(5,373)	(222,874)	7,313	(7,515)	(202)
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及二零二三年四月一日	135,625	99,935	(5,500)	(229,814)	246	(13,619)	(13,373)
Comprehensive expense	全面開支							
Loss for the period	期內虧損	-	-	-	(3,329)	(3,329)	(174)	(3,503)
Other comprehensive expense	其他全面開支							
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	534	-	534	480	1,014
Total comprehensive income/expense for the period	期內全面收益/開支總額	-	-	534	(3,329)	(2,795)	306	(2,489)
As at 30 June 2023	於二零二三年六月三十日	135,625	99,935	(4,966)	(233,143)	(2,549)	(13,313)	(15,862)

Notes:

1. GENERAL INFORMATION

Quantum Thinking Limited (the “**Company**”) was incorporated in the Cayman Islands on 8 May 2000 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company’s registered office is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company’s principal place of business is situated at Unit 1308, 13/F, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong.

The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the provision of system development services and other value-added technical consultation services and trading of hardware products.

In the opinion of the directors of the Company, the parent and ultimate holding company of the Company is Happy On Holdings Limited, which was incorporated in the British Virgin Islands.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial information of the Group for the three months ended 30 June 2023 (the “**Condensed Financial Report**”) has been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

附註：

1. 一般資料

量子思維有限公司(「**本公司**」)於二零二零年五月八日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之主要營業地點位於香港灣仔告士打道151號資本中心13樓1308室。

本公司股份於香港聯合交易所有限公司(「**聯交所**」)GEM上市。本公司連同其附屬公司(統稱「**本集團**」)主要從事提供系統開發服務及其他增值技術顧問服務以及買賣硬件產品。

本公司董事認為，本公司之母公司及最終控股公司為Happy On Holdings Limited，其於英屬處女群島註冊成立。

2. 編製基準

本集團截至二零二三年六月三十日止三個月之未經審核簡明綜合財務資料(「**簡明財務報告**」)乃根據香港會計師公會頒佈之香港財務報告準則及聯交所GEM證券上市規則之適用披露規定編製。

2. BASIS OF PREPARATION (Continued)

The Condensed Financial Report should be read in conjunction with the annual financial statements of the Company for the year ended 31 March 2023 (the “**2023 Annual Financial Statements**”). The principal accounting policies used in the Condensed Financial Report are consistent with those adopted in the 2023 Annual Financial Statements, except for the adoption of the new or amended HKFRSs which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 April 2023.

The adoption of the new and revised HKFRSs has had no significant effect on these unaudited condensed consolidated financial statements for the three months ended 30 June 2023 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the three months ended 30 June 2023.

The Group has not applied any new and revised standards, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations to the Group but is yet to be in a position to state whether they would have any material financial impact on the Group’s results of operations and financial position.

2. 編製基準(續)

簡明財務報告應與本公司截至二零二三年三月三十一日止年度之年度財務報表(「二零二三年年度財務報表」)一併閱覽。簡明財務報告與二零二三年年度財務報表所採用之主要會計政策貫徹一致，惟採納對本集團於二零二三年四月一日開始之年度期間之財務報表相關及生效之新訂或經修訂香港財務報告準則除外。

採納新訂及經修訂香港財務報告準則對該等截至二零二三年六月三十日止三個月之未經審核簡明綜合財務報表並無重大影響，而該等截至二零二三年六月三十日止三個月之未經審核簡明綜合財務報表所採用之會計政策亦並無重大變化。

本集團並未採用任何已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋。本集團現正評估採納該等新訂及經修訂準則、修訂或詮釋對本集團之影響，惟尚未能指出其會否對本集團的經營業績及財務狀況造成任何重大財務影響。

2. BASIS OF PREPARATION (Continued)

The Condensed Financial Report has been prepared under the historical cost convention, except for financial instruments classified as financial assets designated at fair value through profit or loss which are stated at fair values. The Condensed Financial Report is presented in Hong Kong dollars (“HK\$”) which is also the functional currency of the Company and all values are rounded to the nearest thousands (“HK\$’000”) unless otherwise stated.

The unaudited condensed consolidated financial statements have not been audited by the Company’s auditor, but have been reviewed by the audit committee of the Company.

3. REVENUE

Revenue represents the net invoiced value of goods sold and net value of services rendered, after allowances for returns and trade discounts.

All significant transactions amongst the companies comprising the Group have been eliminated on consolidation. Revenue recognised during the Reporting Period is as follows:

2. 編製基準(續)

除分類為指定按公平值計入損益之金融資產之金融工具以公平值列賬外，簡明財務報告已按歷史成本慣例編製。簡明財務報告以本公司功能貨幣港元（「港元」）呈列，除另有註明外，所有價值均調整至最接近千位（「千港元」）。

未經審核簡明綜合財務報表尚未經本公司核數師審核，惟已由本公司審核委員會審閱。

3. 收益

收益指扣除退貨及商業折扣撥備後已售貨品之發票淨值及已提供服務之淨值。

本集團旗下各公司間所有重大交易已於綜合賬目時對銷。報告期間確認之收益如下：

Three months ended 30 June 截至六月三十日止三個月

		2023 二零二三年 HK\$’000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$’000 千港元 (unaudited) (未經審核)
Revenue:	收益：		
Hardware	硬件	545	1,039
Services	服務		
— System development	— 系統開發	1,902	3,565
— Consultancy	— 諮詢	—	561
— SMS service fee	— 短信服務費	775	—
		3,222	5,165

4. OTHER INCOME

4. 其他收入

Three months ended 30 June
截至六月三十日止三個月

		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income from bank deposits	銀行存款的利息收入	4	3
Investment income from financial assets designated as at FVTPL	指定按公平值計入損益的金融資產的投資收入	37	93
Government grants (note)	政府補助(附註)	-	80
Others	其他	200	122
		241	298

Note: The amount represented the government grants received from the People's Republic of China (the "PRC") local government authorities in respect of subsidising the Group's scientific and technological and operating activities, which were immediately recognised as other income for the period as the Group fulfilled all the relevant granting criteria.

附註：該款項為中華人民共和國（「中國」）地方政府機關就補貼本集團的科技及經營活動而收取的政府補助，由於本集團符合所有相關授出標準，故該款項即時獲確認為期內其他收入。

5. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made for the three months ended 30 June 2023 as the Group had incurred losses for taxation purpose (three months ended 30 June 2022: Nil as the Group had incurred losses for taxation purpose). No PRC enterprise income tax has been provided for the three months ended 30 June 2023 and 2022 as the Group had incurred losses for taxation purposes.

5. 所得稅開支

由於本集團錄得稅項虧損，故截至二零二三年六月三十日止三個月並無就香港利得稅計提撥備（截至二零二二年六月三十日止三個月：無，原因是本集團錄得稅項虧損）。由於本集團錄得稅項虧損，故截至二零二三年及二零二二年六月三十日止三個月並無就中國企業所得稅計提撥備。

Three months ended 30 June 截至六月三十日止三個月

		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
Current period	本期內	-	-
		-	-

Deferred tax has not been provided for the Group because the Group had no material temporary differences as at 30 June 2023 (30 June 2022: Nil).

由於本集團在二零二三年六月三十日並無重大暫時差額，故並無就遞延稅項計提撥備（二零二二年六月三十日：無）。

6. LOSS PER SHARE

Basic loss per share is calculated by dividing the loss attributable to owners of the Company for the Reporting Period of approximately HK\$3,329,000 (three months ended 30 June 2022: loss of approximately HK\$3,168,000) by the weighted average number of 1,356,250,000 (30 June 2022: 1,356,250,000) ordinary shares of the Company in issue during the Reporting Period.

Diluted loss per share for the three months ended 30 June 2023 and 2022 equals to the basic loss per share as the Group had no potential ordinary shares in issue.

7. DIVIDEND

The Board does not recommend the payment of any dividend in respect of the three months ended 30 June 2023 (three months ended 30 June 2022: Nil).

6. 每股虧損

每股基本虧損乃按本公司擁有人應佔報告期間虧損約3,329,000港元(截至二零二二年六月三十日止三個月:虧損約3,168,000港元),除以報告期內本公司已發行普通股加權平均數1,356,250,000股(二零二二年六月三十日:1,356,250,000股)計算。

截至二零二三年及二零二二年六月三十日止三個月之每股攤薄虧損相等於每股基本虧損,乃由於本集團並無發行潛在普通股。

7. 股息

董事會不建議派付截至二零二三年六月三十日止三個月之任何股息(截至二零二二年六月三十日止三個月:無)。

Review and Prospects

FINANCIAL REVIEW

During the three months ended 30 June 2023 (the “**Reporting Period**”), Quantum Thinking Limited (the “**Company**”) and its subsidiaries (together with the Company, the “**Group**”) recorded a revenue of approximately HK\$3,222,000, representing a decrease of approximately 38% when compared with approximately HK\$5,165,000 for the corresponding period last year (the “**Corresponding Period**”). Loss before income tax of the Group for the Reporting Period was approximately HK\$3,503,000, representing a decrease of approximately 3% when compared with approximately HK\$3,614,000 for the Corresponding Period. Loss attributable to owners of the Company for the Reporting Period was approximately HK\$3,329,000, representing an increase of approximately 5% when compared with approximately HK\$3,168,000 for the Corresponding Period.

INDUSTRY OVERVIEW

The People’s Republic of China (“**China**” or the “**PRC**”) government had already relaxed or abolished most of its anti-pandemic measures by the first quarter of 2023. This contributed to a 6.3% year-on-year growth in the country’s gross domestic product in the second quarter although the growth was also partly due to a very low comparison base in the same period of 2022. However, the United States of America (the “**United States**” or “**US**”) government stepped up its sanction against China’s technology sector by restricting the export of advanced chips (those of less than 14 nanometres) and advanced chip-making technology and equipment to China in October 2022 amid strains in the relationship between the two countries. Japan and the Netherlands even joined the US in imposing such restriction on China in February 2023. This, coupled with the Chinese government’s more stringent regulation of the country’s leading e-commerce and internet companies amid the rectification of the technology sector, continued to make the business environment complicated and volatile for the country’s information system solution industry during the Reporting Period.

回顧及前景

財務回顧

於截至二零二三年六月三十日止三個月（「**報告期間**」），量子思維有限公司（「**本公司**」）及其附屬公司（連同本公司統稱「**本集團**」）錄得收入約3,222,000港元，較去年同期（「**同期**」）約5,165,000港元減少約38%。於報告期間，本集團之除所得稅前虧損約為3,503,000港元，與同期之約3,614,000港元相比減少約3%。於報告期間，本公司擁有人應佔虧損約為3,329,000港元，與同期之約3,168,000港元相比增加約5%。

行業概覽

中華人民共和國（「**中國**」）政府已於二零二三年第一季度放寬或廢除大部分抗疫措施，有助第二季度國內生產總值同比增長6.3%，雖然二零二二年同期的比較基數偏低也是該增長的其中一個原因。然而，美利堅合眾國（「**美國**」）政府增強對中國科技行業的制裁，於二零二二年十月在兩國關係緊張之際，限制向中國出口高級晶片（14納米以下的晶片）及先進晶片的製造技術和設備。日本及荷蘭更於二零二三年二月加入美國的行列，聯手實施對中國出口高級晶片及相關製造技術的限制。此外，中國政府整頓科技行業，尤其對領先的電子商務及互聯網公司實施更嚴格的監管。因此，於報告期間，國內的信息系統解決方案行業的經營環境仍然複雜多變。

Nevertheless, China forged ahead with its plan to integrate digital technologies with its real economy despite the headwinds from the geopolitical tensions. In digital economy, artificial intelligence (AI) is one of the driving forces behind the industries' digital transformation and high-quality economic development. The country's information system solution industry still saw opportunities in the growing markets for AI services and solutions and robotic process automation ("RPA"). Such technologies have not only helped industries cope with the problems of labour shortage and wage rises caused by the pandemic, but also will facilitate their digitalization and upgrading.

China's market for AI has been predicted by International Data Corporation (IDC), a global market intelligence firm which is focused on the technology industry, to grow at a compound annual growth rate of over 20% from 2021 to 2026, reaching US\$14.75 billion in 2023 and US\$26.44 billion in 2026 (Source: an article entitled "IDC: 2026年中國人工智能市場總規模預計將超264.4億美元" dated 29 March 2023 on IDC's website). In 2022, the size of the country's AI market was about US\$12.24 billion, according to IDC (Source: an article entitled "According to IDC's Forecast, China's AI Market to Exceed US\$26 Billion by 2026, Hardware to Make Up 56% of Market" dated 18 May 2023 on www.idc.com).

BUSINESS REVIEW

In response to the difficult operating environment, the Group had become more cautious about investment in research and development of technologies, and had adopted a more prudent approach to business development. Therefore, it had already been shifting the focus of its business to the operation of information technology systems from the development of such systems.

然而，即使遇到地緣政治緊張局勢的阻礙，中國仍積極按計劃推進數字技術與實體經濟的融合。在數字經濟中，人工智能是推動產業數字化轉型及經濟高質量發展的其中一股力量。人工智能服務及解決方案，以及機器人流程自動化的市場正在增長，國內的信息系統解決方案行業能從中把握機遇。該類技術不僅可協助各行業應對疫情帶來的勞動力短缺及工資上漲問題，亦可促進其數字化與升級。

專門研究科技行業的全球市場情報公司國際數據資訊有限公司(IDC)預測中國的人工智能市場從二零二一年至二零二六年的年均複合增長率將會超過20%，其規模於二零二三年將達147.5億美元，以及於二零二六年將達264.4億美元(資料來源：標題為「IDC:2026年中國人工智能市場總規模預計將超264.4億美元」的文章，於二零二三年三月二十九日在IDC的網站刊登)。根據IDC的數據，於二零二二年，國內人工智能市場規模約為122.4億美元(資料來源：標題為「According to IDC's Forecast, China's AI Market to Exceed US\$26 Billion by 2026, Hardware to Make Up 56% of Market」的文章，於二零二三年五月十八日在www.idc.com刊登)。

業務回顧

為應對困難的經營環境，本集團在投資技術研發時更趨審慎，並且採取更為慎重的業務發展方針，因此，已將業務重心由信息技術系統的開發轉移至該系統的營運。

For example, the Group started diversifying into the business of value-added services such as short messaging services for businesses in the previous financial year ended 31 March 2023 (the “**previous financial year**”) and has since been stepping up its efforts to expand that business. It started its cooperation with an information technology company in providing a multimedia short messaging service for businesses on behalf of a branch of a major telecommunications carrier of China in Guangdong province in the second half of 2022. The Group followed that up by signing one more contract with that information technology company during the Reporting Period to provide short messaging services for businesses through the network of that major telecommunications carrier.

The Group had also been preparing to diversify into a front-end business of selling wearable devices such as smartwatches for children which would be installed with the information technology software and system developed by the Group and would be bundled with the telecommunication services of a major telecom carrier in China. The Group will be an agent for the distribution of the smartwatches or provide services that support the operation of such wearable devices as hardware. That business will begin with the markets of two provinces of mainland China, and progress in the preparation for it is expected in the second half of 2023. The front-end business will enable the Group to build its brand in the end-user market and thus create its brand awareness.

These moves are part of the Group’s ongoing business transformation and diversification which are aimed at tiding itself over the difficult business environment, broadening the income stream and fostering growth drivers.

例如，本集團於截至二零二三年三月三十一日止的上一個財政年度（「**上一個財政年度**」）開始將業務延伸至為企業提供短信服務此一增值服務業務，並正在著力擴展該業務。本集團於二零二二年下半年與一家信息技術公司展開合作，為中國一家主要電信營運商在廣東省的分公司向諸企業提供多媒體短信服務。其後，本集團於報告期間與該信息技術公司再簽訂一份合約，透過該主要電信營運商的網絡為企業提供短信服務。

本集團亦正準備拓展前端業務，銷售兒童智能手錶此一可穿戴設備，該款手錶將安裝本集團開發的信息技術軟件及系統，並將與中國一家主要電信營運商的電信服務捆綁銷售。本集團將成為該款智能手錶分銷的代理，或提供服務支援可穿戴設備的硬件運作。該業務將由中國大陸兩個省份的市場開始，籌備工作預期將於二零二三年下半年取得進展。該前端業務將能令本集團在終端用戶市場創立自家品牌，建立其品牌知名度。

發展上述業務是本集團正在將業務轉型及多元化的一些舉措，旨在渡過困難的經營環境，並且拓寬收入來源，培養新的業務增長點。

The Group has earlier formulated a strategy for capitalizing on China's growing digital economy by fostering both the back-end and front-end businesses of information technology software and system development. In the back-end business, the Group continued to run its businesses of information technology software and system development for information verification, AI services and solutions and RPA.

In the information verification business, the Company's 70%-held Shenzhen CITIC Cyber Security Authentication Co., Ltd. ("**CITIC Cyber Security**") had already undertaken projects to apply eCitizen (or "e 公民" in Chinese, which is its proprietary product for electronic identity authentication that enables users of services to safely log in, sign digitally and have their personal data protected in online transactions) to some banks' financial services and electronic signature and to conduct information verification for other companies.

During the Reporting Period, CITIC Cyber Security continued to conduct information verification for a securities brokerage, a certificate authority and a mainland China-based full-service investment banking enterprise through websites, application programming interface ("**API**") or terminals. It was also fulfilling a contract to build a unified digital authentication system, carry out application integration and operate and maintain such system for an information technology subsidiary of a China-based transportation infrastructure design and construction firm.

本集團早前已制定策略，透過後端及前端信息技術軟件及系統開發業務，在中國正在增長的數字經濟中把握商機。本集團正在經營的後端業務包括信息驗證的信息技術軟件及系統開發、人工智能服務及解決方案，以及機器人流程自動化等。

在信息驗證業務方面，本公司持有70%權益的深圳市中信網安認證有限公司（「**中信網安**」）承接了多個項目，將e公民（其自行開發的電子身份核驗產品，可讓服務對象安全登入，以數碼方式簽署，以及在進行線上交易時能保護其個人資料）應用於若干銀行的金融服務及電子簽署，以及為其他公司進行信息驗證。

於報告期間，中信網安繼續透過網站、應用程式編程接口或終端機為一家證券經紀公司、一家數字憑證認證機構及一家位於中國大陸的全方位服務投資銀行企業進行信息驗證；並履行合約，為中國一家交通運輸基礎設施設計及建造公司旗下的信息技術附屬公司建設統一數字認證系統、執行應用集成，以及運營和維修該系統。

In September 2022, the Group signed a contract to sell two data encryption devices, two server encryption devices and one authenticated encryption device to an information technology firm and to develop software for it. Such devices and services are involved in the information verification conducted for the above-mentioned securities brokerage, certificate authority and mainland China-based full-service investment banking enterprise.

During the fourth quarter of the financial year ended 31 March 2022, CITIC Cyber Security signed a contract to build an infrastructure for real-name system management based on eCitizen digital identity verification technology for a technology development company. CITIC Cyber Security would provide 5G-eCitizen SIM cards, develop applications customized for certain occasions, and provide technical support.

CITIC Cyber Security had earlier entered into an agreement dated 30 September 2020 to form a digital technology joint venture company with China's three major telecommunications carriers and a wholly-owned subsidiary of a state-owned public security technology company (For further details, please refer to the Company's announcement dated 10 February 2021 and circular dated 26 May 2021, which were published on the website of Hong Kong Exchanges and Clearing Limited). The joint venture company will provide financial institutions, government departments and enterprises with digital solutions for cyber security. As at 30 June 2023, the joint venture company has not yet been established.

於二零二二年九月，本集團簽訂了一份合約，向一家信息技術公司出售兩台數據加密機、兩台服務加密機及一台認證加密機，並為其開發軟件。有關設備及服務涉及為上述證券經紀公司、數字憑證認證機構及中國大陸的全方位服務投資銀行企業進行的信息驗證。

於截至二零二二年三月三十一日止財政年度的第四季度，中信網安簽訂一份合約，為一家科技開發公司建設基於e公民數字身份認證技術的實名制管理體系的基礎設施。中信網安將提供5G e公民SIM卡，開發針對特定場合的應用程式，並提供技術支援。

中信網安早前簽署訂立日期為二零二零年九月三十日的協議，與中國三大電信營運商以及一家國有公眾安全技术公司的全資附屬公司成立數字科技合資公司(有關詳情請參閱本公司刊登於香港交易及結算有限公司網站日期為二零二一年二月十日的公告及日期為二零二一年五月二十六日的通函)。該合資公司將向金融機構、政府部門及企業在網絡安全範疇提供數字化解決方案。於二零二三年六月三十日，該合資公司尚未成立。

To diversify into the AI business, the Company's wholly-owned subsidiary, Shenzhen YBDS IT Co., Ltd. (深圳市韻博信息科技有限公司) (“**Shenzhen YBDS**”) signed a framework agreement during the financial year ended 31 March 2022 to provide training in and consultancy on RPA for a software and information technology service company. Such training in and consultancy on RPA enable a leading telecommunications company to provide some AI-based customer services such as answering customer enquiries about outstanding fees and unused quota of data transmission without involving any manpower. Such AI services and solutions not only can replace manual workers in simple and routine jobs and thus can relieve the pressure of the rising labour cost, but also can lay the foundation of big data analytics, which can help companies to promote certain new services or products among target customers.

In the Group's other businesses, a wholly-owned subsidiary of CITIC Cyber Security signed an agreement during the fourth quarter of the financial year ended 31 March 2022 to authorize a website of a technology company that builds a smart city to replicate digitally, issue and disseminate on information network the video content of an education course.

During the Reporting Period, the Group also engaged in other businesses that included the supply of electrical and electronic components, namely inductors and master control chips; and designing mobile web pages for marketing on behalf of an information technology firm and its client as an end-user and providing technical support for them in running such web pages.

為開拓人工智能業務，本公司全資附屬公司深圳市韻博信息科技有限公司（「**深圳韻博**」）於截至二零二二年三月三十一日止的財政年度簽署框架協議，為一家軟件及信息科技服務公司提供機器人流程自動化方面的培訓及諮詢。此類機器人流程自動化培訓及諮詢能令一家領先電信公司提供若干人工智能客戶服務，例如無需人力介入都能夠回答客戶有關未付費用及尚未使用的數據流量的查詢。此類人工智能服務及解決方案不僅可取代人手進行簡單常規工作，從而舒緩勞工成本上漲的壓力，亦可以為大數據分析作鋪墊，幫助企業向目標客戶推廣若干新服務或產品。

在本集團其他業務方面，中信網安一家全資附屬公司於截至二零二二年三月三十一日止財政年度的第四季度簽訂了一份協議，授權一家建設智慧城市的科技公司的網站以數碼方式複製、發布，並在信息網絡上傳播教育課程視頻內容。

於報告期間，本集團亦從事其他業務，包括供應電感器及主控芯片等的電氣及電子零部件；以及為一家信息科技公司及其作為最終用戶的客戶設計用於營銷的移動互聯網頁面，並於運作有關網頁方面為其提供技術支援。

1. **Conducting information verification for other companies**

During the financial year ended 31 March 2021, CITIC Cyber Security had signed two separate contracts to conduct information verification for a securities brokerage and a certificate authority through websites, API or terminals. Previously, it signed an agreement with a Shenzhen-based information technology system developer in June 2020 to conduct information verification on behalf of a mainland China-based full-service investment bank.

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

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

3. **Building infrastructure for real-name system management based on eCitizen digital identity verification technology**

In March 2022, CITIC Cyber Security signed a contract to build an infrastructure for real-name system management based on eCitizen digital identity verification technology for a technology development company. CITIC Cyber Security will provide 5G-eCitizen SIM cards, develop applications customized for certain occasions, and provide technical support.

1. **為其他公司進行信息驗證**

於截至二零二一年三月三十一日止的財政年度，中信網安已分別簽訂了兩份合約，透過網頁、應用程式式編程接口或終端機為一家證券經紀公司及一家數字憑證認證機構進行信息驗證。在此之前，中信網安於二零二零年六月已與深圳一家信息技術系統開發商簽訂協議，為中國大陸一家全方位服務的投資銀行進行信息驗證。

2. **構建統一數字認證系統、執行應用集成，及運營和維修該系統**

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

3. **建設基於e公民數字身份認證技術的實名制管理體系基礎設施**

於二零二二年三月，中信網安簽訂一份合約，為一家科技開發公司建設基於e公民數字身份認證技術的實名制管理體系的基礎設施。中信網安將提供5G e公民SIM卡，開發針對特定場合的應用程式，並提供技術支援。

4. Authorizing a website to replicate digitally, issue and disseminate on information network the video content of an education course

In January 2022, a wholly-owned subsidiary of CITIC Cyber Security signed an agreement to authorize a website of a technology company that builds a smart city to replicate digitally, issue and disseminate on information network the video content of an education course.

5. Designing mobile web pages for marketing

In June 2022, Shenzhen YBDS signed a contract to design mobile web pages for marketing on behalf of an information technology firm and its client as an end-user and to provide technical support for them in running such web pages for the client's marketing campaigns. The services were provided during the Reporting Period.

6. Providing short messaging services for businesses through the network of a major telecommunications carrier in China

Following the successful start of its cooperation with an information technology company in providing a multimedia short messaging service for businesses on behalf of a branch of a major telecommunications carrier of China in Guangdong province during the previous financial year, the Group also signed one more contract with that information technology company during the Reporting Period to provide short messaging services for businesses through the network of that major telecommunications carrier. The business of providing short messaging services for businesses already generated income during the Reporting Period.

4. 授權一個網站以數碼方式複製、發布，並在信息網絡上傳播教育課程視頻內容

於二零二二年一月，中信網安的全資附屬公司簽訂一份協議，授權一家建設智慧城市的科技公司的網站以數碼方式複製、發布，並在信息網絡上傳播教育課程視頻內容。

5. 設計用於營銷的移動互聯網頁面

於二零二二年六月，深圳韻博簽訂一份合約，為一家信息科技公司及其作為最終用戶的客戶設計用於營銷的移動互聯網頁面，並於彼等利用該頁面執行客戶的營銷活動時，提供技術支援，並已於報告期間提供該等服務。

6. 透過中國一家主要電信營運商的網絡為企業提供短信服務

本集團繼於上一個財政年度與一家信息技術公司成功展開合作，為中國一家主要電信營運商在廣東省的分公司向諸企業提供多媒體短信服務後，於報告期間再度與該信息技術公司簽訂一份合約，透過該主要電信營運商的網絡為企業提供短信服務。該項為企業提供短信服務的業務於報告期間已產生收入。

PROSPECT

Challenges and opportunities lie ahead for China's information system solution industry. On the one hand, it will still have to face a number of uncertainties such as the US and some other countries' sanctions against China's technology sector amid the escalating geopolitical tensions, the speed of China's economic recovery in the post-pandemic era, and the pace of a rebound in the country's technology sector, but on the other hand, China's growing digital economy and the upgrading and transformation of the country's industries have presented opportunities. A recent development in the country's technology sector also boded well for its outlook — in July 2023, the Chinese government announced its call for the country's leading e-commerce and internet companies to support the development of the national economy, to join hands with small and medium-sized enterprises in spearheading business innovation, and to generate new employment opportunities in the platform economy.

While it takes time for the e-commerce and internet giants' efforts to yield results and thus benefit the development of the small and medium-sized businesses, the Group will continue to gear up for the improving prospect of the information system solution industry. The Group will maintain its prudent approach to business development and forge ahead with business transformation and diversification.

In 2023, it will step up its effort to expand the business of value-added services such as short messaging services and to diversify into a front-end business of selling wearable devices such as smartwatches for children.

Meanwhile, the Group will continue to develop its back-end businesses such as internet electronic identity authentication, electronic signature and AI services and solutions. Such businesses are aimed at capitalizing on China's booming digital economy and the growing trends towards digitalization and automation among businesses.

前景

中國信息系統解決方案行業在未來仍有挑戰和機遇 — 一方面，仍需面對地緣政治緊張局勢升級下美國及若干其他國家對中國科技行業實施的制裁、後疫情時代中國經濟復甦步伐，以及國內科技行業反彈速度等的不明朗因素；然而，另一方面，中國數字經濟發展以及產業升級轉型也帶來機遇。國內科技行業最近有利好未來發展的狀況 — 於二零二三年七月，中國政府呼籲國內領先的電子商務及互聯網公司支持國家經濟發展，與中小企業攜手推動業務創新，並在平台經濟中創造新就業機會。

雖然電子商務及互聯網巨頭的努力需要一些時日才能見效並促進中小企業的發展，但本集團將繼續做好準備，於信息系統解決方案行業正在改善的前景中把握機遇。本集團將維持審慎的業務發展方針，並積極推進業務轉型及多元化。

於二零二三年，本集團將加倍努力擴展短信服務此一增值服務業務，並開展前端業務，銷售可穿戴設備，例如兒童智能手錶。

同時，本集團將繼續發展互聯網電子身份核驗、電子簽署，以及人工智能服務及解決方案等的後端業務，以期在中國蓬勃的數字經濟，以及企業日趨普及的數字化和自動化的趨勢中把握機遇。

The two-pronged business strategy of fostering both the front-end and back-end businesses will help the Group mitigate the adverse impact of a difficult and complicated business environment and add impetus to its business development for the long term.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Company raised net proceeds of approximately HK\$100 million through a subscription (the “**Subscription**”) on 5 August 2013 by issuing 450,000,000 ordinary shares of the Company at a subscription price of HK\$0.225 per ordinary share of the Company to Happy On Holdings Limited (“**Happy On**”). Immediately after the completion of the Subscription, Happy On held 987,888,771 shares of the Company, representing approximately 72.83% of the total issued share capital of the Company.

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

同時經營前端及後端業務的雙管齊下經營策略，有助本集團在困難複雜的經營環境中緩解不利影響，並為業務長遠發展增添動力。

流動資金、財務資源及資本結構

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

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

During the year ended 31 March 2015, the Company applied approximately HK\$19,785,000 of the proceeds to pay up the outstanding remaining increased registered capital of Guangzhou YBDS. As the Company acquired China Mobile Payment Technology Group Company Limited on 23 December 2014, a holding company that owns a subsidiary with the aforesaid threshold requirement for bids submission, Beijing YBDS was no longer needed and had been deregistered on 17 June 2016. As stated in the announcement dated 23 December 2014, the part of proceeds of approximately HK\$45.5 million originally earmarked for Beijing YBDS' registered capital and the capital increase, together with the remaining balance of the proceeds were then added to the Company's capital for new potential projects and general working capital purposes.

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

SIGNIFICANT INVESTMENTS

As at 30 June 2023, the Group held financial assets at fair value through profit or loss of approximately RMB5,198,000 (equivalent to approximately HK\$5,613,000) (31 March 2023: approximately RMB7,185,000 (equivalent to approximately HK\$8,210,000)).

It recorded a total income of approximately HK\$37,000 during the Reporting Period, mainly attributable to the dividend income received from the investment portfolio.

The financial assets include investment funds which invest in various types of bonds issued in the interbank and exchange markets as well as capital lending, reverse repurchase, time deposits, brokerage beneficiary certificates, trust plans and asset management plans, etc. that meet the requirements of the regulatory authority.

截至二零一五年三月三十一日止年度，本公司已將所得款項中約19,785,000港元用於繳足廣州韻博增加註冊資本的尚未償還餘額部分。由於本公司於二零一四年十二月二十三日已收購中國支付科技集團有限公司（擁有上述遞交標書限額規定附屬公司之控股公司），北京韻博已不再為必要並於二零一六年六月十七日註銷登記。誠如日期為二零一四年十二月二十三日的公告所述，所得款項的一部分約45,500,000港元原先指定用作繳付北京韻博的註冊資本及資本增加，其後連同所得款項的餘額已加入至本公司的資本，用於新潛在項目及一般營運資金。

有關詳情，請參閱本公司日期為二零一三年六月三日、二零一三年八月五日、二零一四年八月二十日及二零一四年十二月二十三日的公告，以及日期為二零一三年七月十一日及二零一四年十一月十日的通函。

重大投資

於二零二三年六月三十日，本集團持有按公平值計入損益之金融資產約人民幣5,198,000元（相當於約5,613,000港元）（二零二三年三月三十一日：約人民幣7,185,000元（相當於約8,210,000港元））。

於報告期間錄得總收入約37,000港元，主要來自投資組合的股息收入。

金融資產包含投資基金，投資於銀行間及交易所市場發行的各類債券，以及資金拆借、逆回購、定期存款、券商受益憑證、信託計劃及資產管理計劃等符合監管機構要求的金融資產。

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

As at 30 June 2023, (i) Mr. Wang Xiaoqi was interested in 382,000 ordinary shares of the Company, representing approximately 0.028% of the total number of ordinary shares of the Company; (ii) Mr. Ho Yeung was interested in 18,083,500 ordinary shares of the Company, representing approximately 1.333% of the total number of ordinary shares of the Company. Save as disclosed above, as at 30 June 2023, none of the other directors of the Company (the “**Directors**”) or their respective associates and the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealing by directors of the Company as referred to in Rule 5.46 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益及淡倉

於二零二三年六月三十日，(i) 王曉琦先生於本公司382,000股普通股擁有權益，佔本公司普通股總數約0.028%；(ii) 何洋先生於本公司18,083,500股普通股擁有權益，佔本公司普通股總數約1.333%。除上文所披露者外，於二零二三年六月三十日，概無本公司其他董事（「**董事**」）或彼等各自之聯繫人士及本公司主要行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例第XV部）之股份、相關股份及債權證中擁有本公司根據證券及期貨條例第352條須存置之登記冊所記錄，或根據聯交所GEM證券上市規則（「**GEM上市規則**」）第5.46條所指本公司董事進行交易所必需標準須另行知會本公司及聯交所之任何權益或淡倉。

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

As at 30 June 2023, so far as the Directors were aware of and having made due enquires, the following persons (not being a Director or chief executive of the Company) had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group:

主要股東及其他人士於本公司股份及相關股份之權益及淡倉

於二零二三年六月三十日，據董事作出周詳查詢後所知悉，下列人士（並非本公司董事或主要行政人員）於本公司股份或相關股份中擁有本公司根據證券及期貨條例第336條須存置之登記冊所記錄之權益或淡倉及／或直接或間接擁有附帶權利可在任何情況下於本集團任何其他成員公司之股東大會上投票之已發行股本5%或以上權益：

Name of shareholder	Capacity	Number of issued ordinary shares held	Approximate percentage of issued share capital as at 30 June 2023
股東名稱／姓名	身份	所持已發行普通股數目 (Note 2) (附註2)	於二零二三年六月三十日 佔已發行股本 概約百分比 (Note 3) (附註3)
Happy On (Note 1) Happy On (附註1)	Beneficial owner 實益擁有人	987,888,771 (L)	72.83%
Mr. Chan Foo Wing ("Mr. Chan") (Note 1) 陳富榮先生(「陳先生」) (附註1)	Interest in a controlled corporation 受控法團權益	987,888,771 (L)	72.83%

Notes:

- As Mr. Chan is the ultimate beneficial owner and the sole director of Happy On, by virtue of the SFO, Mr. Chan is deemed to be interested in the 987,888,771 shares held by Happy On.
- "L" means long positions in the shares.
- Based on 1,356,250,000 shares of the Company in issue as at 30 June 2023.

附註：

- 由於陳先生為Happy On之最終實益擁有人及唯一董事，根據證券及期貨條例，陳先生被視作於Happy On所持有之987,888,771股股份中擁有權益。
- 「L」指股份之好倉。
- 根據本公司於二零二三年六月三十日已發行1,356,250,000股股份計算。

Save as disclosed above, as at 30 June 2023, so far as the Directors were aware of and having made due enquiries, there were no other persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

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 in or debentures of the Company granted to any Director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

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

Neither the Company, nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the Reporting Period.

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at the date of this report, none of the Directors, or the management shareholders or substantial shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) had any interests in a business which competed or might compete with the business of the Group and had or might have any other conflicts of interest with the Group.

除上文披露者外，於二零二三年六月三十日，據董事作出周詳查詢後知悉，概無其他人士（除本公司董事或主要行政人員外）於本公司股份或相關股份中擁有本公司根據證券及期貨條例第336條須存置之登記冊所記錄之權益或淡倉及／或直接或間接擁有附帶權利可在任何情況下於本集團任何其他成員公司之股東大會上投票之已發行股本5%或以上權益。

董事收購股份或債券之權利

除上文披露者外，於報告期間任何時間概無授出任何權利予任何董事或彼等各自之配偶或未成年子女，致使彼等可透過購買本公司股份或債券而獲取利益，彼等亦無行使任何該等權利；本公司或其任何附屬公司亦無參與任何安排，致使董事於任何其他法人團體獲得該等權利。

購買、贖回或出售本公司之上市證券

於報告期間，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

董事於競爭業務之權益

於本報告日期，本公司董事或管理層股東或主要股東或彼等各自之緊密聯繫人士（定義見GEM上市規則）概無在已經或可能與本集團業務構成競爭之業務中擁有任何權益，亦無與本集團產生或可能產生任何其他利益衝突。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the Reporting Period.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) was established in May 2000, and the Company had adopted a revised specific terms of reference on 10 January 2019 in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. Currently, the Audit Committee comprises Mr. Tse Yee Hin, Tony, Mr. Lau Chor Ki and Mr. Wong Kin Kee, all of whom are independent non-executive Directors. Mr. Tse Yee Hin, Tony is the current chairman of the Audit Committee. The primary duties of the Audit Committee are to review the Group’s audit findings, accounting policies and standards, changes of accounting rules (if any), compliance with the GEM Listing Rules, internal and audit control, and cash flow forecast.

The unaudited consolidated results of the Group for the Reporting Period have been reviewed by the Audit Committee.

By Order of the Board
Quantum Thinking Limited
Wang Xiaoyi
Director

Hong Kong, 11 August 2023

As at the date of this report, the executive Directors are Mr. Wang Xiaoyi, Mr. Ho Yeung and Ms. Ho Ching; and the independent non-executive Directors are Mr. Lau Chor Ki, Mr. Tse Yee Hin, Tony and Mr. Wong Kin Kee.

* For identification purpose only

有關董事進行證券交易之操守守則

本公司已採納有關董事進行證券交易之操守守則。其條款不較GEM上市規則第5.48至5.67條所載交易必守標準寬鬆。經向全體董事作出特定查詢後，於整個報告期間，全體董事一直遵守本公司採納之交易必守標準及董事進行證券交易之操守守則。

審核委員會

本公司審核委員會（「**審核委員會**」）於二零零零年五月成立，本公司已根據GEM上市規則第5.28至5.33條之規定於二零一九年一月十日採納經修訂具體職權範圍。現時，審核委員會由謝宇軒先生、柳楚奇先生及黃建基先生組成，全體均為獨立非執行董事。謝宇軒先生為審核委員會現任主席。審核委員會之主要職責為檢討本集團之審核結果、會計政策及準則、會計規則之變動（如有）、GEM上市規則之遵守情況、內部及審核監控以及現金流量預測。

審核委員會已審閱本集團於報告期間之未經審核綜合業績。

承董事會命
量子思維有限公司
董事
王曉琦

香港，二零二三年八月十一日

於本報告日期，執行董事為王曉琦先生、何洋先生及何征女士；而獨立非執行董事為柳楚奇先生、謝宇軒先生及黃建基先生。

Quantum Thinking Limited
量子思維有限公司