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GET HOLDINGS LIMITED

智易控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 8100)

2021 FIRST QUARTERLY RESULTS ANNOUNCEMENT

The board (the “**Board**”) of directors (the “**Directors**”) of GET Holdings Limited (the “**Company**”) is pleased to announce the unaudited results of the Company and its subsidiaries for the three months ended 31 March 2021. This announcement, containing the full text of the 2021 first quarterly report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of quarterly results. The Company’s 2021 first quarterly report will be available for viewing on the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.geth.com.hk on 13 May 2021, and the printed version of the Company’s 2021 first quarterly report will be despatched to the shareholders of the Company on or before 13 May 2021.

On behalf of the Board
GET Holdings Limited

Wong Jing Shong

Chairman and Executive Director

Hong Kong, 7 May 2021

* *For identification purposes only*

As at the date of this announcement, the Board consists of two executive Directors, namely Mr. Wong Jing Shong and Mr. Lau Siu Cheong and three independent non-executive Directors, namely Mr. Chan Yung, Mr. Cheng Hong Kei and Professor Chui Tsan Kit.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at www.geth.com.hk.

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

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

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

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

This report, for which the directors (the “Directors”) of GET Holdings 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: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資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聯交所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。

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

本報告的資料乃遵照聯交所**GEM**證券上市規則（「**GEM**上市規則」）而刊載，旨在提供有關智易控股有限公司（「本公司」）的資料；本公司各董事（「董事」）願就本報告共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信：(1)本報告所載資料在各重要方面均屬準確完備，並無誤導或欺詐成分；(2)並無遺漏其他事項，足以令致本報告所載任何陳述產生誤導；及(3)本報告所表達一切意見均經過審慎周詳考慮後方始作出，並以公平合理的基準及假設為依據。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS – UNAUDITED

簡明綜合損益表 – 未經審核

The board of Directors (the “Board”) of GET Holdings Limited (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 31 March 2021 (“Period”), together with the comparative unaudited figures for the corresponding period in 2020, as follows:

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

智易控股有限公司（「本公司」）董事會（「董事會」）欣然公佈，本公司及其附屬公司（統稱為「本集團」）截至二零二一年三月三十一日止三個月（「本期間」）的未經審核簡明綜合業績，連同二零二零年同期的未經審核比較數字如下：

截至二零二一年三月三十一日止三個月
(以港元列示)

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		Note 附註	
Revenue	收入	4	25,301
Cost of sales	銷售成本		(9,918)
Gross profit	毛利		15,383
Other income and other gains and losses, net	其他收入以及其他收益及虧損，淨額	5	1,974
Reversal of impairment loss on trade and other receivables	貿易及其他應收款項減值虧損撥回		155
Selling and administrative expenses	銷售及行政開支		(15,951)
Profit/(loss) from operations	經營溢利／(虧損)		1,561
Finance costs	融資成本	6(a)	(57)
Profit/(loss) before tax	除稅前溢利／(虧損)	6	1,504
Income tax expense	所得稅開支	7	(633)
Profit/(loss) for the period	期內溢利／(虧損)		871
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人		(160)
Non-controlling interests	非控股權益		1,031
			871
Loss per share (HK cents)	每股虧損 (港仙)	8	
Basic	基本		(0.04)
Diluted	攤薄		(0.04)

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 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit/(loss) for the period	期內溢利／(虧損)	871	(4,466)
Other comprehensive income for the period:	期內其他全面收益：		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>		
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額	4	(60)
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益的項目：</i>		
Fair value changes of equity instruments at fair value through other comprehensive income ("FVTOCI")	透過其他全面收益以公平價值列賬的股本工具公平價值變動	41	230
		45	170
Other comprehensive income for the period, net of tax	期內其他全面收益，扣除稅項	45	170
Total comprehensive income for the period	期內全面收益總額	916	(4,296)
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人	(115)	(6,330)
Non-controlling interests	非控股權益	1,031	2,034
		916	(4,296)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

簡明綜合權益變動表 – 未經審核

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔							Non- controlling interests	Total equity
		Share capital	Share premium	Contributed surplus	Exchange reserve	Investment revaluation reserve	Accumulated losses	Total		
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	投資重估 儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總權益 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	4,444	517,181	992,154	(21)	(2,337)	(1,241,569)	269,852	36,724	306,576
(Loss)/profit for the period	本期間(虧損)/溢利	-	-	-	-	-	(6,500)	(6,500)	2,034	(4,466)
Other comprehensive income for the period	本期間其他全面收益	-	-	-	(60)	230	-	170	-	170
Total comprehensive income for the period	本期間全面收益總額	-	-	-	(60)	230	(6,500)	(6,330)	2,034	(4,296)
At 31 March 2020	於二零二零年三月三十一日	4,444	517,181	992,154	(81)	(2,107)	(1,248,069)	263,522	38,758	302,280
At 1 January 2021	於二零二一年一月一日	4,444	517,181	992,154	(95)	(2,242)	(1,280,855)	230,587	38,257	268,844
(Loss)/profit for the Period	本期間(虧損)/溢利	-	-	-	-	-	(160)	(160)	1,031	871
Other comprehensive income for the Period	本期間其他全面收益	-	-	-	4	41	-	45	-	45
Total comprehensive income for the Period	本期間全面收益總額	-	-	-	4	41	(160)	(115)	1,031	916
At 31 March 2021	於二零二一年三月三十一日	4,444	517,181	992,154	(91)	(2,201)	(1,281,015)	230,472	39,288	269,760

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 30 July 2001 and continued in Bermuda on 9 January 2014 (Bermuda time). The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company in Hong Kong is located at Room 1204-05, 12/F., Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong.

The Company is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The principal activity of the Company is investment holding. The Group was principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisements; (ii) operation of a business-to-customer online sales platform, and the business-to-business product trading; (iii) securities investment; and (iv) provision of corporate management solutions and information technology ("I.T.") contract services during the Period.

This unaudited condensed consolidated financial information of the Company for the Period is presented in thousands of units of Hong Kong dollars ("HK\$"), unless otherwise stated. Hong Kong dollars ("HK\$") is the Company's functional and the Group's presentation currency.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

These unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules").

The Group's 2021 first quarterly unaudited condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended 31 December 2020 and have been prepared under the historical cost convention, except for certain financial instruments that are measured at fair values. The principal accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2020 except for the new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the HKICPA that are adopted for the first time for the Period.

1. 公司資料

本公司於二零零一年七月三十日在開曼群島註冊成立為獲豁免有限公司，並於二零一四年一月九日（百慕達時間）在百慕達存續。本公司註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司的香港主要營業地點位於香港灣仔告士打道181-185號中怡商業大廈12樓1204-05室。

本公司於香港聯合交易所有限公司（「聯交所」）GEM上市。本公司的主要業務為投資控股。於本期間內，本集團主要從事(i)研發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告；(ii)企業對消費者網上銷售平台及企業對企業產品貿易運營；(iii)證券投資；及(iv)提供企業管理解決方案及資訊科技（「資訊科技」）合約服務。

除非另有說明，否則於本期間內，本公司的未經審核簡明綜合財務資料以千港元（「千港元」）的單位列報。港元（「港元」）為本公司的功能貨幣及本集團的列報貨幣。

2. 財務報表的編製基準

本公司的該等未經審核簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號「中期財務報告」、香港公認會計原則及聯交所GEM證券上市規則（「GEM上市規則」）編製。

除以公平價值計量的若干金融工具外，本集團二零二一年第一季度未經審核簡明綜合財務報表應結合截至二零二零年十二月三十一日止年度之年度綜合財務報表一併閱讀，並已根據歷史成本慣例編製。除本期間首次採納香港會計師公會頒佈的新訂及經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）外，編製該等未經審核簡明綜合財務報表時採用的主要會計政策與編製截至二零二零年十二月三十一日止年度之年度綜合財務報表所採用者一致。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

During the Period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2021. Hong Kong Financial Reporting Standards ("HKFRSs") comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards, and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's unaudited condensed consolidated financial statements and amounts reported for the current and prior accounting periods.

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial period beginning on 1 January 2021. The Directors anticipate that the new and revised HKFRSs will be adopted in the Group's unaudited condensed consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

4. REVENUE

Revenue from contracts with customers by service line for the periods is as follows:

3. 採納新訂及經修訂香港財務報告準則

於本期間內，本集團已採納所有由香港會計師公會頒佈的新訂及經修訂香港財務報告準則，該等準則與本集團業務有關，且於二零二一年一月一日開始的本集團會計期間生效。香港財務報告準則（「香港財務報告準則」）包括香港財務報告準則（「香港財務報告準則」）；香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無對本集團會計政策、本集團未經審核簡明綜合財務報表之呈報及本期間及過往會計期間呈報金額造成重大影響。

本集團並無提早應用已頒佈但尚未於二零二一年一月一日開始之財政期間生效之新訂及經修訂香港財務報告準則。董事預計將於新訂及經修訂香港財務報告準則生效時在本集團之未經審核簡明綜合財務報表中採納。本集團現正評估（倘適用）將於未來期間生效之所有新訂及經修訂香港財務報告準則之潛在影響，惟尚未能確定該等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況造成重大影響。

4. 收入

期內按服務線劃分的客戶合約收入如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from contracts with customers within the scope of HKFRS 15	於香港財務報告準則第15號範疇內的客戶合約收入		
Sales of computer and mobile phone software and toolbar advertisement	銷售電腦及流動電話軟件以及工具欄廣告	18,362	22,221
Provision of corporate management solutions and I.T. contract services business	提供企業管理解決方案及資訊科技合約服務業務	6,796	7,080
E-commerce which involves the operation of a business-to-customer online sales platform, and the business-to-business product trading	企業對消費者網上銷售平台及企業對企業產品貿易營運的電子商務	143	104,564
		25,301	133,865

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

5. OTHER INCOME AND OTHER GAINS AND LOSSES, NET

5. 其他收入以及其他收益及虧損，淨額

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Other income	其他收入		
Bank interest income	銀行利息收入	8	5
Others	其他	-	16
		8	21
Other gains and losses, net	其他收益及虧損，淨額		
Fair value gain/(loss) on financial assets at fair value through profit or loss ("FVTPL")	透過損益以公平價值列賬 的金融資產的公平價值收益／(虧損)	2,022	(5,142)
Foreign exchange losses	匯兌虧損	(56)	(96)
		1,966	(5,238)
Other income and other gains and losses, net	其他收入以及其他收益及 虧損，淨額	1,974	(5,217)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

6. PROFIT/(LOSS) BEFORE TAX

Profit/(loss) before tax has been arrived at after charging the following:

6. 除稅前溢利／(虧損)

除稅前溢利／(虧損)已扣除以下各項：

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
(a) Finance costs:	(a) 融資成本:		
Interest expense on other loans	其他貸款的利息開支	22	–
Interest expense on lease liabilities	租賃負債的利息開支	35	22
		57	22
(b) Staff costs (including directors' remuneration):	(b) 員工成本 (包括董事酬金):		
Salaries, wages and other benefits	薪金、工資及其他福利	3,881	7,829
Retirement scheme contributions	退休計劃供款	105	194
		3,986	8,023
(c) Other items:	(c) 其他項目:		
Amortisation of intangible assets*	無形資產攤銷*	7,902	7,429
Auditor's remuneration	核數師酬金	201	261
Depreciation on property, plant and equipment	物業、廠房及設備折舊	111	115
Depreciation on right-of-use assets	使用權資產折舊	392	433
Legal and professional fees	法律及專業費用	540	698
Expenses relating to short term lease	與短期租賃有關的開支	38	89

* Included in administrative expenses

* 計入行政開支

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

7. INCOME TAX EXPENSE

Income tax expense in the unaudited condensed consolidated statement of profit or loss represents:

7. 所得稅開支

未經審核簡明綜合損益表的所得稅開支指：

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax	當期稅項		
- Hong Kong Profits Tax	- 香港利得稅		
Provision for the period (Note (i))	本期間撥備 (附註(i))	596	1,291
Over-provision in respect of prior period	過往期間超額撥備	-	(21)
- Withholding tax for the period (Note (ii))	- 本期間預扣稅 (附註(ii))	37	47
		633	1,317
Deferred tax (Note (iii))	遞延稅項 (附註(iii))	-	(46)
		633	1,271

Note (i): Under the two-tiered profits tax regime, the first HK\$2 million of assessable profits of the qualifying group entity established in Hong Kong will be subject to a tax rate of 8.25% and assessable profits above that amount will be subject to a tax rate of 16.5%. The assessable profits of the group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a rate of 16.5%.

PRC Enterprise Income Tax rate for the subsidiary in the PRC is 25%. However, no provision was made for the Period and the three months ended 31 March 2020 as the subsidiary of the Group incurred tax loss for the Period and the three months ended 31 March 2020.

Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries in which the Group operates based on existing legislation, interpretation and practices in respect thereof.

Note (ii): Withholding tax, regarding the external sales for which customers are located outside Hong Kong, is charged at the appropriate current rates of taxation ruling in relevant countries.

Note (iii): Deferred tax is arising from the tax effect on the temporary difference on intangible assets of the Group for the periods.

附註(i): 根據兩級制利得稅制度，於香港成立的合資格集團實體的首2,000,000港元應課稅溢利將以8.25%的稅率徵稅，而超過該數額之應課稅溢利將以16.5%的稅率徵稅。不符合兩級制利得稅制度之集團實體的應課稅溢利將繼續按16.5%的稅率徵稅。

中國附屬公司繳納的中國企業所得稅率為25%。然而，由於於本期間及截至二零二零年三月三十一日止三個月本集團附屬公司產生稅項虧損，故並無就本期間及截至二零二零年三月三十一日止三個月作出撥備。

海外附屬公司的稅項乃根據本集團營運所在有關國家的現行法例、詮釋及慣例按照現行適用的稅率計算。

附註(ii): 向位於香港境外的客戶進行外界銷售所涉及預扣稅乃按照有關國家現行適用的稅率計算。

附註(iii): 遞延稅項源自各期間本集團無形資產的暫時性差額的稅務影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

8. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company and the weighted average number of ordinary shares of the Company in issue during the periods.

8. 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據該等期間本公司擁有人應佔虧損及本公司已發行普通股的加權平均股數計算。

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss	虧損		
Loss attributable to owners of the Company and loss for the purpose of calculating basic loss per share	本公司擁有人應佔虧損及用作計算每股基本虧損的虧損	(160)	(6,500)
		'000 千股	'000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	用作計算每股基本虧損的普通股加權平均股數	444,448	444,448
Basic loss per share (HK cents)	每股基本虧損 (港仙)	(0.04)	(1.46)

(b) Diluted loss per share

No adjustment has been made to the basic loss per share for the three months ended 31 March 2021 and 2020 as the Company did not have any outstanding dilutive potential ordinary shares during the periods.

(b) 每股攤薄虧損

於該等期間，由於本公司概無任何已發行潛在攤薄普通股，故並無調整截至二零二一年及二零二零年三月三十一日止三個月的每股基本虧損。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

9. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geographical locations. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group had four (2020: four) reportable segments during the Period:

- Research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement ("Software Business")
- Securities investment ("Securities Investment Business")
- Provision of corporate management solutions and I.T. contract services ("Corporate Management Solutions and I.T. Contract Services Business")
- E-commerce which involves the operation of a business-to-customer online sales platform, and the business-to-business product trading ("B2C Online Sales Platform and B2B Product Trading Business")

(a) Segment results

For the purposes of monitoring segment performances and allocating resources between segments:

- Segment profit/(loss) represented profit earned by/(loss from) each segment without allocation of central administration costs, finance costs and income tax expenses.
- Segment revenue reported below represented revenue generated from external customers.

9. 分部報告

本集團按部門管理其業務，由業務類別及地區混合組織而成。於本期間，本集團呈列以下四個（二零二零年：四個）報告分部，列報方式與為分配資源及評估表現目的而向本集團最高級行政管理人員內部報告資料的方式貫徹一致：

- 研發及分銷個人電腦性能軟件、防毒軟件及流動電話應用程式以及工具欄廣告（「軟件業務」）
- 證券投資（「證券投資業務」）
- 提供企業管理解決方案及資訊科技合約服務（「企業管理解決方案及資訊科技合約服務業務」）
- 企業對消費者網上銷售平台及企業對企業產品貿易（「B2C網上銷售平台及B2B產品貿易業務」）營運的電子商務

(a) 分部業績

為監管分部表現及分配分部之間的資源：

- 分部溢利／（虧損）指每個分部在並無分配中央行政成本、融資成本及所得稅開支下所賺取溢利／（出現虧損）。
- 下文所報告分部收入指來自外界客戶的收入。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

9. SEGMENT REPORTING (continued)

(a) Segment results (continued)

Information regarding the Group's reportable segments for the Period is set out below.

9. 分部報告 (續)

(a) 分部業績 (續)

有關本集團本期間報告分部資料載列如下。

		Three months ended 31 March 2021 截至二零二一年三月三十一日止三個月				
		Software Business	Securities Investment Business	Corporate Management Solutions and I.T. Contract Services Business	B2C Online Sales Platform and B2B Product Trading Business	Total
		軟件業務	證券投資業務	合約服務業務	貿易業務	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(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)
Revenue	收入					
Revenue from external customers	外界客戶收入	18,362	-	6,796	143	25,301
Results	業績					
Segment results	分部業績	3,635	2,006	(975)	(372)	4,294
Reconciliation:	對賬：					
Interest income	利息收入					8
Unallocated expenses	未分配開支					
- Reversal of impairment loss on other receivables	- 其他應收款項減值虧損撥回					100
- Corporate expenses	- 企業開支					(2,841)
Profit from operations	經營溢利					1,561
Finance costs	融資成本					(57)
Profit before tax	除稅前溢利					1,504
Income tax expense	所得稅開支					(633)
Profit for the Period	本期間溢利					871
Other segment information:	其他分部資料：					
Amortisation of intangible assets	無形資產攤銷	(7,902)	-	-	-	(7,902)
Depreciation on property, plant and equipment	物業、廠房及設備折舊	-	-	(86)	(15)	(101)
Depreciation on right-of-use assets	使用權資產折舊	-	-	(190)	-	(190)
Fair value gain on financial assets at FVTPL	透過損益以公平價值列賬的金融資產的公平價值收益	-	2,022	-	-	2,022
Legal and professional fees	法律及專業費用	(238)	-	-	(2)	(240)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

9. SEGMENT REPORTING (continued)

(a) Segment results (continued)

Information regarding the Group's reportable segments for the three months ended 31 March 2020 is set out below.

9. 分部報告(續)

(a) 分部業績(續)

有關本集團截至二零二零年三月三十一日止三個月的報告分部資料載列如下。

		Three months ended 31 March 2020 截至二零二零年三月三十一日止三個月				
		Software Business	Securities Investment Business	Corporate Management Solutions and I.T. Contract Services Business 企業管理解決方案及資訊科技	B2C Online Sales Platform and B2B Product Trading Business B2C網上銷售平台及B2B產品貿易業務	Total
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入					
Revenue from external customers	外界客戶收入	22,221	-	7,080	104,564	133,865
Results	業績					
Segment results	分部業績	7,032	(5,158)	(2,091)	263	46
Reconciliation:	對賬:					
Interest income	利息收入					5
Unallocated expenses – Corporate expenses	未分配開支 – 企業開支					(3,224)
Loss from operations	經營虧損					(3,173)
Finance costs	融資成本					(22)
Loss before tax	除稅前虧損					(3,195)
Income tax expense	所得稅開支					(1,271)
Loss for the period	本期間虧損					(4,466)
Other segment information:	其他分部資料:					
Amortisation of intangible assets	無形資產攤銷	(7,152)	-	(277)	-	(7,429)
Depreciation on property, plant and equipment	物業、廠房及設備折舊	-	-	(86)	(14)	(100)
Depreciation on right-of-use assets	使用權資產折舊	-	-	(231)	-	(231)
Fair value loss on financial assets at FVTPL	透過損益以公平價值列賬的金融資產的公平價值虧損	-	(5,142)	-	-	(5,142)
Legal and professional fees	法律及專業費用	(238)	-	(7)	(29)	(274)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

9. SEGMENT REPORTING (continued)

(b) Geographical information

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of revenue is based on the location of customers and location of service rendered.

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from external customers	外界客戶收入		
Hong Kong	香港	7,091	95,629
United States	美國	6,251	8,973
Japan	日本	1,728	1,809
United Kingdom	英國	1,065	1,273
Germany	德國	903	848
Russia	俄羅斯	850	647
Canada	加拿大	478	821
Australia	澳洲	476	887
Mainland China	中國內地	260	12,017
Others	其他	6,199	10,961
		25,301	133,865

(c) Information about major customers

Revenue from customers of corresponding periods contributing over 10% of the Group's revenue are as follows:

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
B2C Online Sales Platform and B2B Product Trading Business	B2C網上銷售平台及 B2B產品貿易業務		
Customer a	客戶a	-	55,118
Customer b	客戶b	-	24,993

For the Period, no individual customer contributed over 10% of the total revenue of the Group.

9. 分部報告 (續)

(b) 地區資料

下表載列有關本集團外界客戶收入的地區資料。收入的地理位置是根據客戶的位置及提供服務的位置釐定。

(c) 有關主要客戶的資料

相應期間佔本集團收入10%以上的客戶收入如下：

於本期間，並無單一客戶貢獻本集團收益總額10%以上。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2021
(Expressed in Hong Kong dollars)

截至二零二一年三月三十一日止三個月
(以港元列示)

10. DIVIDENDS

The Board does not recommend any payment of dividend for the Period (2020: Nil).

10. 股息

董事會不建議就本期間派付任何股息(二零二零年：無)。

11. SHARE CAPITAL

11. 股本

	Nominal value per share 每股面值	Number of share 股份數目	Amount 金額
	HK\$ 港元	'000 千股	HK\$'000 千港元
Authorised:			
Ordinary shares			
At 1 January 2021 and 31 March 2021 (Unaudited)			
法定：			
普通股			
於二零二一年一月一日及 二零二一年三月三十一日 (未經審核)	0.01	80,000,000	800,000
Issued and fully paid:			
Ordinary shares			
At 1 January 2021 and 31 March 2021 (Unaudited)			
已發行及繳足：			
普通股			
於二零二一年一月一日及 二零二一年三月三十一日 (未經審核)	0.01	444,448	4,444

12. RESERVES

The amounts of the Group's reserves and the movements therein for the Period and the same period in 2020 are presented in the unaudited condensed consolidated statement of changes in equity in this report.

12. 儲備

本集團於本期間及二零二零年同期的儲備金額及相應變動於本報告未經審核簡明綜合權益變動表列報。

13. CAPITAL COMMITMENTS

Capital commitments at the end of the reporting periods are as follows:

13. 資本承擔

於報告期末資本承擔如下：

	31 March 2021 二零二一年 三月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Contracted but not provided for:		
- development costs for intangible assets	19,239	38,477

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Software Business

During the Period, the Software Business of the Group recorded a revenue of approximately HK\$18,362,000 (2020: approximately HK\$22,221,000), representing a decrease of approximately 17.4% as compared to that of the corresponding period in 2020. The segment profit of the Software Business amounted to approximately HK\$3,635,000 (2020: approximately HK\$7,032,000), representing a decrease of approximately 48.3% as compared to that of the corresponding period in 2020.

The Group has continued to strengthen its footprint in the software industry through Boom Max International Limited and its subsidiaries (collectively, the “Boom Max Group”), the operating unit of the Group carrying on the Software Business, which is one of the main revenue streams of the Group. The Group continues to offer a wide variety of software products ranging from computer optimisation, malware prevention, gaming performance boosting, to driver update, data and files protection software, with an aim to help our computer software users to combat cybersecurity threats and to reach the maximum computer optimisation.

The Group continues its relentless effort in product innovation and achieving its ultimate goal to provide seamless and safe computer experience to its software users. The Group continues to invest in research and development, which comprises a team of experts devoting in network security, building software products and marketing channels. The Boom Max Group continues its focus in security defense and optimisation for the computer software users. During the Period, the Boom Max Group revamped some of its software products. New versions of software products featuring software updates and hard drive optimisation are expected to be launched in the second quarter of 2021.

During the Period, the Boom Max Group continued to build and reinforce its sales and distribution channels including the implementation of digital marketing campaigns. Apart from strengthening its customer base in traditional markets, the Group will continue to explore business opportunities and expand distribution channels in the emerging markets such as countries in the Asia-Pacific region. In addition, our software products are available at www.iobit.com, or other software downloading directory websites and affiliate websites. New versions of our software products are available for downloading on the website in different languages, such as English, Spanish, French, Chinese and Dutch. As at 31 March 2021, according to the internal sales data of the Boom Max Group, its products had more than 15 million (2020: more than 14 million) new users in total, including new non-paying and active paying users (i.e. users who had subscribed product at least once during the Period).

業務回顧

軟件業務

於本期間，本集團的軟件業務錄得收入約18,362,000港元（二零二零年：約22,221,000港元），與二零二零年同期相比減少約17.4%。軟件業務的分部溢利約為3,635,000港元（二零二零年：約7,032,000港元），較二零二零年同期減少約48.3%。

本集團繼續透過Boom Max International Limited及其附屬公司（統稱「Boom Max集團」，即本集團從事軟件業務（本集團的主要收入來源之一）的營運單位）加強其於軟件行業的市場地位。本集團持續提供各種軟件產品，包括電腦優化、惡意軟件防護、遊戲性能提升、驅動程序更新、數據及文件保護軟件，旨在幫助我們的電腦軟件用戶應對網絡安全威脅及令其電腦實現最大程度的優化。

本集團不斷努力進行產品創新，致力實現為其軟件用戶提供無縫、安全的電腦體驗的最終目標。本集團持續投入研發（擁有專注於網絡安全的專家團隊）、構建軟件產品及營銷渠道。Boom Max集團繼續將重點放在為電腦軟件用戶提供安全防禦及優化上。於本期間，Boom Max集團改進其若干軟件產品。預計將於二零二一年第二季度推出多款提供軟件更新及硬盤優化的新版軟件產品。

於本期間，Boom Max集團繼續建立及加強其銷售及分銷渠道（包括開展數字營銷活動）。除鞏固其於傳統市場的客戶基礎外，本集團將繼續在亞太地區國家等新興市場探索業務機會及拓展分銷渠道。此外，我們的軟件產品可從www.iobit.com或其他軟件下載目錄網站及聯盟網站下載。網站以英文、西班牙語、法語、中文及荷蘭語等不同語言提供軟件產品的最新版本供下載。於二零二一年三月三十一日，根據Boom Max集團的內部銷售數據，其產品新用戶總數超過1,500萬（二零二零年：超過1,400萬），包括新的非付費用戶及活躍付費用戶（指於本期間最少訂購一次產品的用戶）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Global macro-economy and the outbreak of the COVID-19 pandemic continue to affect the Software Business to varying degrees during the Period. There is raising hope for a global economic recovery as nation-wide vaccination programs have been implemented in major economies. People are expected to resume their previous lifestyle and in the meantime, a potential change of customer behaviour under the post-pandemic era may also affect the Software Business industry in general. People might place less reliance on the use of personal computer than last year during the pandemic time. In addition, the Boom Max Group has been facing challenges from fierce competition in the I.T. industry, geopolitical pressure and the weakening economic growth resulting from the outbreak of the COVID-19 pandemic. In view of the uncertainties in the post-pandemic era and the sluggish economy ahead, it is hard to quantify the future impacts of the pandemic on this segment. The Board will continue to closely monitor the performance of this segment and the potential impact from the pandemic. Looking ahead, the Boom Max Group will continue to focus on exploring new technological application realm and enhancing its software products. It will also strengthen and expand its distribution and sales channels by cooperating closely with local dealers and affiliates.

Corporate Management Solutions and I.T. Contract Services Business

During the Period, revenue derived from this business segment was approximately HK\$6,796,000 (2020: approximately HK\$7,080,000), representing a decrease of approximately 4.0% as compared with that of the corresponding period last year. This business segment recorded a loss of approximately HK\$975,000 for the Period (2020: approximately HK\$2,091,000), representing a decrease in loss of approximately 53.4% as compared with the corresponding period last year. Such decrease in loss was mainly caused by the disposal of e-Perfect IT Limited by the Group in December 2020.

The Group provides corporate management solutions, I.T. contract services, network infrastructure solutions, network professional services and I.T. project implementation services to corporate clients mainly in Hong Kong through its indirect wholly-owned subsidiary, Wafer Systems (Hong Kong) Limited ("Wafer HK").

During the Period, the market condition of this business segment remained challenging due to the severe competition in the I.T. industry in Hong Kong. In addition, the COVID-19 pandemic caused disruptions to the Hong Kong economy, it is expected that it will continue to exert pressure on the operational environment of this business segment. The Group will endeavour to expand customer base in order to improve the financial performance of this segment. In the meantime, the Group's management will continue to pay close attention to the prospect of this business segment and may consider the possibility of, including but not limited to, scale-down or disposal of part of this business segment in the coming future.

於本期間，全球宏觀經濟及COVID-19疫情的爆發繼續對軟件業務造成不同程度的影響。隨著主要經濟體開展全國規模的疫苗接種計劃，全球經濟有望迎來復甦。人們期待恢復以前的生活方式，與此同時，疫情後時代客戶行為的可能轉變亦可能對整個軟件業務行業產生影響。人們對個人電腦的依賴可能會較去年疫情期間減少。此外，Boom Max集團亦面對資訊科技行業競爭激烈、地緣政治壓力及COVID-19疫情爆發導致經濟增長放緩的挑戰。鑒於疫情後時代具不確定性及未來經濟低迷，因此難以量化未來疫情對此分部造成的影響。董事會將繼續密切監察此分部的表現及疫情的潛在影響。展望未來，Boom Max集團將繼續致力探索新的技術應用領域及提升其軟件產品，同時透過與當地經銷商及聯營公司緊密合作，加強及拓展其分銷和銷售渠道。

企業管理解決方案及資訊科技合約服務業務

於本期間，來自此業務分部的收入約為6,796,000港元（二零二零年：約7,080,000港元），較去年同期減少約4.0%。此業務分部於本期間錄得虧損約975,000港元（二零二零年：約2,091,000港元），虧損較去年同期減少約53.4%。有關虧損減少乃主要由於本集團於二零二零年十二月出售普暉科技有限公司。

本集團透過其間接全資附屬公司威發系統（香港）有限公司（「威發香港」）向主要位於香港的企業客戶提供企業管理解決方案、資訊科技合約服務、網絡基建解決方案、網絡專業服務及資訊科技項目推行服務。

於本期間，由於香港資訊科技行業競爭激烈，此業務分部面臨的市場環境仍具挑戰。此外，COVID-19疫情對香港經濟造成干擾，預計將繼續對此業務分部的營商環境帶來壓力。本集團將努力擴大客戶基礎，以改善此分部的財務表現。與此同時，本集團的管理層將繼續密切關注此業務分部的前景並可能考慮於未來（包括但不限於）縮減或出售此業務分部的一部分的可能性。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

B2C Online Sales Platform and B2B Product Trading Business

During the Period, revenue derived from this business segment was approximately HK\$143,000 (2020: HK\$104,564,000). The segment loss of this business for the Period was approximately HK\$372,000 (2020: profit of approximately HK\$263,000).

The Group is committed to enhancing the lifestyle of its customers through developing online and offline sales channel to offer quality products to customers around the world. During the Period, the Group engaged in the operation of a B2C Online Sales Platform and the B2B Product Trading, focusing on offering quality electronic lifestyle products to international customers. According to the internal sales data of the B2C Online Sales Platform and B2B Product Trading Business, during the Period, 100% (2020: over 86%) of the revenue of the B2C Online Sales Platform and B2B Product Trading Business was attributable to the sale of electronic lifestyle products which primarily include electronic devices.

Facing challenges brought by the volatile market environment and the wider impact from the COVID-19 pandemic, this segment has been scaled down during the Period. It is expected that these external factors will continue to make an impact on the market condition of this business segment. The Group will continue to carefully control the cost and increase the variety of products when business opportunities arise. The Board will continue to carefully review and pay close attention to the performance of this business segment in exercising prudent cost control and credit risks control and maintaining an appropriate balance of risks and opportunities.

Securities Investment Business

During the Period, the Group recorded a segment profit for the Securities Investment Business of approximately HK\$2,006,000 (2020: loss of approximately HK\$5,158,000). Such turnaround from a loss to a profit was primarily attributable to the net fair value gain on financial assets at fair value through profit or loss ("FVTPL Financial Assets") of approximately HK\$2,022,000 for the Period (2020: net fair value loss of approximately HK\$5,142,000).

The global geopolitical tensions and the social and economy rebound from the pandemic are expected to bring volatility to the sentiment towards the Hong Kong financial market. In the meantime, the Group will continue to explore potential investment opportunities and closely monitor the Hong Kong financial market as well as the performance of the Securities Investment Business.

B2C網上銷售平台及B2B產品貿易業務

於本期間，來自此業務分部的收入約為143,000港元（二零二零年：104,564,000港元）。本期間此業務的分部虧損約為372,000港元（二零二零年：溢利約263,000港元）。

本集團致力通過發展線上及線下銷售渠道，為全球客戶提供優質產品，以改善其客戶的生活方式。於本期間，本集團從事B2C網上銷售平台營運及B2B產品貿易，專注於向國際客戶提供優質電子生活產品。根據B2C網上銷售平台及B2B產品貿易業務的內部銷售數據，本期間B2C網上銷售平台及B2B產品貿易業務100%（二零二零年：逾86%）的收入來自以電子設備為主的電子生活產品銷售。

面對市場環境波動及COVID-19疫情的廣泛影響帶來的挑戰，於本期間，此分部規模已縮減。預計該等外部因素將繼續對此業務分部的市場狀況產生影響。本集團將繼續審慎控制成本並於商機出現時增加產品種類。董事會將繼續審慎審視並密切關注此業務分部的表現，審慎控制成本及信貸風險及在風險與機遇之間維持適當的平衡。

證券投資業務

於本期間，本集團錄得證券投資業務之分部溢利約2,006,000港元（二零二零年：虧損約5,158,000港元）。有關轉虧為盈的轉變主要由於本期間透過損益以公平價值列賬的金融資產（「透過損益以公平價值列賬的金融資產」）的公平價值收益淨額約2,022,000港元（二零二零年：公平價值虧損淨額約5,142,000港元）。

全球地緣政治局勢緊張以及疫情過後的社會及經濟復甦，預計將給香港金融市場帶來不穩定因素。同時，本集團將繼續探尋潛在投資機會，並密切監察香港金融市場情況及證券投資業務的表現。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 March 2021, fair value of the FVTPL Financial Assets and financial assets at fair value through other comprehensive income (“FVTOCI Financial Assets”) of the Group were approximately HK\$14,332,000 (31 December 2020: approximately HK\$12,310,000) and approximately HK\$1,176,000 (31 December 2020: approximately HK\$1,135,000) respectively, consisting of four (31 December 2020: four) investment items, three of which were shares listed on the Stock Exchange (among which one has no longer been listed on the Stock Exchange since 4 May 2021) and the remaining one was shares of an unlisted company. As at 31 March 2021, the total fair value of the FVTPL Financial Assets and the FVTOCI Financial Assets was less than 5% of the Group’s total assets as at 31 March 2021.

於二零二一年三月三十一日，本集團透過損益以公平價值列賬的金融資產及透過其他全面收益以公平價值列賬的金融資產（「透過其他全面收益以公平價值列賬的金融資產」）的公平價值分別約為14,332,000港元（二零二零年十二月三十一日：約12,310,000港元）及約為1,176,000港元（二零二零年十二月三十一日：約1,135,000港元），其由四個（二零二零年十二月三十一日：四個）投資項目組成，其中三個項目各自為於聯交所上市的股份（其中一個項目自二零二一年五月四日起不再於聯交所上市），餘下一個項目為非上市公司股份。於二零二一年三月三十一日，透過損益以公平價值列賬的金融資產及透過其他全面收益以公平價值列賬的金融資產的公平價值總額佔本集團於二零二一年三月三十一日資產總值的5%以下。

FINANCIAL REVIEW

Revenue

During the Period, revenue of the Group was approximately HK\$25,301,000, representing a decrease of approximately 81.1% as compared to the revenue of approximately HK\$133,865,000 for the corresponding period in 2020. The revenue of the Group for the Period was mainly contributed by the revenue of (i) the Software Business of approximately HK\$18,362,000; (ii) the Corporate Management Solutions and I.T. Contract Services Business of approximately HK\$6,796,000; and (iii) the B2C Online Sales Platform and B2B Product Trading Business of approximately HK\$143,000.

Gross Profit

Gross profit of the Group for the Period decreased by approximately 26.0% to approximately HK\$15,383,000 for the Period from approximately HK\$20,783,000 for the corresponding period in 2020.

Finance Costs

The finance costs of the Group were approximately HK\$57,000 for the Period, representing an increase of approximately 159.1% from approximately HK\$22,000 for the corresponding period in 2020.

財務回顧

收入

於本期間，本集團的收入約為25,301,000港元，較二零二零年同期收入約133,865,000港元減少約81.1%。本期間本集團收入主要來自以下各項的收入：(i)軟件業務約18,362,000港元；(ii)企業管理解決方案及資訊科技合約服務業務約6,796,000港元；及(iii)B2C網上銷售平台及B2B產品貿易業務約143,000港元。

毛利

於本期間，本集團的毛利由二零二零年同期約20,783,000港元減少約26.0%至本期間約15,383,000港元。

融資成本

本集團於本期間融資成本約為57,000港元，較二零二零年同期約22,000港元增加約159.1%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Profit for the Period

The Group recorded a net profit of approximately HK\$871,000 for the Period (2020: loss of approximately HK\$4,466,000). The net profit for the Period was mainly the combined effects of (i) segment profit of the Software Business of approximately HK\$3,635,000 (2020: approximately HK\$7,032,000); (ii) segment profit of the Securities Investment Business of approximately HK\$2,006,000 (2020: loss of approximately of HK\$5,158,000); (iii) segment loss of the Corporate Management Solutions and I.T. Contract Services Business of approximately HK\$975,000 (2020: approximately HK\$2,091,000); (iv) segment loss of the B2C Online Sales Platform and B2B Product Trading Business of approximately HK\$372,000 (2020: profit of approximately HK\$263,000); and (v) other corporate expenses of approximately HK\$2,841,000 incurred during the Period (2020: approximately HK\$3,224,000).

The net loss attributable to owners of the Company was approximately HK\$160,000 for the Period as compared with the net loss attributable to owners of the Company of approximately HK\$6,500,000 for the corresponding period in 2020.

Liquidity, Financial Resources and Capital Structure

As at 31 March 2021, the Group had cash and cash equivalents and pledged bank deposit of approximately HK\$110,348,000 (31 December 2020: approximately HK\$118,804,000), which were principally denominated in United States dollars, Hong Kong dollars and Renminbi (2020: United States dollars, Hong Kong dollars and Renminbi). During the Period, the Group generally financed its operations with internal resources and loan from a financial institution and there was no significant change in its capital structure.

Gearing Ratio

As at 31 March 2021, the Group had total assets amounting to approximately HK\$326,664,000 (31 December 2020: approximately HK\$326,665,000) and total liabilities of approximately HK\$56,904,000 (31 December 2020: approximately HK\$57,821,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was approximately 17.4% as at 31 March 2021 (31 December 2020: approximately 17.7%).

Dividend

The Board does not recommend any payment of dividend for the Period (2020: Nil).

本期間溢利

於本期間，本集團錄得溢利淨額約871,000港元（二零二零年：虧損約4,466,000港元）。於本期間錄得溢利淨額主要歸因於(i)軟件業務錄得分部溢利約3,635,000港元（二零二零年：約7,032,000港元）；(ii)證券投資業務錄得分部溢利約2,006,000港元（二零二零年：虧損約5,158,000港元）；(iii)企業管理解決方案及資訊科技合約服務業務錄得分部虧損約975,000港元（二零二零年：約2,091,000港元）；(iv)B2C網上銷售平台及B2B產品貿易業務錄得分部虧損約372,000港元（二零二零年：溢利約263,000港元）；及(v)本期間產生的其他企業開支約2,841,000港元（二零二零年：約3,224,000港元）的綜合影響。

於本期間，本公司擁有人應佔虧損淨額約為160,000港元，而二零二零年同期本公司擁有人應佔虧損淨額則約為6,500,000港元。

流動資金、財務資源及資本架構

於二零二一年三月三十一日，本集團的現金及現金等價物以及已抵押銀行存款約為110,348,000港元（二零二零年十二月三十一日：約118,804,000港元），主要以美元、港元及人民幣（二零二零年：美元、港元及人民幣）列值。於本期間，本集團一般以內部資源及來自金融機構的貸款為其營運撥資及其資本架構概無重大變動。

資產負債比率

於二零二一年三月三十一日，本集團的資產總值約為326,664,000港元（二零二零年十二月三十一日：約326,665,000港元），而負債總額則約為56,904,000港元（二零二零年十二月三十一日：約57,821,000港元）。本集團於二零二一年三月三十一日的資產負債比率（按負債總額除以資產總值計算）約為17.4%（二零二零年十二月三十一日：約17.7%）。

股息

董事會並不建議派付本期間內的任何股息（二零二零年：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Charges on the Group's Assets

As at 31 March 2021, the Group's pledged bank deposits of approximately US\$81,000 (equivalent to approximately HK\$630,000) (31 December 2020: approximately US\$81,000 (equivalent to approximately HK\$630,000)) for securing banking facilities of HK\$500,000 (31 December 2020: HK\$500,000) granted to the Group. The pledged bank deposits were denominated in United States dollars with a term of six months at fixed interest rate of 0.025% per annum.

As at 31 March 2021, the Group had undrawn banking facilities of approximately HK\$285,000 (31 December 2020: approximately HK\$242,000).

As at 31 March 2021 and 31 December 2020, the Group did not hold any margin trading account.

RISK FACTORS

Foreign Exchange Exposure

During the Period, business activities of the Group were mainly denominated in Hong Kong dollars, United States dollars and Renminbi. The United States dollar is the main currency for transactions made by the Group. Since the Hong Kong dollar remains pegged to the United States dollar within a defined range, the Group is not exposed to any significant foreign exchange risk against the United States dollar. The Group has not entered into any foreign exchange contract as hedging measures. The Directors did not consider the Group as being exposed to any significant foreign currency exchange risk. Notwithstanding the above, the Group continues to manage its foreign currency risk against other currencies by closely monitoring movement of exchange rates and may use hedging derivatives, such as foreign currency forward contracts, as and when appropriate.

Financial Risk

The total assets of the Group of approximately HK\$326,664,000 as at 31 March 2021 mainly included the FVTOCI Financial Assets of approximately HK\$1,176,000, the FVTPL Financial Assets of approximately HK\$14,332,000, goodwill of approximately HK\$69,525,000 and intangible assets of approximately HK\$92,479,000. The Group's FVTOCI Financial Assets and the FVTPL Financial Assets are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to equity security price risk due to fluctuation of the fair value of the FVTOCI Financial Assets and the FVTPL Financial Assets. The Directors regularly review exposure of the Group's FVTOCI Financial Assets and FVTPL Financial Assets to equity security price risk. Moreover, the Directors closely monitor the financial performance and operation of cash generating units containing goodwill and intangible assets, and conduct impairment review on goodwill and intangible assets annually and more frequently should there be any unforeseeable events or changes in circumstances pointing to potential impairment.

本集團資產抵押

於二零二一年三月三十一日，本集團已抵押銀行存款約81,000美元（相當於約630,000港元）（二零二零年十二月三十一日：約81,000美元（相當於約630,000港元））作為本集團獲授之500,000港元（二零二零年十二月三十一日：500,000港元）銀行融資之擔保。有關已抵押銀行存款以美元列值，為期六個月，並按固定年利率0.025厘計息。

於二零二一年三月三十一日，本集團有未提取銀行融資約285,000港元（二零二零年十二月三十一日：約242,000港元）。

於二零二一年三月三十一日及二零二零年十二月三十一日，本集團並無持有任何保證金貿易賬戶。

風險因素

外匯風險

於本期間，本集團的業務活動主要以港元、美元及人民幣列值。美元為本集團的主要交易貨幣。由於港元仍在既定範圍內與美元掛鈎，故在兌換美元上本集團並無承受重大外匯風險。本集團概無訂立任何外匯合約作為對沖措施。董事認為，本集團並無承受任何重大外匯風險。儘管存在上述情況，本集團仍繼續透過密切監察匯率走勢管理兌換其他貨幣的外幣風險，並可能於適當情況下利用對沖衍生工具（如外幣遠期合約）。

財務風險

本集團於二零二一年三月三十一日的總資產約326,664,000港元，主要包括透過其他全面收益以公平價值列賬的金融資產約1,176,000港元、透過損益以公平價值列賬的金融資產約14,332,000港元、商譽約69,525,000港元及無形資產約92,479,000港元。本集團透過其他全面收益以公平價值列賬的金融資產及透過損益以公平價值列賬的金融資產按於各報告期末的公平價值計量。因此，本集團由於透過其他全面收益以公平價值列賬的金融資產及透過損益以公平價值列賬的金融資產的公平價值波動而承受股本證券價格風險。董事定期檢討本集團透過其他全面收益以公平價值列賬的金融資產及透過損益以公平價值列賬的金融資產的股本證券價格風險。此外，董事密切監察包含商譽及無形資產的現金產出單元之財務表現及營運，且每年進行商譽及無形資產減值檢討，及倘任何未可預見的事件或環境變化導致潛在減值時更頻密進行。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Operation Risk

The Group is exposed to the corresponding operation risks each of its business divisions faces. To manage those risks, the management of each business division is responsible for monitoring the operation of their respective divisions and assessing related operation risks. They are responsible for implementing the Group's risk management policies and procedures and shall report any irregularities in connection with operation of projects to the Directors and seek direction.

Credit Risk

The Group is exposed to credit risk which is mainly attributable to its trade and other receivables. During the Period, the Group's credit risk mainly arose from the operating activities of the B2C Online Sales Platform and B2B Product Trading Business and the Corporate Management Solutions and I.T. Contract Services Business. As at 31 March 2021, the trade and other receivables of the Group were approximately HK\$33,163,000. During the Period, due to the worsening economic environment caused by the COVID-19 pandemic and socio-political instability, the chance of default in payment may inevitably be higher than expected. To minimise credit risk, the Directors continue to closely monitor the overall level of credit exposure, whereas the management is responsible for determining credit approvals and monitoring the implementation of collection procedure to ensure follow-up actions are taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of a reporting period to ensure adequate impairment losses are made for irrecoverable amounts.

LITIGATIONS

During the Period, the Group was involved in the following civil legal proceedings, namely, the Perfect Growth Litigation, the AP Acquisition Litigation and the AP Management Litigation (all as defined below).

(1) Perfect Growth Litigation

On 3 July 2018, Perfect Growth Limited ("Perfect Growth"), a wholly-owned subsidiary of the Company, received an amended writ of summons ("Amended Writ") with an amended statement of claim ("Amended Statement of Claim") issued in the Court of First Instance of the High Court of Hong Kong by Convoy Global Holdings Limited ("Convoy Global") ("1st Plaintiff"), Convoy Collateral Limited ("2nd Plaintiff") and CSL Securities Limited ("3rd Plaintiff") (1st Plaintiff, 2nd Plaintiff and 3rd Plaintiff collectively referred to as the "Plaintiffs") against, among other defendants, Perfect Growth as the 34th defendant ("Perfect Growth Litigation"). Perfect Growth was joined as one of the defendants by way of the Amended Writ.

Pursuant to the Amended Statement of Claim attached to the Amended Writ, Perfect Growth was named as one of the Alleged Independent Placees (being placees of the placing of shares of the 1st Plaintiff carried out in around October 2015 ("October 2015 Placing")) and was allotted with some shares of the 1st Plaintiff pursuant to the October 2015 Placing.

營運風險

本集團面臨與本集團各業務分部有關的經營風險。為管理經營風險，各業務分部的管理層負責監控彼等各自業務分部的業務經營及評估相關經營風險。彼等負責落實本集團的風險管理政策及程序，並應向董事報告有關項目營運的任何不合規情況並尋求指示。

信貸風險

本集團面臨信貸風險，主要歸因於其貿易及其他應收款項。於本期間，本集團的信貸風險主要由B2C網上銷售平台及B2B產品貿易業務以及企業管理解決方案及資訊科技合約服務業務經營活動產生。於二零二一年三月三十一日，本集團貿易及其他應收款項為約33,163,000港元。於本期間，由於COVID-19疫情及社會政治不穩定導致經濟環境惡化，因此出現拖欠付款的可能性難免會高於預期。為盡量降低信貸風險，董事密切監控所面臨信貸風險的整體水平，且管理層負責釐定信貸審批及落實監察收款程序，以確保採取跟進行動收回逾期債項。此外，本集團於報告期末審閱各筆個別貿易債項的可收回金額，以確保就不可收回款額作出足夠減值虧損。

訴訟

於本期間，本集團涉及以下民事法律訴訟，即肇堅訴訟、愛拼收購訴訟及愛拼管理人員訴訟（定義均見下文）。

(1) 肇堅訴訟

於二零一八年七月三日，本公司之全資附屬公司肇堅有限公司（「肇堅」）接獲由康宏環球控股有限公司（「康宏環球」）（「第一原告人」）、康宏財務有限公司（「第二原告人」）及康證有限公司（「第三原告人」）（第一原告人、第二原告人及第三原告人統稱為「該等原告人」）入稟香港高等法院原訟法庭向包括肇堅（為第34名被告人）在內的被告人發出之經修訂傳訊令狀（「經修訂令狀」）連同經修訂申索陳述書（「經修訂申索陳述書」）（「肇堅訴訟」）。肇堅因經修訂令狀而被加入成為其中一名被告人。

根據經修訂令狀隨附之經修訂申索陳述書，肇堅被列為聲稱獨立承配人之一（即第一原告人於二零一五年十月前後進行之股份配售（「二零一五年十月配售」）之承配人），並曾根據二零一五年十月配售獲配發第一原告人之若干股份。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In the Perfect Growth Litigation, the reliefs claimed by the Plaintiffs against Perfect Growth are as follows:

- (1) the 1st Plaintiff seeks a declaration and an order as against, among others, Perfect Growth, that the allotment of the 1st Plaintiff's shares to, among others, Perfect Growth pursuant to the October 2015 Placing is null and void, or has been rescinded and be set aside;
- (2) the 1st Plaintiff seeks an account of profits and an order for payment of any sums found to be due, equitable compensation to be assessed and/or damages to be assessed for dishonest assistance, unlawful means conspiracy and/or lawful means conspiracy as against, among others, Perfect Growth, in relation to, among other matters, the October 2015 Placing and the allotment of the 1st Plaintiff's shares pursuant to the same; and
- (3) the Plaintiffs seek as against, among others, Perfect Growth (a) general or special damages; (b) interests; (c) costs; (d) further and/or other reliefs.

On 22 November 2018, Perfect Growth filed its defence to the Amended Statement of Claim.

On 3 December 2019, the Plaintiffs filed its reply to Perfect Growth's defence. The Plaintiffs have not, however, filed its reply to each of the other defendants' defence, and as such the pleadings of the Perfect Growth Litigation have not been closed yet.

Details of the Perfect Growth Litigation are set out in the Company's announcement dated 5 July 2018.

(2)(a) AP Acquisition Litigation

References are made to the announcements of the Company dated 13 June 2016, 23 June 2016 and 1 July 2016 in relation to, among other matters, the acquisition of 51% equity interest in AP Group Investment Holdings Limited ("AP Group Investment", together with its subsidiaries, referred to as the "AP Group") ("Acquisition") and the announcements of the Company dated 12 June 2018, 26 June 2018 and 16 July 2018 in relation to the adjustment to consideration for the Acquisition.

該等原告人於肇堅訴訟針對肇堅而申索的濟助如下：

- (1) 第一原告人尋求針對(其中包括)肇堅宣佈及頒令,使根據二零一五年十月配售向(其中包括)肇堅配發之第一原告人股份應告無效及不再具有效力,或予以撤回及撤銷;
- (2) 第一原告人尋求,就(其中包括)二零一五年十月配售及據此配發第一原告人股份而針對(其中包括)肇堅作出頒令,要求交出利潤及支付被發現到期的款項、因不誠實協助、非法及/或合法手段串謀而將予評定之衡平補償及/或將予評定之損害賠償;及
- (3) 該等原告人尋求,針對(其中包括)肇堅申索(a)一般或特定損害賠償;(b)利息;(c)訟費;(d)進一步及/或其他濟助。

於二零一八年十一月二十二日,肇堅對經修訂申索陳述書提出抗辯。

於二零一九年十二月三日,該等原告人對肇堅之抗辯提出答辯。然而,該等原告人並無對其他被告人各自的抗辯進行答辯,因此肇堅訴訟之狀書尚未結束。

肇堅訴訟之詳情載於本公司日期為二零一八年七月五日之公告。

(2)(a) 愛拼收購訴訟

茲提述本公司日期為二零一六年六月十三日、二零一六年六月二十三日及二零一六年七月一日的公告,內容有關(其中包括)收購愛拼集團控股有限公司(「愛拼集團控股」,連同其附屬公司統稱「愛拼集團」)51%股權(「收購事項」)及本公司日期為二零一八年六月十二日、二零一八年六月二十六日及二零一八年七月十六日之公告,內容有關就收購事項調整代價。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On 13 June 2016, Lucky Famous Limited (“Lucky Famous”), a wholly owned subsidiary of the Company, entered into a sale and purchase agreement (“SP Agreement”) with Fragrant River Entertainment Culture (Holdings) Limited (“Vendor”) and Universe International Holdings Limited (now known as Universe Entertainment and Culture Group Company Limited) (“Guarantor”), pursuant to which the Group conditionally agreed to acquire, and the Vendor conditionally agreed to sell 51% equity interest of AP Group Investment, at the consideration of HK\$20,400,000, subject to downward adjustments as described below, which shall be settled by way of allotment and issue of 40,800,000 new ordinary shares of the Company, credited as fully paid, at the issue price of HK\$0.50 per share to the Vendor (or its nominee), on the date of completion. The AP Group was principally engaged in the provision of self-improvement and self-enhancement training programmes in Hong Kong. Completion of the Acquisition took place on 1 July 2016.

In accordance with the terms and conditions of the SP Agreement, in the event that the audited consolidated profit after tax of AP Group Investment attributable to its owners from 1 January 2016 to 31 December 2017 (“FY 2016 & 2017”) (which will only include income or gain generated by activities in the ordinary and usual course of business of the AP Group) (“FY 2016 & 2017 Net Profit”) is less than HK\$16,000,000, the Vendor shall, and the Guarantor shall procure the Vendor to, pay to Lucky Famous (or to its order) an adjustment amount (“Adjustment Amount”) in cash within 14 days after the audited consolidated financial statements of AP Group Investment for FY 2016 & 2017 (“FY 2016 & 2017 Audited Accounts”) are available. The Adjustment Amount shall be determined in accordance with the formula set out below:

$$A = \text{HK\$}20,400,000 - (\text{NP}/2) \times 5 \times 51\%$$

Where:

“A” means the amount of the Adjustment Amount in HK\$; and

“NP” means the FY 2016 & 2017 Net Profit. Where the FY 2016 & 2017 Net Profit is a negative figure, “NP” shall be deemed to be zero.

The FY 2016 & 2017 Net Profit shall be based on the FY 2016 & 2017 Audited Accounts which shall be prepared in accordance with the Hong Kong Financial Reporting Standards and audited, adjusted for any non-recurring items.

於二零一六年六月十三日，本公司全資附屬公司 Lucky Famous Limited (「Lucky Famous」) 與香江娛樂文化(控股)有限公司(「賣方」)及寰宇國際控股有限公司(現稱為寰宇娛樂文化集團有限公司)(「擔保人」)訂立一份買賣協議(「買賣協議」)，據此，本集團有條件同意收購而賣方有條件同意出售愛拼集團控股的51%股權，代價為20,400,000港元(可按下文所述進行下調)，將通過於完成日期按每股0.50港元之發行價，向賣方(或其代名人)配發及發行40,800,000股入賬列作繳足之本公司新普通股之方式支付。愛拼集團主要於香港從事提供有關自我提升及自我增值培訓計劃。收購事項於二零一六年七月一日完成。

根據買賣協議的條款及條件，倘於二零一六年一月一日至二零一七年十二月三十一日(「二零一六財年及二零一七財年」)愛拼集團控股擁有人應佔其經審核綜合除稅後溢利(將僅包括於愛拼集團正常及日常業務過程中的活動所產生的收入或收益)(「二零一六財年及二零一七財年純利」)低於16,000,000港元，賣方將且擔保人將促使賣方在愛拼集團控股於二零一六財年及二零一七財年經審核綜合財務報表(「二零一六財年及二零一七財年經審核賬目」)刊發後十四日內以現金向Lucky Famous(或根據其指令)支付調整金額(「調整金額」)。調整金額將根據下列公式釐定：

$$A = 20,400,000 \text{ 港元} - (\text{NP}/2) \times 5 \times 51\%$$

其中：

「A」指調整金額(港元)；及

「NP」指二零一六財年及二零一七財年純利。倘二零一六財年及二零一七財年純利為負值，則「NP」將視作零。

二零一六財年及二零一七財年純利應根據二零一六財年及二零一七財年經審核賬目釐定，而該等賬目應根據香港財務報告準則編製及審核，並就任何非經常性項目作出調整。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Based on the FY 2016 & 2017 Audited Accounts, the AP Group recorded a net loss of HK\$189,799. In accordance with the SP Agreement, the FY 2016 & 2017 Net Profit of the AP Group shall be deemed to be zero. Accordingly, the Group has requested the Vendor and the Guarantor to pay the Adjustment Amount of HK\$20,400,000 on or before 26 June 2018 according to the terms and conditions of the SP Agreement (“AP Receivable”). On 22 June 2018, the Group received a letter from the legal adviser acting for the Vendor and the Guarantor that they will defend the purported claim of the Group for the payment of the Adjustment Amount alleged by the Group.

Up to 26 June 2018, i.e. the last date on which the Vendor and the Guarantor shall pay the Adjustment Amount after the FY 2016 & 2017 Audited Accounts were made available to them, the Group had not received any payment of the Adjustment Amount from any of the Vendor and the Guarantor.

The Board considered that the Vendor and the Guarantor have potentially breached their contractual obligations by failing to repay the Group the Adjustment Amount in accordance with the terms and conditions of the SP Agreement. In order to safeguard the legitimate rights and interests of the Group, after seeking legal advice, the Group has commenced legal proceeding (“AP Acquisition Litigation”) against the Vendor as the 1st defendant and the Guarantor as the 2nd defendant. A writ of summons with an indorsement of claim were filed by Lucky Famous as plaintiff at the Court of First Instance of the High Court of Hong Kong on 16 July 2018. Based on the writ, the Group claimed against the Vendor and the Guarantor for (a) the Adjustment Amount of HK\$20,400,000; (b) interests; (c) costs; and (d) further and/or other reliefs.

基於二零一六財年及二零一七財年經審核賬目，愛拼集團錄得淨虧損189,799港元。根據買賣協議，愛拼集團於二零一六財年及二零一七財年純利應視作零。因此，本集團已要求賣方及擔保人於二零一八年六月二十六日或之前按照買賣協議的條款及條件支付調整金額20,400,000港元（「愛拼應收款項」）。於二零一八年六月二十二日，本集團接獲代表賣方及擔保人的法律顧問函件，表示彼等將就本集團指稱支付調整金額的宣稱索賠作出抗辯。

截至二零一八年六月二十六日（即賣方及擔保人於二零一六財年及二零一七財年經審核賬目發出後支付調整金額的最後日期），本集團並未收到任何賣方及擔保人支付的調整金額。

董事會認為，根據買賣協議的條款及條件，賣方及擔保人可能因未能向本集團償還調整金額而違反彼等合約責任。為保障本集團的合法權益，於尋求法律意見後，本集團已向賣方（作為第一被告人）及擔保人（作為第二被告人）提出法律訴訟（「愛拼收購訴訟」）。於二零一八年七月十六日，Lucky Famous（作為原告人）於香港高等法院原訴法庭發出一份傳訊令狀及一份申索背書。根據令狀，本集團就(a)調整金額20,400,000港元；(b)利息；(c)訟費；及(d)進一步及／或其他補助向賣方及擔保人提出索償。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

An amended writ of summons with an indorsement of claim were filed at the Court of First Instance of the High Court of Hong Kong on 26 September 2019. Based on the amended writ, the Group claimed against the Vendor and the Guarantor for (a) the Adjustment Amount of HK\$20,400,000; (b) interests; (c) costs; and (d) further and/or other relief, and also against Mr. Chan Sze Long (“Chan”) and Ms. Lim Wah Elsa (“Lim”) for (e) damages in the sum of HK\$20,400,000; (f) interests; (g) costs; and (h) further and/or other relief (collectively, the “Legal Action”). The Board considered that Chan and Lim, who are the former directors of AP Group Investment until their respective resignations on 18 July 2018, have potentially breached their duties and obligations in contract and tort by failing to, amongst other things, prepare audited consolidated financial statements of AP Group Investment for the year ended 31 December 2015, provide the auditors of AP Group Investment with the written information that they requested to support their audit, and keep and/or preserve adequate accounting records in respect of the transactions entered into by AP Group Investment, its financial position and its financial performance.

Details of the AP Acquisition Litigation are set out to the Company’s announcements dated 12 June 2018, 26 June 2018 and 16 July 2018.

(2)(b) AP Management Litigation

On 26 July 2018, the Company as the 1st plaintiff and AP Group Investment as the 2nd plaintiff, issued a writ of summons in the High Court of Hong Kong against Chan as the 1st defendant and Lim as the 2nd defendant (collectively referred to as the “Defendants”) for the matters as detailed below (“AP Management Litigation”). Chan and Lim are former directors of AP Group Investment until their respective resignations on 18 July 2018. Chan and/or his controlled company, and the controlled company of Lim, are also former directors of the other members of the AP Group at all material times.

The Company is a majority shareholder holding 51% interest in AP Group Investment through its wholly-owned subsidiary, Lucky Famous. As a result of the 51% shareholding in AP Group Investment, all members of the AP Group are subsidiaries of the Company and their financial results have been consolidated into the Group’s consolidated financial statements prior to the deconsolidation of the AP Group becoming effective on 1 April 2018. The AP Group was principally engaged in the provision of self-improvement and self-enhancement training programs in Hong Kong at all material times.

於二零一九年九月二十六日，本集團於香港高等法院原訴法庭遞交一份經修訂傳訊令狀及一份申索背書。根據經修訂令狀，本集團就(a)調整金額20,400,000港元；(b)利息；(c)訟費；及(d)進一步及／或其他濟助向賣方及擔保人提出索償，亦就(e)損害賠償合共20,400,000港元；(f)利息；(g)訟費；及(h)進一步及／或其他濟助向陳思朗先生（「陳」）及林樺女士（「林」）提出索償（統稱「法律訴訟」）。董事會認為，陳及林（各自於二零一八年七月十八日辭任前擔任愛拼集團控股前任董事）可能因以下事項而違反合約中彼等之職責及責任及違反侵權法，其中包括未編製愛拼集團控股截至二零一五年十二月三十一日止年度之經審核綜合財務報表、未向愛拼集團控股核數師提供彼等要求以支持彼等審核之書面資料以及未保存及／或存置有關愛拼集團控股所訂立交易、其財務狀況及其財務表現的充足會計記錄。

有關愛拼收購訴訟的詳情載於本公司日期為二零一八年六月十二日、二零一八年六月二十六日及二零一八年七月十六日之公告內。

(2)(b) 愛拼管理人員訴訟

於二零一八年七月二十六日，本公司（作為第一原告人）與愛拼集團控股（作為第二原告人）入稟香港高等法院，向第一被告人陳及第二被告人林（統稱「被告人」）就以下詳述之事項發出傳訊令狀（「愛拼管理人員訴訟」）。陳及林為愛拼集團控股的前任董事，直至彼等各自於二零一八年七月十八日辭任。陳及／或其受控公司以及林之受控公司，在所有關鍵時間亦為愛拼集團其他成員公司之前任董事。

本公司為透過其全資附屬公司Lucky Famous持有愛拼集團控股51%股權之主要股東。由於持有愛拼集團控股51%股權，愛拼集團控股之所有成員公司為本公司之附屬公司，其財務業績已於愛拼集團取消綜合入賬於二零一八年四月一日生效前於本集團之綜合財務報表綜合入賬。愛拼集團在所有關鍵時間主要從事在香港提供自我增值及自我提升培訓計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

At all material times and during the tenure of office of the Defendants as directors of AP Group Investment, in reliance of the experience and expertise of the Defendants in running the AP Group, it was agreed by the parties that the Defendants were wholly responsible for the efficient and proper management and operation of the AP Group, including but not limited to, the efficient daily operations of the AP Group, keeping proper books and records of the AP Group at all times for inspection by the Group, and the provision of weekly cash and bank balance reports, annual budget and monthly financial reports of AP Group Investment, including that of all the other members of the AP Group to the Company, within 15 days after each month's end. After the resignations of the Defendants as directors of AP Group Investment on 18 July 2018, the Defendants failed to deliver up all the accounting books and financial records of, and all businesses records in connection with, the running of the AP Group, including but not limited to records in relation to the students' records, instructors' records and information on potential litigations, for the period of seven years immediately prior to the date of their resignations as director of AP Group Investment on 18 July 2018 ("Full Business Records") to the Group.

In order to safeguard the legitimate rights and interests of the Group, after seeking legal advice, the Group has commenced legal proceeding against the Defendants. The Group claimed against the Defendants for the reliefs, including but not limited to, delivering up of the Full Business Records, accounting for the assets of the AP Group that were in the power, possession or control of the Defendants and damages to be assessed.

Details of the AP Management Litigation are set out in the Company's announcement dated 27 July 2018.

在所有關鍵時間及被告人作為愛拼集團控股董事的任期內，依據被告人營運愛拼集團的經驗及專業知識，訂約方同意由被告人全權負責愛拼集團有效及妥善之管理及營運，包括但不限於愛拼集團之有效日常營運，無論何時均保存愛拼集團適當之賬簿及記錄以供本集團查閱，提供每週現金及銀行結餘報告、年度預算及於各月結日後15天內向本公司提供愛拼集團控股（包括愛拼集團所有成員公司）之月度財務報告。於二零一八年七月十八日被告人辭任愛拼集團控股董事後，被告人未能向本集團提供緊接二零一八年七月十八日被告人辭任愛拼集團控股董事前七年期間所有與愛拼集團營運有關之會計賬簿、財務記錄及所有業務記錄，包括但不限於有關學生記錄、講師記錄及潛在訴訟資料之記錄（「完整商業記錄」）。

為保障本集團的合法權益，經尋求法律意見後本集團已向被告人展開法律訴訟。本集團向被告人提出濟助索償，包括但不限於遞交完整商業記錄、屬被告人權力、管有或控制之愛拼集團的資產核算以及待評估之損害賠償。

有關愛拼管理人員訴訟的詳情載於本公司日期為二零一八年七月二十七日之公告內。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

(2)(c) Settlement of the AP Acquisition Litigation and the AP Management Litigation

On 1 February 2021, Lucky Famous, the Vendor, the Guarantor, Chan, Lim, Very Easy Limited ("Very Easy"), a company wholly owned by Chan, and City Link Consultancy Limited ("City Link"), a company wholly owned by Lim, without admission of any liability in relation to the Legal Action, had amicably resolved and entered into a settlement agreement ("Settlement Agreement") in relation to the final and full settlement of the Disputes (as defined below). In accordance with the Settlement Agreement, the parties agreed that (i) the disputes in the Legal Action; and (ii) any other claims and complaint that the parties to the Settlement Agreement may have against each other arising out of or in connection with the sale and purchase agreement in respect of the sale and purchase of 510 shares of AP Group Investment entered into by and among the Vendor, Very Easy, City Link, Chan and Lim in 2015 and the SP Agreement (collectively, the "Disputes") shall be settled in full.

In accordance with the terms of the Settlement Agreement, (i) the Vendor and the Guarantor shall pay to the Group a sum of HK\$1,500,000 at the time of signing of the Settlement Agreement in full and final settlement of the Disputes; (ii) Chan shall pay to the Group a sum of HK\$2,700,000 in full and final settlement of the Disputes, by paying (a) a sum of HK\$1,300,000 at the time of signing of the Settlement Agreement; (b) a sum of HK\$23,500 per month for 59 months starting from 1 March 2021 up to 1 January 2026; and (c) a final sum of HK\$13,500 on or before 1 February 2026; (iii) Lim shall pay to the Group a sum of HK\$1,800,000 in full and final settlement of the Disputes, by paying (a) a sum of HK\$200,000 at the time of signing of the Settlement Agreement; (b) a sum of HK\$26,500 per month for 59 months starting from 1 March 2021 up to 1 January 2026; and (c) a final sum of HK\$36,500 on or before 1 February 2026; and (iv) within 7 days of the date of the Settlement Agreement, Lucky Famous or its legal representatives shall file at the Court of First Instance of the High Court of Hong Kong a consent summons for discontinuing the Legal Action with no order as to costs. The Group shall be entitled as of right to take immediate legal action, including commencing bankruptcy proceedings without further notice if Chan and/or Lim fail(s) to make full and timely payment of any of the instalment(s) under (ii) and (iii) above.

Details of the Settlement Agreement are set out in the announcement of the Company dated 1 February 2021.

On 16 February 2021, the High Court of Hong Kong granted an order by consent that, amongst others, Lucky Famous do have leave to discontinue the Legal Action against the Vendor, the Guarantor, Chan and Lim.

(2)(c) 愛拼收購訴訟及愛拼管理人員訴訟之和解

於二零二一年二月一日，Lucky Famous、賣方、擔保人、陳、林、Very Easy Limited（「Very Easy」）（一間由陳全資擁有的公司）及City Link Consultancy Limited（「City Link」）（一間由林全資擁有的公司）在並無接納任何有關法律訴訟責任的情況下已友好議決並就最終及全面解決爭議（定義見下文）訂立和解協議（「和解協議」）。根據和解協議，各訂約方已同意(i)法律訴訟中的爭議；及(ii)和解協議各訂約方可能因或就賣方、Very Easy、City Link、陳及林於二零一五年就買賣愛拼集團控股510股股份而訂立的買賣協議及該買賣協議而對彼此提出的任何其他申索及申訴（統稱「爭議」）應獲全數解決。

根據和解協議的條款，(i)賣方及擔保人須於簽署和解協議時向本集團悉數支付1,500,000港元以全面及最終解決爭議；(ii)陳須向本集團悉數支付2,700,000港元，通過(a)於簽署和解協議時支付1,300,000港元；(b)自二零二一年三月一日起至二零二六年一月一日止59個月每月支付23,500港元；及(c)於二零二六年二月一日或之前支付最後一筆款項13,500港元，以全面及最終解決爭議；(iii)林須向本集團悉數支付1,800,000港元，通過(a)於簽署和解協議時支付200,000港元；(b)自二零二一年三月一日起至二零二六年一月一日止59個月每月支付26,500港元；及(c)於二零二六年二月一日或之前支付最後一筆款項36,500港元，以全面及最終解決爭議；及(iv)和解協議日期後7日內，Lucky Famous或其法定代表須向香港高等法院原訟法庭遞交一份終止法律訴訟之同意傳票，當中不就訟費頒發命令。倘陳及／或林未能根據上述第(ii)及第(iii)項及時全額支付任何分期付款，則本集團有權立即採取法律行動（包括展開破產程序）而毋須另行通知。

有關和解協議的詳情載於本公司日期為二零二一年二月一日之公告內。

香港高等法院於二零二一年二月十六日頒佈一項命令（其中包括），Lucky Famous獲准終止對賣方、擔保人、陳及林之法律訴訟。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Without prejudice to any right against the Vendor and the Guarantor under the SP Agreement, the AP Receivable was HK\$20,400,000 as at 31 December 2020. Based on the valuation performed by an independent professional valuer using the probability-weighted method, the Group had recognised an expected credit loss allowance on the AP Receivable of approximately HK\$1,246,000 and approximately HK\$12,200,000 for the years ended 31 December 2019 and 2018, respectively. By reference to the status of the AP Acquisition Litigation, additional lifetime expected credit loss allowance on the AP Receivable of approximately HK\$3,954,000 was further provided for the year ended 31 December 2020. A reversal of such credit loss allowance on the AP Receivable of approximately HK\$100,000 was recognised for the Period.

TREASURY POLICY

The Group adopts a conservative treasury policy. Treasury activities are centralised and the Group normally invests in portfolios comprising diverse products. It has guidelines in place to monitor and control investment risk exposure and to manage capital. The Board closely reviews the Group's liquidity position to ensure the Group has a liquidity structure, with assets, liabilities and other commitments, adequate for meeting its funding requirements at all times.

UPDATES ON RESULTS OF PERFORMANCE GUARANTEE

Details of the results of performance guarantee in relation to the acquisition of 51% equity interest in AP Group Investment are set out in the sub-section headed "Litigations" in the section headed "Management Discussion and Analysis" in this report.

MATERIAL TRANSACTION

The Group did not have any material acquisition or disposal during the Period.

Employees and remuneration policies

As at 31 March 2021, the Group had 35 employees (31 December 2020: 35 employees). The Group's remuneration policy emphasises equality, motivation and performance of the employees, with a principle to strengthen its competitiveness in the market and comply with statutory requirements of Hong Kong. Remuneration packages are generally reviewed annually. Apart from salary payments, other staff benefits include provident fund contributions, medical insurance coverage and discretionary performance-related bonuses. The Group also has a share option scheme in place to reward and motivate employees. Details of the share option scheme of the Company are set out in the section headed "Other Information – Share Option Scheme" in this report.

在不影響賣方及擔保人於買賣協議項下任何權利的前提下，愛拼應收款項於二零二零年十二月三十一日為20,400,000港元。根據一名獨立專業估值師採用概率加權法進行的估值，於截至二零一九年及二零一八年十二月三十一日止年度，本集團已就愛拼應收款項分別確認預期信貸虧損撥備約1,246,000港元及約12,200,000港元。經參考愛拼收購訴訟的現狀後，於截至二零二零年十二月三十一日止年度進一步計提愛拼應收款項之額外整個存續期的預期信貸虧損撥備約3,954,000港元。於本期間確認有關愛拼應收款項信貸虧損撥備撥回約100,000港元。

庫務政策

本集團採取穩健的庫務政策。庫務活動較為集中且本集團傾向投資多元化產品組合。本集團訂有監察及管制投資風險及管理資本之指引。董事會密切檢討本集團的流動資金狀況，以確保本集團之資產、負債及其他承擔之流動資金架構在所有時間均能應付其資金需求。

有關履約擔保結果的更新資料

有關收購愛拼集團控股51%股權的履約擔保結果的詳情載於本報告「管理層討論及分析」一節「訴訟」分節內。

重大交易

本集團於本期間內並無任何重大收購或出售事項。

僱員及薪酬政策

於二零二一年三月三十一日，本集團聘用35名僱員（二零二零年十二月三十一日：35名僱員）。本集團乃以平等、激勵及僱員績效為導向制定薪酬政策，以提升市場競爭力為原則並遵守香港法例規定。薪酬待遇通常每年檢討。除薪金付款外，其他員工福利包括公積金供款、醫療保險及與表現掛鈎之酌情花紅。本集團亦設有購股權計劃以獎勵及激勵僱員。有關本公司購股權計劃的詳情載於本報告「其他資料—購股權計劃」一節。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Contingent liabilities

As at 31 March 2021, the Group did not have any significant contingent liabilities (31 December 2020: Nil).

Capital commitments

As at 31 March 2021, the capital commitments contracted but not provided for the development costs of intangible assets were approximately HK\$19,239,000 (31 December 2020: approximately HK\$38,477,000). Please refer to note 13 to the unaudited condensed consolidated financial statements contained in this report for details.

OUTLOOK

In 2020, the world has undergone the unprecedented challenge from COVID-19 pandemic. The pandemic turbulent has continued to disrupt our life, our society and the economy in fundamental. The world is with a hope to put an end to the pandemic turbulent by attaining herd immunity with the commencement of nation-wide vaccination campaigns in major countries in early 2021. Fueled by fiscal stimulus and a reopening economy, it is anticipated that the global trading and business activities will gradually pick up its momentum in 2021. Together with the uncertainties ahead, the Group is cautiously optimistic in the improvement of the global economic outlook.

On the other hand, disruption from COVID-19 pandemic has forced a change in people's lifestyle and has accelerated technology evolution and digitalisation. In the post-pandemic era, the technology regime has been redefined in adoption of new technology patterns in our social and digital life. Looking forward, the Group will continue to stay resilient and strengthen our footprint in the technology industry, with an aim to provide our customers with the best technology experience.

We insist that our people remains as our key to success. Amidst the pandemic time, health and safety of the Group's employees are always at the top of the Group's priority. Safety measures were taken to prevent spread of virus in the workplace. For examples, work-from-home arrangement has been implemented and frequent cleaning, disinfectant and face masks have been provided at the head office. Going forward, as a reliable and caring corporation, the Group will continue to implement appropriate and necessary safety measures in order to safeguard the health of its employees.

Mapping out sustainable and resilient strategy of the Group, the Group will continue to promote its strategy in technological empowerment, enhance customer satisfaction, and adhere to its prudent approach in achieving sustainable financial performance. Looking ahead, the Group will continue to endeavour to ensure a healthy momentum of its businesses and to withstand market risks and fluctuations ahead. The Group will also carefully monitor the overall market and maintain an appropriate balance of risks and opportunities in order to achieve sustainable growth and returns to the shareholders of the Company ("Shareholders").

或然負債

於二零二一年三月三十一日，本集團並無任何重大或然負債（二零二零年十二月三十一日：無）。

資本承擔

於二零二一年三月三十一日，就無形資產的開發成本之已訂約但未撥備的資本承擔約為19,239,000港元（二零二零年十二月三十一日：約38,477,000港元）。詳情請參閱本報告所載之未經審核簡明綜合財務報表附註13。

前景

二零二零年，世界經歷了COVID-19疫情帶來的前所未有的挑戰。疫情動蕩根本上持續影響我們的生活、社會及經濟。主要國家於二零二一年初開始開展全國疫苗接種運動後，世界希望通過實現群體免疫以結束疫情動蕩。在財政刺激及經濟復甦的推動下，預計全球貿易及業務活動將於二零二一年逐漸恢復。未來不確定性依然存在，但本集團對全球經濟前景發展持審慎樂觀態度。

另一方面，COVID-19疫情的影響令人們的生活方式發生改變，並加速技術革新及數字化。在疫情後時代，由於社會及數字生活採用新技術模式，技術體制已重新定義。展望未來，本集團將繼續保持韌性並鞏固我們於技術行業的地位，旨在為我們的客戶提供最佳技術體驗。

我們一直堅信我們的員工是我們成功的關鍵。於疫情期間，我們始終將本集團員工的健康與安全放在首位。我們採取一系列安全措施防止病毒在工作場所傳播，例如已實行在家辦公安排及於總部加密清潔次數、提供消毒液及口罩。未來，作為一家可靠及注重人本關懷的企業，本集團將繼續實施適當和必要的安全措施，以保障其員工的健康。

秉持本集團可持續且具韌性的策略，本集團將繼續提升其於技術賦權方面的策略、提高客戶滿意度，並堅持審慎經營實現可持續財務表現的方針。展望未來，本集團將繼續致力確保各項業務穩健發展以及應對未來市場風險及波動。本集團亦將審慎監察整體市場，在風險與機遇之間保持適當平衡，致力實現可持續的增長及為本公司股東（「股東」）創造回報。

DEALINGS FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as the required standard of dealings in respect to any dealings in the Company's securities by the Directors. Specific enquiries have been made to all Directors and they all confirmed they had complied with the said GEM Listing Rules during the Period.

DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS

None of the Directors or an entity connected with a Director is or was materially interested, whether directly or indirectly, in any transaction, arrangement or contract of significance subsisting during or at the end of the Period which is significant in relation to the business of the Group, nor had any Director had direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group at the end of the Period or at any time during the Period.

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

As at 31 March 2021, the interests or short positions of the Directors and the chief executive 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") (Chapter 571 of the Laws of Hong Kong) as recorded in the register required to be kept under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

Long positions in the ordinary shares ("Shares") of the Company and underlying Shares

Name of Director	Capacity	Number of Shares interested	Approximate percentage of the total issued share capital of the Company
董事姓名	身份	擁有權益的股份數目 (Note 1) (附註1)	佔本公司全部已發行股本概約百分比 (Note 2) (附註2)
Wong Jing Shong 黃靖淳	Beneficial owner 實益擁有人	333,336,177 (L)	75.0%

董事進行證券交易

本公司已採納GEM上市規則第5.48至5.67條作為董事買賣任何本公司證券的交易規定標準。經向全體董事作出特定查詢後，彼等均已確認於本期間內一直遵守上述GEM上市規則。

董事於合約或安排的權益

概無董事或與董事有關連的實體於本期間內或本期間結束時仍然生效且對本集團業務而言屬重大的任何重大交易、安排或合約中擁有或已擁有重大直接或間接權益，亦無任何董事於本集團任何成員公司於本期間結束時或本期間內任何時間所收購或出售或租賃或擬收購或出售或租賃的任何資產中擁有任何直接或間接權益。

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份或債券的權益或淡倉

於二零二一年三月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部的股份、相關股份或債券中擁有根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據GEM上市規則第5.46條所述有關董事進行交易的規定標準須另行知會本公司及聯交所的權益或淡倉如下：

於本公司普通股（「股份」）及相關股份的好倉

OTHER INFORMATION 其他資料

Notes:

1. "L" denotes a long position.
2. The total number of 444,448,237 Shares in issue as at 31 March 2021 has been used for the calculation of the approximate percentage.

Save as disclosed above, as at 31 March 2021, none of the Directors nor chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in the sub-section headed "Share Option Scheme" in the section headed "Other Information" in this report, at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors and the chief executive, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

SHARE OPTION SCHEME

A share option scheme ("Share Option Scheme") was approved by the Shareholders in the annual general meeting of the Company on 13 June 2017 and adopted on 15 June 2017.

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

The Directors may subject to the provisions of the Share Option Scheme and the GEM Listing Rules, invite any person belonging to any of the following classes of eligible participants, to take up share options to subscribe for Shares: (a) any eligible employee (whether full time or part time, including any executive Director but excluding any non-executive Director) of the Company, any of its subsidiaries or any entity in which any member of the Group holds any equity interest ("invested entity"); (b) any non-executive Director (including independent non-executive Directors) of the Company, any of its subsidiaries or any invested entity; and (c) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any invested entity.

附註：

1. 「L」代表好倉。
2. 概約百分比按於二零二一年三月三十一日的已發行股份總數444,448,237股計算。

除上述所披露外，於二零二一年三月三十一日，董事或本公司主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中，擁有或被視作擁有任何根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據GEM上市規則第5.46條所述有關董事進行交易的規定標準須另行知會本公司及聯交所的權益或淡倉。

董事及主要行政人員收購股份或債務證券的權利

除本報告「其他資料」一節「購股權計劃」分節所披露者外，於本期間內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事及主要行政人員、彼等各自的配偶或18歲以下子女可藉著購入本公司或任何其他法團的股份或債券而獲利。

購股權計劃

購股權計劃（「購股權計劃」）已獲股東於二零一七年六月十三日的本公司股東週年大會上通過，並於二零一七年六月十五日獲採納。

購股權計劃乃為本公司向合資格參與者授予購股權，以獎勵或嘉許彼等為本集團所立下的貢獻及／或為本集團招攬並挽留優秀幹練的員工和吸納對本集團以至本集團任何成員公司持有股權的任何實體而言極具價值的人力資源而設。

因應購股權計劃的條文及GEM上市規則，董事可邀請任何屬於下列合資格參與者類別的人士接納可認購股份的購股權：(a)本公司、其任何附屬公司或本集團任何成員公司持有任何股權的任何實體（「受投資實體」）的任何合資格僱員（不論屬全職或兼職，包括任何執行董事，惟任何非執行董事除外）；(b)本公司、其任何附屬公司或任何受投資實體的任何非執行董事（包括獨立非執行董事）；及(c)本集團任何成員公司或任何受投資實體在任何業務或業務發展範疇的任何顧問（專業或其他類型）或諮詢人。

OTHER INFORMATION 其他資料

The Share Option Scheme shall continue in force for a period of 10 years commencing on its adoption date. The Share Option Scheme will remain in force until 15 June 2027 and after such date no further options shall be offered but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted before its expiry or termination but not yet exercised.

The maximum number of Shares which may be allotted and issued upon exercise of all options to be granted at any time under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 10% of the issued Shares on the date of Shareholders' approval of the Share Option Scheme or the date of Shareholders' approval of a refreshment of such limit in a general meeting of the Company ("General Scheme Limit"). Previously granted options which may be outstanding, cancelled, lapsed or exercised will not be counted for the purpose of calculating the General Scheme Limit.

The limit on the number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the total Shares in issue from time to time.

Each grant of options under the Share Option Scheme to any Director, chief executive of the Company or substantial Shareholder (as defined in the GEM Listing Rules) or any of their respective associates must be approved by independent non-executive Directors (excluding independent non-executive Director who or whose associate is the proposed grantee). Where any grant of options to a substantial Shareholder (as defined in the GEM Listing Rules) or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (a) representing in aggregate over 0.1% of the Shares in issue; and (b) having an aggregate value, based on the closing price of the Shares as at the date of each grant, in excess of HK\$5,000,000, such further grant of options must be approved by the Shareholders in general meeting.

Upon acceptance of an option granted under the Share Option Scheme, the eligible participant shall pay HK\$1.00 to the Company as consideration for the grant. Such option will be offered for acceptance within such time specified in the offer which shall not be later than 21 days from the date on which the offer is made.

購股權計劃自其採納日期起十年期間內持續有效。購股權計劃將有效至二零二七年六月十五日，於該日期後，將不會進一步授出任何購股權，惟購股權計劃的條文仍具十足效力及效用，致使於購股權計劃屆滿或終止前授出但尚未行使的任何購股權得以行使。

因根據購股權計劃及本集團任何其他購股權計劃項下隨時授出的所有購股權獲行使而可予配發及發行的股份最高數目，合共不得超過於股東批准購股權計劃日期或股東於本公司股東大會上批准更新有關限額日期之已發行股份的10%（「一般計劃限額」）。於計算一般計劃限額時，可能尚未行使、已註銷、已失效或已行使的過往授出購股權將不予計算。

購股權計劃及本集團任何其他購股權計劃項下所有已授出且尚未行使的購股權獲行使時，可能配發及發行的股份數目上限合共不得超過不時已發行股份總數的30%。

根據購股權計劃向本公司任何董事、主要行政人員或主要股東（定義見GEM上市規則）或彼等各自之任何聯繫人士授出的每份購股權必須獲獨立非執行董事（不包括身為或其聯繫人士身為建議承授人之獨立非執行董事）批准。倘向主要股東（定義見GEM上市規則）或獨立非執行董事或彼等各自之任何聯繫人士授出購股權，會令有關人士於直至及包括獲授購股權當日之12個月期間內已經及將會獲授之所有購股權（包括已行使、已註銷及尚未行使之購股權）獲行使時，已經及將予發行之股份：(a)合共超過已發行股份之0.1%；及(b)按每次授出購股權當日股份之收市價計算，總值超過5,000,000港元；有關進一步授出購股權必須在股東大會上獲股東批准。

接納購股權計劃項下授出的購股權後，每名合資格參與者須就有關授出向本公司支付代價1.00港元。有關購股權將於要約內訂明之時間（即作出要約當日起計不遲於21日）內授出以供接納。

OTHER INFORMATION 其他資料

The total number of Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Group (including exercised and outstanding options) to each participant in any 12-month period shall not exceed 1% of the Shares in issue. The exercise price for the options granted under the Share Option Scheme shall be determined at the discretion of the Board but in any event shall be at least the highest of: (i) the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Share.

During the Period and as at the date of this report, there was no outstanding share option under the Share Option Scheme.

As at 31 March 2021 and at the date of this report, the total number of Shares available for issue under the Share Option Scheme is 44,444,823, representing approximately 10% of the issued share capital of the Company as at the date of this report.

INTERESTS DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS INTEREST IN SECURITIES

Substantial Shareholders

Save for the interest in Shares held by Mr. Wong Jing Shong, an executive Director and the Chairman of the Board, as disclosed in the sub-section headed "Directors' and chief executive's interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations" in the section headed "Other Information" in this report, the Directors were not aware of any other person (other than Directors or the chief executive of the Company) who, as at 31 March 2021, had, or was deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

CHANGE OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

On 8 February 2021, Mr. Zhang Long resigned as an executive Director and the chief executive officer of the Company due to his other business commitments which require more of his time. Mr. Lau Siu Cheong was appointed as an executive Director and the chief executive officer of the Company with effect from 8 February 2021.

行使按照購股權計劃及本集團任何其他購股權計劃項下授出的購股權(包括已行使及尚未行使的購股權)後,於任何12個月期間內向各參與人發行及將予發行的股份總數,不得超逾已發行股份的1%。購股權計劃項下已授出購股權的行使價可由董事會酌情釐定,惟於任何情況下須最少達到以下各項的最高者:(i)股份於授出日期(必須為營業日)在聯交所每日報價表中所列的收市價;(ii)股份於緊接授出日期前五個營業日在聯交所每日報價表中所列的平均收市價;及(iii)股份的面值。

於本期間及於本報告日期,購股權計劃項下概無尚未行使的購股權。

於二零二一年三月三十一日及本報告日期,根據購股權計劃可供發行之股份總數為44,444,823股,相當於本公司於本報告日期已發行股本之約10%。

根據證券及期貨條例須予披露的權益以及主要股東及其他人士於證券的權益

主要股東

除本報告「其他資料」一節中「董事及主要行政人員於本公司或任何相聯法團的股份、相關股份或債券的權益或淡倉」分節所披露由執行董事兼董事會主席黃靖淳先生所持股份之權益外,於二零二一年三月三十一日,除董事或本公司主要行政人員外,董事會並不知悉任何其他人士於股份或相關股份中,擁有或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露或記錄於本公司根據證券及期貨條例第336條須存置的登記冊內的權益或淡倉。

執行董事及行政總裁變更

於二零二一年二月八日,張龍先生因需投入更多時間於其他事務而辭任本公司執行董事及行政總裁。劉兆昌先生獲委任為本公司執行董事及行政總裁,自二零二一年二月八日起生效。

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

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

COMPETING INTEREST

Mr. Wong Jing Shong ("Mr. Wong"), an executive Director and the Chairman of the Board and the controlling Shareholder, has been a director of each of EPRO Systems (HK) Limited ("EPRO HK"), EPRO Systems (China) Limited, EPRO Technology Limited and EPRO Limited since July 2017, the chief executive officer of EPRO HK since January 2018, all of which were wholly-owned subsidiaries of CONCORD-LINKED LIMITED (協盟有限公司) ("CONCORD") (abovementioned subsidiaries, together with CONCORD, the "CONCORD Group"). CONCORD is a subsidiary of Hang Tai Yue Group Holdings Limited (恆泰裕集團控股有限公司) ("Hang Tai Yue Group") (stock code: 8081), a company listed on GEM of the Stock Exchange. Mr. Wong has been further employed as (i) the chief executive officer of the CONCORD Group; and (ii) an executive director of EPRO HK for a term of three years since May 2019. He has also been appointed as a director of CONCORD. As at 31 March 2021, CONCORD was owned as to 49% by Mr. Wong and as to 51% by Hang Tai Yue Group. The CONCORD Group is principally engaged in the provision of professional I.T. contract and maintenance services.

Mr. Zhang Long, a former executive Director and chief executive officer of the Company, who resigned on 8 February 2021, has also been a director of each of EPRO HK, EPRO Systems (China) Limited, EPRO Technology Limited and EPRO Limited since 2017.

The CONCORD Group may compete with the Corporate Management Solutions and I.T. Contract Services Business undertaken by the Group in Hong Kong and overseas.

Save as disclosed above, none of the Directors (including any person who at any time during the Period was a Director), controlling Shareholder, nor their respective close associates (as defined under the GEM Listing Rules) had any interest in a business, apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group during the Period.

CORPORATE GOVERNANCE

During the Period, the Company has complied with the code provisions set out in Appendix 15 to the GEM Listing Rules.

購買、出售或贖回本公司上市證券

於本期間內，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

競爭權益

執行董事兼董事會主席兼控股股東黃靖淳先生（「黃先生」），自二零一七年七月起一直擔任易寶系統（香港）有限公司（「易寶香港」）、易寶系統（中國）有限公司、易寶科技有限公司及易寶有限公司各自的董事，自二零一八年一月起擔任易寶香港的行政總裁，所有該等公司均為協盟有限公司（「協盟」）的全資附屬公司（上述附屬公司連同協盟統稱為「協盟集團」）。協盟為恆泰裕集團控股有限公司（「恆泰裕集團」，股份代號：8081，於聯交所GEM上市之公司）的附屬公司。自二零一九年五月起，黃先生已獲進一步聘任為(i)協盟集團的行政總裁；及(ii)易寶香港的執行董事，為期三年。彼亦已獲委任為協盟董事。於二零二一年三月三十一日，協盟由黃先生及恆泰裕集團分別擁有49%及51%權益。協盟集團主要從事提供專業資訊科技合約及維護服務。

本公司前任執行董事兼行政總裁張龍先生（彼於二零二一年二月八日辭任）自二零一七年起亦一直擔任易寶香港、易寶系統（中國）有限公司、易寶科技有限公司及易寶有限公司各自之董事。

協盟集團可能與本集團於香港及海外開展的企業管理解決方案及資訊科技合約服務業務構成競爭。

除上文披露者外，於本期間內，概無董事（包括於本期間任何時候為董事之任何人士）、控股股東或彼等各自的緊密聯繫人（定義見GEM上市規則）於與本集團業務直接或間接構成或可能構成競爭的業務（本集團業務除外）中擁有任何權益。

企業管治

於本期間內，本公司已遵守GEM上市規則附錄十五所載守則條文。

OTHER INFORMATION

其他資料

AUDIT COMMITTEE

The Company established the audit committee of the Board ("Audit Committee") with written terms of reference in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The Audit Committee's principal duties are to review and supervise the financial reporting process, risk management and internal control procedures of the Group. The Audit Committee currently comprises three independent non-executive Directors, namely, Mr. Cheng Hong Kei (the chairman of the Audit Committee), Mr. Chan Yung and Professor Chui Tsan Kit. The Audit Committee meets at least quarterly each year. The Group's unaudited condensed consolidated financial statements for the Period have been reviewed by the Audit Committee.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors, as at the latest practicable date prior to the issue of this report, the Company has maintained the prescribed public float under the GEM Listing Rules.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all our business partners, the Shareholders and customers for their support to the Company.

ON BEHALF OF THE BOARD

GET Holdings Limited

Wong Jing Shong

Chairman and Executive Director

7 May 2021

As at the date of this report, the Board consists of two executive Directors, namely Mr. Wong Jing Shong and Mr. Lau Siu Cheong; and three independent non-executive Directors, namely Mr. Chan Yung, Mr. Cheng Hong Kei and Professor Chui Tsan Kit.

審核委員會

根據GEM上市規則第5.28至5.33條的規定，本公司已成立董事會審核委員會（「審核委員會」），並以書面訂明職權範圍。審核委員會的主要職責為檢討與監督本集團的財務申報程序、風險管理及內部監控程序。審核委員會現時由三名獨立非執行董事，即鄭康棋先生（審核委員會主席）、陳勇先生及徐燦傑教授組成。審核委員會至少每年每個季度舉行會議。審核委員會已審閱本集團本期間的未經審核簡明綜合財務報表。

足夠公眾持股量

根據本公司可取得的公開資料及據董事知悉，於本報告刊發日期前之最後實際可行日期，本公司已維持GEM上市規則所規定的公眾持股量。

致謝

本人謹代表董事會，藉此機會衷心感謝所有業務夥伴、股東及客戶對本公司的支持。

代表董事會

智易控股有限公司

主席兼執行董事

黃靖淳

二零二一年五月七日

於本報告日期，董事會成員包括兩名執行董事，即黃靖淳先生及劉兆昌先生；及三名獨立非執行董事，即陳勇先生、鄭康棋先生及徐燦傑教授。