

MINDTELL TECHNOLOGY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 8611

FIRST QUARTERLY REPORT 第一季度業績報告 2021



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

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

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

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

香港聯合交易所有限公司(「聯交所」)GEM之特色

GEM之定位，乃為中小型公司提供一個上市之市場，此等公司相比起其他在聯交所上市之公司帶有較高投資風險。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之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買賣之證券可能會較於聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，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之任何損失承擔任何責任。

本報告之資料乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關Mindtell Technology Limited(「本公司」)之資料；本公司董事(「董事」)願就本報告之資料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，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

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The board of Directors (the “Board”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 28 February 2021, together with the comparative unaudited figures for the corresponding period in 2020, as follows:

董事會(「董事會」)欣然呈列本公司及其附屬公司(統稱「本集團」)截至二零二一年二月二十八日止三個月之未經審核簡明綜合業績，連同於二零二零年同期之可比較未經審核數據載列如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 28 February 2021

簡明綜合損益及其他全面收益表

截至二零二一年二月二十八日止三個月

		(Unaudited) (未經審核)		
		For the three months ended 28 February 2021 截至二零二一年 二月二十八日 止三個月 RM'000 馬幣千元	For the three months ended 29 February 2020 截至二零二零年 二月二十九日 止三個月 RM'000 馬幣千元	
	Notes 附註			
Revenue	收益	4	1,842	2,270
Cost of services and materials sold	服務及已售材料成本		(1,185)	(1,722)
Gross profit	毛利		657	548
Other income	其他收入	5	33	19
Administrative expenses	行政開支		(1,783)	(2,096)
Finance costs	融資成本	6	(18)	(20)
Loss before income tax	除所得稅前虧損	6	(1,111)	(1,549)
Income tax expenses	所得稅開支	7	-	-

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 28 February 2021

簡明綜合損益及其他 全面收益表

截至二零二一年二月二十八日止三個月

		(Unaudited) (未經審核)	
		For the three months ended 28 February 2021 截至二零二一年 二月二十八日 止三個月 RM'000 馬幣千元	For the three months ended 29 February 2020 截至二零二零年 二月二十九日 止三個月 RM'000 馬幣千元
	<i>Notes</i> 附註		
Loss for the period	本期間虧損	(1,111)	(1,549)
Other comprehensive income	其他全面收益	-	-
Total comprehensive loss for the period	本期間全面總虧損	(1,111)	(1,549)
Loss per share, basic and diluted (RM cents)	每股虧損 (基本及攤薄) (馬幣分)	(0.28)	(0.40)
	8		

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 28 February 2021

簡明綜合權益變動表

截至二零二一年二月二十八日止三個月

		Reserves 儲備					Total 總計
		Share capital 股本 RM'000 馬幣千元	Share premium 股份溢價 RM'000 馬幣千元	Capital reserve 資本儲備 RM'000 馬幣千元	Exchange reserve 匯兌儲備 RM'000 馬幣千元	Accumulated losses 累計虧損 RM'000 馬幣千元	
At 1 December 2020 (Audited)	於二零二零年 十二月一日 (經審核)	2,067	28,732	4,952	(318)	(13,359)	22,074
Loss for the period and total comprehensive loss for the period	本期間虧損及 本期間全面 總虧損	-	-	-	-	(1,111)	(1,111)
At 28 February 2021 (Unaudited)	於二零二一年 二月二十八日 (未經審核)	2,067	28,732	4,952	(318)	(14,470)	20,963
At 1 December 2019 (Audited)	於二零一九年 十二月一日 (經審核)	2,067	28,732	4,952	(354)	(2,167)	33,230
Loss for the period and total comprehensive loss for the period	本期間虧損及 本期間全面 總虧損	-	-	-	-	(1,549)	(1,549)
At 29 February 2020 (Unaudited)	於二零二零年 二月二十九日 (未經審核)	2,067	28,732	4,952	(354)	(3,716)	31,681

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 27 February 2018. The Company's shares were listed on GEM of the Stock Exchange on 22 October 2018 (the "Listing"). The address of the Company's registered office is Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business in Hong Kong is Unit 1802, 18/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong. The Group's headquarter is situated at B-7-7, Sky Park @ One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor, Malaysia.

The principal activity of the Company is an investment holding company. The Group is principally engaged in the provision of system integration and development services, IT outsourcing services and maintenance and consultancy services.

The unaudited condensed consolidated financial statements are presented in Malaysian Ringgit ("RM") and all amounts have been rounded to the nearest thousand ("RM'000"), unless otherwise indicated.

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

1. 公司資料

本公司於二零一八年二月二十七日在開曼群島註冊成立為獲豁免有限公司。本公司股份於二零一八年十月二十二日在聯交所 GEM 上市（「上市」）。本公司註冊辦事處之地址為 Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，其香港主要營業地點為香港中環都爹利街11號律敦治中心律敦治大廈18樓1802室。本集團之總部位於B-7-7, Sky Park @ One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor, Malaysia。

本公司之主要業務為投資控股公司。本集團主要從事提供系統整合及開發服務、資訊科技外判服務，以及維修及顧問服務。

未經審核簡明綜合財務報表以馬幣（「馬幣」）呈列。除另有說明外，所有金額均湊整至最近千位（「馬幣千元」）。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements of the Group for the three months ended 28 February 2021 (the “First Quarterly Financial Statements”) are prepared in accordance with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

The preparation of the First Quarterly Financial Statements requires the management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a period to date basis. Actual results may differ from these estimates.

The First Quarterly Financial Statements include an explanation of events and transactions that are significant to an understanding of the changes in financial performance of the Group since 30 November 2020, and therefore, do not include all of the information required for full set of financial statements prepared in accordance with the International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Boards (the “IASB”), which collective term includes all applicable individual IFRSs, International Accounting Standards and Interpretations issued by the IASB. They shall be read in conjunction with the audited consolidated financial statements of the Group for the year ended 30 November 2020 (the “2020 Financial Statements”).

未經審核簡明綜合財務報表附註

截至二零二一年二月二十八日止三個月

2. 編製基準及主要會計政策

本集團截至二零二一年二月二十八日止三個月之未經審核簡明綜合財務報表（「第一季度財務報表」）乃按GEM上市規則第18章之適用披露規定而編製。

編製第一季度財務報表需要管理層就對以一年為基礎之會計政策運用、資產及負債、收入及支出之列報額有影響之事宜作出判斷、估計及假設。實際結果可能有別於此等估算。

第一季度財務報表包括針對自二零二零年十一月三十日起就理解本集團財務表現而具有重大意義之事件及交易所作之解釋，因此，並不包括根據國際會計準則理事會（「國際會計準則理事會」）頒佈之國際財務報告準則（「國際財務報告準則」）（其為國際會計準則理事會頒佈之所有適用獨立國際財務報告準則、國際會計準則及詮釋之統稱）編製之全份財務報表所規定之全部資料。此報表應與本集團截至二零二零年十一月三十日止年度的經審核綜合財務報表（「二零二零年財務報表」）一併閱讀。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES *(continued)*

The First Quarterly Financial Statements have been prepared on the historical costs basis.

The accounting policies and methods of computation applied in the preparation of the First Quarterly Financial Statements are consistent with those applied in the preparation of the 2020 Financial Statements. The adoption of the new/revised IFRSs that are relevant to the Group and effective from the current period had no significant effects on the results and financial position of the Group for the current and prior periods.

Future changes in IFRSs

At the date of authorisation of the First Quarterly Financial Statements, the Group has not early adopted the new/revised IFRSs that have been issued but are not yet effective. The Directors do not anticipate that the adoption of the new/revised IFRSs in future periods will have any material impact on the Group's consolidated financial statements.

3. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being identified as the chief operating decision makers (the "CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

2. 編製基準及主要會計政策 (續)

第一季度財務報表乃按歷史成本基準編製。

編製第一季度財務報表採用之會計政策及計算方法與編製二零二零年財務報表所採用者相同。本期間採用新訂／經修訂國際財務報告準則對本集團本期間及過往期間的業績及財務狀況並無重大影響。

國際財務報告準則之未來變動

於批准第一季度財務報表當日，本集團並無提早採用已頒佈惟尚未生效之新訂／經修訂國際財務報告準則。董事預期於未來期間採用該等新訂／經修訂國際財務報告準則對本集團之綜合財務報表並無任何重大影響。

3. 分部資料

向本公司執行董事(即被識別為主要營運決策者(「主要營運決策者」))呈報之資料，就資源分配及評估分部表現而言，著重於已交付或提供之物品或服務之類型。於達致本集團可呈報分部時，並無綜合主要營運決策者所識別之經營分部。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

3. SEGMENT INFORMATION *(continued)*

Specifically, the Group's reportable and operating segments are:

- (i) system integration and development services;
- (ii) IT outsourcing services; and
- (iii) maintenance and consultancy services.

Segment revenue and results

Segment revenue represents revenue derived from the system integration and development services, IT outsourcing services and maintenance and consultancy services.

Segment results represent the gross profit reported by each segment without allocation of other income, administrative expenses, finance costs and income tax expenses. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

No analysis of the Group's assets and liabilities by operating segments is presented as it is not regularly provided to the CODM for review.

In addition, the Group's place of domicile is Malaysia, where the central management and control is located.

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

3. 分部資料(續)

具體而言，本集團之可呈報及經營分部為：

- (i) 系統整合及開發服務；
- (ii) 資訊科技外判服務；及
- (iii) 維修及顧問服務。

分部收益及業績

分部收益指來自系統整合及開發服務、資訊科技外判服務以及維修及顧問服務之收益。

分部業績指各分部已呈報毛利，而並未分配之其他收入、行政開支、融資成本及所得稅開支。就資源分配及表現評估而言，此乃向本集團之主要營運決策者呈報之方法。

由於本集團按經營分部劃分之資產及負債並無定期提供予主要營運決策者進行審閱，故並無呈報其分析。

此外，本集團之所在地為馬來西亞，即中央管理及控制之所在地。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

3. SEGMENT INFORMATION (continued)

Segment revenue and results (continued)

The segment information provided to the CODM for the reportable segments for the three months ended 28 February 2021 and 29 February 2020 is as follows:

		System integration and development services 系統整合及 開發服務 RM'000 馬幣千元	IT outsourcing services 資訊科技 外判服務 RM'000 馬幣千元	Maintenance and consultancy services 維修及 顧問服務 RM'000 馬幣千元	Total 總計 RM'000 馬幣千元
Three months ended 28 February 2021 (Unaudited)	截至二零二一年 二月二十八日止 三個月 (未經審核)				
Revenue from external customers and reportable segment revenue	來自外部客戶之 收益及可呈報 分部收益	941	702	199	1,842
Reportable segment results	可呈報分部業績	145	364	148	657
Other information: Amortisation	其他資料： 攤銷	496	-	-	496
Addition of intangible assets	添置無形資產	24	-	-	24

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

3. 分部資料(續)

分部收益及業績(續)

於截至二零二一年二月二十八日及二零二零年二月二十九日止三個月，就可呈報分部向主要營運決策者提供之分部資料如下：

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

3. SEGMENT INFORMATION (continued)

Segment revenue and results

(continued)

		System integration and development services 系統整合及 開發服務 RM'000 馬幣千元	IT outsourcing services 資訊科技 外判服務 RM'000 馬幣千元	Maintenance and consultancy services 維修及 顧問服務 RM'000 馬幣千元	Total 總計 RM'000 馬幣千元
Three months ended 29 February 2020 (Unaudited)	截至二零二零年 二月二十九日止 三個月 (未經審核)				
Revenue from external customers and reportable segment revenue	來自外部客戶之 收益及可呈報 分部收益	1,931	189	150	2,270
Reportable segment results	可呈報分部業績	310	100	138	548
Other information: Amortisation	其他資料: 攤銷	392	-	-	392
Addition of intangible assets	添置無形資產	1,038	-	-	1,038

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

3. 分部資料(續)

分部收益及業績(續)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

3. SEGMENT INFORMATION (continued)

Reconciliation of reportable segment results

		(Unaudited) (未經審核)	
		For the three months ended 28 February 2021 截至二零二一年 二月二十八日 止三個月 RM'000 馬幣千元	For the three months ended 29 February 2020 截至二零二零年 二月二十九日 止三個月 RM'000 馬幣千元
Reportable segment results	可呈報分部業績	657	548
Unallocated income and expenses:	未分配收入及 開支：		
Other income	其他收入	33	19
Administrative expenses	行政開支	(1,783)	(2,096)
Finance costs	融資成本	(18)	(20)
Loss before income tax	除所得稅前虧損	(1,111)	(1,549)
Income tax expenses	所得稅開支	-	-
Loss for the period	本期間虧損	(1,111)	(1,549)

Geographical information – Revenue from external customers

All the Group's revenue from external customers based on the location of external customers is derived from Malaysia for the three months ended 28 February 2021 and 29 February 2020.

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

3. 分部資料(續)

可呈報分部業績之對賬

(Unaudited)
(未經審核)

		For the three months ended 28 February 2021 截至二零二一年 二月二十八日 止三個月 RM'000 馬幣千元	For the three months ended 29 February 2020 截至二零二零年 二月二十九日 止三個月 RM'000 馬幣千元
Reportable segment results	可呈報分部業績	657	548
Unallocated income and expenses:	未分配收入及 開支：		
Other income	其他收入	33	19
Administrative expenses	行政開支	(1,783)	(2,096)
Finance costs	融資成本	(18)	(20)
Loss before income tax	除所得稅前虧損	(1,111)	(1,549)
Income tax expenses	所得稅開支	-	-
Loss for the period	本期間虧損	(1,111)	(1,549)

地區資料—來自外部客戶之 收益

截至二零二一年二月二十八日及二零二零年二月二十九日止三個月，按外部客戶之位置的本集團來自外部客戶的所有收益均源自馬來西亞。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

4. REVENUE

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

4. 收益

(Unaudited)
(未經審核)

		For the three months ended 28 February 2021	For the three months ended 29 February 2020
		截至二零二一年 二月二十八日 止三個月 RM'000 馬幣千元	截至二零二零年 二月二十九日 止三個月 RM'000 馬幣千元
System integration and development services:	系統整合及開發服務：		
Services provided	所提供服務	924	1,931
Sales of externally acquired/purchased hardware and software	銷售外部收購/購買之硬件及軟件	17	-
		941	1,931
IT outsourcing services	資訊科技外判服務	702	189
Maintenance and consultancy services	維修及顧問服務	199	150
		1,842	2,270
<i>Timing of revenue recognition:</i>	<i>收益確認之時間性：</i>		
At a point in time	某一時點	17	-
Over time	隨時間	1,825	2,270
		1,842	2,270

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

5. OTHER INCOME

		(Unaudited) (未經審核)	
		For the three months ended 28 February 2021 截至二零二一年二月二十八日止三個月 RM'000 馬幣千元	For the three months ended 29 February 2020 截至二零二零年二月二十九日止三個月 RM'000 馬幣千元
Interest income	利息收入	29	18
Others	其他	4	1
		33	19

6. LOSS BEFORE INCOME TAX

This is stated after charging:

		(Unaudited) (未經審核)	
		For the three months ended 28 February 2021 截至二零二一年二月二十八日止三個月 RM'000 馬幣千元	For the three months ended 29 February 2020 截至二零二零年二月二十九日止三個月 RM'000 馬幣千元
Finance costs	融資成本		
Interest expenses on interest-bearing borrowings	計息借貸之利息開支	8	10
Finance charges on lease liabilities	租賃負債之融資費用	10	10
		18	20

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

5. 其他收入

		(Unaudited) (未經審核)	
		For the three months ended 28 February 2021 截至二零二一年二月二十八日止三個月 RM'000 馬幣千元	For the three months ended 29 February 2020 截至二零二零年二月二十九日止三個月 RM'000 馬幣千元
Interest income	利息收入	29	18
Others	其他	4	1
		33	19

6. 除所得稅前虧損

除所得稅前虧損經扣除下列各項計算：

		(Unaudited) (未經審核)	
		For the three months ended 28 February 2021 截至二零二一年二月二十八日止三個月 RM'000 馬幣千元	For the three months ended 29 February 2020 截至二零二零年二月二十九日止三個月 RM'000 馬幣千元
Finance costs	融資成本		
Interest expenses on interest-bearing borrowings	計息借貸之利息開支	8	10
Finance charges on lease liabilities	租賃負債之融資費用	10	10
		18	20

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

6. LOSS BEFORE INCOME TAX

(continued)

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

6. 除所得稅前虧損(續)

(Unaudited)
(未經審核)

	For the three months ended 28 February 2021	For the three months ended 29 February 2020
	截至二零二一年 二月二十八日 止三個月 RM'000 馬幣千元	截至二零二零年 二月二十九日 止三個月 RM'000 馬幣千元
Other items		
Amortisation of intangible assets, included in administrative expenses	其他項目 無形資產攤銷 (計入行政 開支) 496	392
Auditors' remuneration	核數師薪酬 -	13
Cost of materials sold	已售材料成本 13	-
Depreciation of property, plant and equipment	物業、機器及 設備折舊 117	72
Depreciation of right-of-use assets	使用權資產 折舊 90	30

7. INCOME TAX EXPENSES

The group entities established in the Cayman Islands and the British Virgin Islands are exempted from income tax. No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in or derived from Hong Kong.

7. 所得稅開支

於開曼群島及英屬處女群島成立之集團實體獲豁免繳付當地所得稅。由於本集團並無於或自香港產生應課稅溢利，故並無計提香港利得稅。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

7. INCOME TAX EXPENSES (continued)

Malaysia CIT is calculated at 24% (2020: 24%) of the estimated assessable profits for the three months ended 28 February 2021. Malaysia incorporated entities with paid-up capital of RM2.5 million or less enjoy tax rate of 17% (2020: 17%) on the first RM600,000 (2020: RM600,000) and remaining balance of the estimated assessable profits at tax rate of 24% (2020: 24%) for the three months ended 28 February 2021. No Malaysia CIT has been provided for the three months ended 28 February 2021 and 29 February 2020 as the Group incurred a loss for taxation purposes in Malaysia.

Mixsol Sdn. Bhd. ("Mixsol") has obtained the pioneer status effective from 23 September 2011. A pioneer status company is eligible for exemption from income tax on eligible activities and products for five years and, subject to the submission of a formal request to the Malaysia Investment Development Authority on or prior to expiry date and upon the confirmation of the Ministry of International Trade and Industry that Mixsol has been complying with all the applicable conditions as imposed, the tax relief period shall be extended for a further five years after each five-year tax relief period ends.

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

7. 所得稅開支(續)

馬來西亞企業所得稅於截至二零二一年二月二十八日止三個月按估計應課稅溢利之24%(二零二零年: 24%)計算。繳足資本為馬幣2,500,000元或以下之馬來西亞企業實體於截至二零二一年二月二十八日止三個月估計應課稅溢利之首筆馬幣600,000元(二零二零年: 馬幣600,000元)按稅率17%(二零二零年: 17%)繳稅,而餘額按稅率24%(二零二零年: 24%)繳稅。本集團在馬來西亞產生稅項虧損,故並無就截至二零二一年二月二十八日及二零二零年二月二十九日止三個月之馬來西亞企業所得稅計提撥備。

Mixsol Sdn. Bhd. (「Mixsol」) 已取得新興工業地位,自二零一一年九月二十三日起生效。新興工業地位之公司合資格可就五年合資格活動及產品獲得所得稅豁免,惟須於屆滿日期向馬來西亞投資發展局提交正式申請及於國際貿易和工業局確認後遵守所施加之所有適用條件。於每五年免稅期結束後,免稅期可進一步延長五年。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

7. INCOME TAX EXPENSES (continued)

The pioneer status for Mixsol has been renewed during the year ended 30 November 2016 and subject to next renewal on or prior to 30 June 2021.

The applicable tax rate is the weighted average of the rates prevailing in the territories in which the Group's entities operate against profit or loss before tax. The change in applicable tax rate is caused by changes in the taxable results of the Group's subsidiaries in the respective countries in which the Group operates.

8. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to owners of the Company is based on the following information:

未經審核簡明綜合財務報表附註

截至二零二一年二月二十八日止三個月

7. 所得稅開支(續)

於截至二零一六年十一月三十日止年度，Mixsol之新興工業地位已予重續，並須於二零二一年六月三十日或之前再次重續。

適用稅率為本集團實體經營所在地區用以計算除稅前溢利或虧損之現行稅率之加權平均稅率。適用稅率之變動由本集團在經營業務所在各相關國家之本集團附屬公司之應課稅業績變動所致。

8. 每股虧損

本公司擁有人應佔基本及攤薄虧損乃根據以下數據計算：

(Unaudited)
(未經審核)

	For the three months ended 28 February 2021 截至二零二一年 二月二十八日 止三個月 RM'000 馬幣千元	For the three months ended 29 February 2020 截至二零二零年 二月二十九日 止三個月 RM'000 馬幣千元
Loss for the period attributable to the owners of the Company, used in basic and diluted loss per share calculation	(1,111)	(1,549)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 28 February 2021

8. LOSS PER SHARE (continued)

Weighted average number of ordinary shares for basic and diluted loss per share calculation	用作計算每股 基本及攤薄 虧損之普通股 加權平均股數
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Diluted loss per share is the same as the basic loss per share as there are no dilutive potential ordinary shares in existence during the three months ended 28 February 2021 and 29 February 2020.

9. DIVIDENDS

The Directors did not recommend the payment of an interim dividend for the three months ended 28 February 2021 (2020: nil).

10. APPROVAL OF THE FIRST QUARTERLY FINANCIAL STATEMENTS

The First Quarterly Financial Statements were approved and authorised for issue by the Board on 8 April 2021.

未經審核簡明綜合 財務報表附註

截至二零二一年二月二十八日止三個月

8. 每股虧損(續)

Number of shares
股份數目

	390,000,000	390,000,000
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由於截至二零二一年二月二十八日及二零二零年二月二十九日止三個月，並無任何具潛在攤薄影響之普通股，每股攤薄虧損與每股基本虧損相同。

9. 股息

董事並不建議就截至二零二一年二月二十八日止三個月派付中期股息(二零二零年：無)。

10. 批准第一季度財務報表

董事會於二零二一年四月八日批准及授權刊發第一季度財務報表。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is an IT service provider based in Malaysia and principally engaged in the design, procurement, installation and maintenance of customised systems application for corporate customers. Our services mainly include:

- (i) System integration and development – development and customisation of corporate IT system applications on project basis, either in the capacity as a main contractor or as a subcontractor;
- (ii) IT outsourcing – performance of specific tasks for development and customisation of corporate IT system applications which are within our expertise under the supervision of customers; and
- (iii) Maintenance and consultancy – maintenance and support of the developed IT system applications.

FINANCIAL REVIEW

Revenue

The Group's revenue was derived from three principal businesses, namely, system integration and development services, IT outsourcing services and maintenance and consultancy services which are analysed in Note 4 to the First Quarterly Financial Statements.

業務回顧

本集團是一間以馬來西亞為基地之資訊科技服務供應商，專門為企業客戶設計、採購、安裝及維修個人化系統應用程式。我們之服務主要包括：

- (i) 系統整合及開發－作為主承包商或分包商，以項目為基礎，開發及定制企業資訊科技系統應用程式；
- (ii) 資訊科技外判－在客戶的監督下，在我們的專業知識範圍內，執行開發及定制公司資訊科技系統應用程式的特定任務；及
- (iii) 維修及顧問－維護及支援已開發的資訊科技系統應用程式。

財務回顧

收益

本集團之收益源自三大業務，即系統整合及開發服務、資訊科技外判服務以及維修及顧問服務，其詳情載於第一季度財務報表附註4。

MANAGEMENT DISCUSSION AND ANALYSIS

For the three months ended 28 February 2021, the Group recorded a decrease in total revenue by approximately 18.9% to approximately RM1.8 million (2020: approximately RM2.3 million). The decrease in revenue was mainly due to significant decrease in revenue from the system integration and development services, net off by the increase in revenue from IT outsourcing services and maintenance and consultancy services.

Details of changes in the revenue derived from system integration and development services, IT outsourcing services, and maintenance and consultancy services are analysed as below.

System integration and development services

For system integration and development services, the revenue decreased by approximately 51.3% from approximately RM1.9 million for the three months ended 29 February 2020 to approximately RM0.9 million for the three months ended 28 February 2021.

The decrease in revenue was mainly because:

- (i) the COVID-19 pandemic since early 2020 and the implementation of the Movement Control Order (the "MCO") by the Malaysian Government from March 2020 have caused serious delay in completion of existing projects as customers slowed down their project progress; and

管理層討論及分析

截至二零二一年二月二十八日止三個月，本集團錄得總收益減少約18.9%至約馬幣1,800,000元（二零二零年：約馬幣2,300,000元）。收益減少主要由於系統整合及開發服務之收益大幅減少，抵銷資訊科技外判服務及維修及顧問服務之收益增加。

有關系統整合及開發服務、資訊科技外判服務以及維修及顧問服務之收益變動詳情分析如下。

系統整合及開發服務

就系統整合及開發服務而言，收益由截至二零二零年二月二十九日止三個月約馬幣1,900,000元減少約51.3%至截至二零二一年二月二十八日止三個月約馬幣900,000元。

收益減少主要由於：

- (i) 自二零二零年初以來的COVID-19疫情，加上馬來西亞政府自二零二零年三月起實施的行動管制令（「行動管制令」），導致現有項目因客戶放緩項目進度而大幅延後完成；以及

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

(ii) the COVID-19 pandemic and the repeated change in the Malaysian government's central powers have halted many customers in the market in terms of IT capital expenditure. The country is also succumbed by a long extended social-economic measures and Proclamation of Emergency that is expected to be lifted only by August 2021. The customers are still hesitant to invest in business-wide transformational IT projects. They continue to implement smaller incremental projects and the Board believes that this trend will continue throughout 2021.

(ii) COVID-19疫情與馬來西亞政府的中央權力持續出現變動，使市場上多個客戶暫停資訊技術資本開支。該國亦深受長期社會經濟措施及預期於二零二一年八月才解除的《緊急狀態宣言》所影響。客戶對全面業務的資訊科技轉型方案仍持猶豫態度。彼等繼續實行規模較細的增量項目，董事會相信這一趨勢在二零二一年內仍會持續。

IT outsourcing services

For IT outsourcing services, the revenue increased by over 2.5 times from approximately RM189,000 for the three months ended 29 February 2020 to approximately RM702,000 for the three months ended 28 February 2021. The increase in revenue was mainly due to the increase in the time for outsourcing services rendered.

資訊科技外判服務

就資訊科技外判服務而言，收益由截至二零二零年二月二十九日止三個月約馬幣189,000元增加超過2.5倍至截至二零二一年二月二十八日止三個月約馬幣702,000元。收益增加乃主要由於所提供的外判服務時間增加所致。

Maintenance and consultancy services

For maintenance and consultancy services, the revenue increased by approximately 32.7% from approximately RM150,000 for the three months ended 29 February 2020 to approximately RM199,000 for the three months ended 28 February 2021. The growth in revenue was considered stable.

維修及顧問服務

就維修及顧問服務而言，收益由截至二零二零年二月二十九日止三個月約馬幣150,000元增加約32.7%至截至二零二一年二月二十八日止三個月約馬幣199,000元。收益增長穩定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gross profit and gross profit margin

The following table sets forth a breakdown of gross profit and gross profit margin for the periods indicated:

毛利及毛利率

下表載列所示期間毛利及毛利率之明細：

		(Unaudited) (未經審核)	
		For the three months ended 28 February 2021 截至二零二一年 二月二十八日 止三個月 RM'000 馬幣千元	For the three months ended 29 February 2020 截至二零二零年 二月二十九日 止三個月 RM'000 馬幣千元
Revenue	收益	1,842	2,270
Cost of services and materials sold	服務及已售材料 成本	(1,185)	(1,722)
Gross profit	毛利	657	548
Gross profit margin	毛利率	35.7%	24.1%

The gross profit increased by approximately 19.9%, from approximately RM548,000 for the three months ended 29 February 2020 to approximately RM657,000 for the three months ended 28 February 2021. The gross profit margin increased from approximately 24.1% for the three months ended 29 February 2020 to approximately 35.7% for the three months ended 28 February 2021. The increase was mainly due to the increase in gross profit from IT outsourcing services.

毛利由截至二零二零年二月二十九日止三個月約馬幣548,000元增加約19.9%至截至二零二一年二月二十八日止三個月約馬幣657,000元。毛利率由截至二零二零年二月二十九日止三個月約24.1%增加至截至二零二一年二月二十八日止三個月約35.7%。該增幅主要由於資訊科技外判服務的毛利增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Administrative expenses

Administrative expenses decreased by approximately 14.9% from approximately RM2.1 million for the three months ended 29 February 2020 to approximately RM1.8 million for the three months ended 28 February 2021. The decrease was mainly due to the decrease in administrative staff costs and decrease in sales and marketing expenses.

Finance costs

The finance costs decreased by approximately 10.0% from approximately RM20,000 for the three months ended 29 February 2020 to approximately RM18,000 for the three months ended 28 February 2021. The movement in finance costs was considered stable.

Income tax expenses

As the Group recorded a loss for the three months ended 28 February 2021, no provision for income tax has been made (2020: nil).

Loss for the period

The Group recorded a loss of approximately RM1.1 million for the three months ended 28 February 2021, as compared to a loss of approximately RM1.5 million for the three months ended 29 February 2020. The loss was mainly attributable to the decrease in revenue as analysed above.

行政開支

行政開支由截至二零二零年二月二十九日止三個月約馬幣2,100,000元減少約14.9%至截至二零二一年二月二十八日止三個月約馬幣1,800,000元。該減幅主要由於行政員工成本，以及銷售和營銷開支減少所致。

融資成本

融資成本由截至二零二零年二月二十九日止三個月的約馬幣20,000元減少約10.0%至截至二零二一年二月二十八日止三個月的約馬幣18,000元。融資成本的變動穩定。

所得稅開支

由於本集團截至二零二一年二月二十八日止三個月錄得虧損，故並無就所得稅作出撥備（二零二零年：無）。

本期間虧損

與截至二零二零年二月二十九日止三個月的虧損約馬幣1,500,000元相比，本集團於截至二零二一年二月二十八日止三個月錄得虧損約馬幣1,100,000元。虧損乃主要由於上文所分析之收益減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS

RESPONSE TO OUTBREAK OF COVID-19 PANDEMIC

Since early 2020, COVID-19 pandemic spread worldwide. A series of precautionary and control measures have been undertaken by governments around the world, including Hong Kong and Malaysia.

The Malaysian Government announced the implementation of MCO effective from 18 March 2020. On 4 May 2020, the Malaysian Government had eased lockdown restrictions and announced the Conditional Movement Control Order (“CMCO”), which allowed certain business sectors to resume operations. On 10 June 2020, the Malaysian Government implemented the Recovery Movement Control Order (“RMCO”). Under RMCO, most of the economic sectors were allowed to resume operations in stages, while in full compliance with Standard Operating Procedures (“SOP”). However, the situation of COVID-19 pandemic in Malaysia worsened again in early 2021 and the Malaysian Government implemented the MCO again from 11 January 2021 to 4 March 2021. On 5 March 2021, the CMCO was implemented and extended until 14 April 2021. Further, the head of state of Malaysia has issued a Proclamation of Emergency for the period from 11 January 2021 to 1 August 2021. The effect of the proclamation is yet to be observed.

管理層討論及分析

對COVID-19疫情爆發的應對

自二零二零年初以來，COVID-19 疫情蔓延全球。香港及馬來西亞等世界各地政府已採取一系列防控措施。

馬來西亞政府宣佈自二零二零年三月十八日起實施行動管制令。二零二零年五月四日，馬來西亞政府放寬封鎖限制，並宣佈有條件行動管制令（「有條件行動管制令」），允許若干商界恢復營運。二零二零年六月十日，馬來西亞政府實施復甦式行動管制令（「復甦式行動管制令」）。根據復甦式行動管制令，大部分商界在完全符合標準作業程序（「標準作業程序」）的情況下，獲准分階段恢復營運。然而，於二零二一年初，馬來西亞的COVID-19疫情再度惡化，馬來西亞政府自二零二一年一月十一日起至二零二一年三月四日再實施行動管制令。於二零二一年三月五日，有條件行動管制令實施並延長至二零二一年四月十四日。此外，馬來西亞國家元首已頒佈《緊急狀態宣言》，有效期為二零二一年一月十一日至二零二一年八月一日。宣言的影響仍有待觀察。

MANAGEMENT DISCUSSION AND ANALYSIS

During the year of 2020 and the first quarter of 2021, the Group has experienced significant disruption in its operations arising from the COVID-19 pandemic and the various control orders in Malaysia, including but not limited to (i) temporary closure of offices where most of the staff has worked from home since March 2020, (ii) interruption of operations where SOP was required to be implemented, (iii) only 50% attendance were maintained by all customers' offices and closure of the headquarters of all banks. Our customers slowed down the progress of their projects to complete certain deployment during the various control orders and therefore various projects have been delayed for approximately 10 months. Further, all meetings were limited to online meetings which seriously hindered the securing of new business. These caused the drop in revenue from system integration and development services by more than 50% and additional costs being incurred for the three months ended 28 February 2021.

To cope with the ongoing situation of the COVID-19 pandemic, the Group has, in a timely manner, put in place numerous precautionary measures and procured essential protective supplies to ensure the health and safety of all its employees in different regions. At the same time, the Group has implemented various flexible working arrangements for its staff. The Group has used, and will continue to use, its best endeavors to mitigate the adverse impact of the COVID-19 pandemic on the Group.

管理層討論及分析

於二零二零年度及二零二一年第一季度，本集團因COVID-19疫情及馬來西亞各種管控法令而導致營運受到重大干擾，包括但不限於(i)自二零二零年三月起暫時關閉辦事處且大部分員工在家工作；(ii)需要實施標準作業程序使業務短暫中斷；(iii)所有客戶辦事處僅維持50%的出勤率及銀行總部一律關閉。客戶於各種管控法令期間放緩項目進度以完成若干部署，因此多個項目被延遲約10個月。此外，所有會議僅限於網上會議，嚴重阻礙落實新業務。該等因素導致截至二零二一年二月二十八日止三個月系統整合及開發服務的收益下降超過50%，並產生額外成本。

為應對COVID-19疫情持續，本集團及時採取多項預防措施，並採購必要的防護用品，以確保各地員工的健康及安全。同時，本集團為員工實施各種彈性工作安排。本集團已經並將繼續盡最大努力減低COVID-19疫情對本集團的不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

The Group is closely monitoring the development of the COVID-19 pandemic to ensure the safety of its employees and stable operations. As and when appropriate, the Group will adjust its measures and plans for pandemic prevention, operations and business development accordingly.

FUTURE BUSINESS AND DEVELOPMENT PLAN

Following the Listing, the Group consistently and actively pursues the following business strategies: (i) to be a major IT solution provider to the development of digitalisation in Malaysia; (ii) to capture new growth opportunities through our successful product, Square Intelligence; (iii) leveraging on the business networks of the Pre-IPO Investors of the Company to introduce IT products in the PRC into Malaysia, and diversifying our service offerings to our customers.

Details of the Group's future business and development plans are set out below:

(i) To be a major IT solution provider to the development of digitalisation in Malaysia

Since the Listing, the Group has already recruited 12 additional IT specialists and outsourced partial development and upgrading works to technology vendors in providing IT solutions in Digital Free Trade Zone in Malaysia. However, the Digital Free Trade Zone has been affected by the change of government and cancelled by the

管理層討論及分析

本集團正密切關注COVID-19疫情的發展，以確保員工的安全及穩定營運。本集團將於適當時候，對防疫、營運及業務發展的措施及計劃進行相應調整。

未來業務及發展計劃

上市後，本集團持續及積極推行以下業務策略：(i)成為馬來西亞數碼化發展之主要資訊科技解決方案供應商；(ii)透過我們的成功產品 Square Intelligence致力把握新增長機遇；(iii)憑藉本公司首次公開發售前投資者之業務網絡，將中國資訊科技產品引進馬來西亞，並向客戶提供多元化服務。

本集團未來業務和發展計劃的詳情載列如下：

(i) 成為馬來西亞數碼化發展之主要資訊科技解決方案供應商

自上市以來，本集團經已就向馬來西亞數碼自由貿易區提供資訊科技解決方案聘請額外12名資訊科技專才以及外判部分發展及升級工作予科技供應商。然而，數碼自由貿易區受政府變換所影響，更被新政府取消。於二零二一年二月十九日，馬來西亞政

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

new government. On 19 February 2021, the Malaysian Government has unveiled the country's Digital Economy Blueprint in a bid to catch up in the digitalisation race and introduced a 10-year road map which aims to transform Malaysia into a digital-driven, high income nation and to become a regional leader in the digital economy. Development efforts on the building of digital infrastructure will be jointly undertaken by the Malaysian Government and the private sector. The Malaysian Government will invest RM15 billion within a period of 10 years for the implementation of 5G network in Malaysia. The Malaysian Government also targets to migrate 80% of the public data to hybrid cloud systems by the end of 2022. The Group had participated or planned to participate in several digital transformation tenders undertaken by the Malaysian Government or Government-linked Companies (GLCs). Pre-sales activities such as technology demonstrations, proofs of concept and value-added consultations are being carried out.

Besides, the Group is still in the process of developing and rolling out the advanced version of our mobile payment application (i.e. Blackbutton) in order to localize the mobile payment product into Malaysia and integrating the payment operator with the banking infrastructure.

府出台該國的數碼經濟藍圖，務求在數碼化競賽中力爭上游，並引入十年路線圖，計劃將馬來西亞轉變為數碼驅動、高收入國家，成為數碼經濟的區域領袖。馬來西亞政府和私營界別將聯手進行建設數碼基建的發展工作。馬來西亞政府將於10年內投資馬幣150億元，以於馬來西亞實施5G網絡。馬來西亞政府亦訂下目標，在二零二二年底將80%公開資料轉移至混合雲端系統。本集團已參加或計劃參加由馬來西亞政府或政府關聯企業（GLC）進行的若干數碼轉型招標。現正在開展售前活動，例如技術演示，概念驗證和增值諮詢。

再者，本集團仍正開發及推出流動付款應用程式（即Blackbutton）的進階版，以將流動付款產品融入馬來西亞，並與銀行基礎設施的付款營運商進行整合。

MANAGEMENT DISCUSSION AND ANALYSIS

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The Group is also currently evaluating the potential acquisitions or development of 4 new major intellectual properties to increase the product features and enhance the compatibility of Square Intelligence (i.e. NS3) and the customer relationship management system (i.e. CUSTPRO).

These functions include scalable mobility technology, statistical modeling of business performance, API technology, as well as building a digital banking feature on top of NS3 and CUSTPRO.

The Group has started to design the high level functional requirement and the overall technical architecture for the said digital banking platform. The design of solution is based on the latest technology that allows the solution to be able to run on both the on-premise and cloud infra-structure in order to meet the demand for both. The Group targets to create a solution that is scalable to the potential clients of all sizes with the system business process that is configurable to the client's business operations. The solution is expected to be completed by the end of 2021.

本集團亦正在就收購或開發四項新主要知識產權的潛在交易進行評估，以提升產品特性及提升Square Intelligence（即NS3）及客戶關係管理系統（即CUSTPRO）的相容性。

該等功能包括可擴展的流動科技、業務表現的統計模型、API技術以及在NS3及CUSTPRO之上建立數碼銀行功能。

本集團已開始設計上述數碼銀行平臺的高層次功能需求及整體技術架構。有關解決方案乃基於最新技術而設計，該技術使有關解決方案能夠同時在內部部署及雲端基礎架構上運行，從而滿足該兩項需求。本集團旨在為各種規模的潛在客戶提供可擴展的解決方案，系統業務流程可根據客戶的業務營運情況進行配置。有關解決方案預期於二零二一年底完成。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In order to enable the Group to secure contracts from government authorities and agencies and tender for bigger government tenders, the Group is accelerating its pace in the acquisition of service providers that possess government's service provider license (Taraf Bumiputra MOF) in early 2021. Only companies possessing this license are eligible to provide services, goods and sales to the governmental authorities and agencies. Given that the majority shareholders of the applicant must be Bumiputera in order to obtain the full license of Taraf Bumiputra MOF, the Group is only eligible to be a minority shareholder of the company that possesses this license. The Group starts to explore potential Bumiputera company but no definite target has been identified yet. The Group will continue to identify and evaluate any potential target.

為使本集團能夠從政府機關及部門獲得合約並競標更大的政府招標，本集團於二零二一年初正加快收購持有政府服務供應商牌照 (Taraf Bumiputra MOF) 的服務供應商的步伐。僅持有此牌照的公司符合資格向政府機關及部門提供服務、貨品及銷售。鑒於申請人的大多數股東須為馬來西亞土著 (Bumiputera) 方可取得 Taraf Bumiputra MOF 的完整牌照，本集團僅合資格成為擁有有關牌照的公司的少數股東。本集團已開始探索潛在的馬來西亞土著公司，但尚未有物色到確定的目標。本集團將繼續物色及評估潛在目標。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Affected by the outbreak of COVID-19 pandemic and its economic impact on the global market, it is expected that it gives rise to an uncertain economic environment to the Malaysian market. In the coming years, the business in the information technology industry in Malaysia is expected to remain challenging and competitive. Looking forward, the Group will remain cautious and continue to pay close attention and focus on providing IT solutions by integrating the existing resources and optimising the business performance.

(ii) To capture new growth opportunities through our successful product, Square Intelligence

Our products, Square Intelligence (i.e. NS3), has been successful since its introduction to the Malaysian market. The Group has successfully secured a contract from the Bursa Malaysia, the stock exchange of Malaysia, pursuant to which the Bursa Malaysia agreed to use our products as a foundation to develop CDS e-Services solution platform.

鑒於 COVID-19 疫情爆發及其對全球市場造成的經濟影響，預期將為馬來西亞市場帶來不明朗的經濟環境。於未來數年，馬來西亞資訊科技行業的業務預期將充滿挑戰且競爭激烈。展望將來，本集團將保持謹慎，透過整合現有資源及優化業務表現，繼續密切關注及專注於提供資訊科技解決方案。

(ii) 透過成功產品 Square Intelligence 致力把握新增長機遇

自從我們的產品 Square Intelligence (即 NS3) 於馬來西亞市場推出以來，已經取得了成功。本集團成功從馬來西亞證券交易所 (馬來西亞交易所) 接獲合約，據此，馬來西亞交易所同意使用我們的產品，作為開發中央數據服務之電子服務解決方案平台的基礎。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group is continuously developing the advanced version of Square Intelligence. New functions that incorporate machine learning capabilities have been designed and the functions are undergoing the development process to further enhance the features offered by Square Intelligence. The new functions are capable to perform data extraction from un-structured data source such as manual documentation, reports and forms. It is designed to be able to convert these un-structured data into text based on Optical Character Recognition technology with AI, and from there, Square Intelligence shall be able to perform further analysis according to the business requirements. The advanced version of Square Intelligence is expected to be ready by the third quarter of 2021.

The outbreak of COVID-19 pandemic in early 2020 throughout the world has certain impacts on the business operation of the Group and the overall global economy. Due to suspension of operation in Malaysia and global travel restriction, it directly and indirectly affected the seeking out of potential customers and negotiation and securing of new projects by the Group. However, the management will actively formulate more alternative business plans and perform a series of sales and marketing efforts in order to expand its existing market share. The Board expects that the enhancement of our products will continuously generate a sustainable cash inflow to the Group through the aforesaid measures and means.

本集團持續開發 Square Intelligence 的進階版本。本集團已設計包含機器學習功能的新功能，並正在開發過程中，以進一步加強 Square Intelligence 提供的功能。新功能能夠從非結構化數據源（例如手冊文檔、報告及表格）中提取數據。其設計目的為能夠基於具有人工智能的光學字符識別技術，將該等非結構化數據轉換為文本，Square Intelligence 將能夠根據業務需求執行進一步的分析。Square Intelligence 的進階版本預期於二零二一年第三季度就緒。

二零二零年初 COVID-19 疫情肆虐全球，對本集團業務營運及整體全球經濟帶來若干影響。由於馬來西亞營運暫停及全球旅遊限制，本集團尋找潛在客戶和商討及落實新項目均受到直接及間接影響。然而，管理層積極制定更多不同業務計劃，以及實行一系列銷售及營銷活動，以擴大現時市場份額。董事會預期，透過上述的措施及方法來提升我們的產品，可為本集團帶來持續的現金流入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

(iii) Leveraging on the business networks of the Pre-IPO Investors of the Company to introduce IT products in the PRC into Malaysia; and diversifying our service offerings to our customers

The Group has been discussing with various potential technology partners in the PRC regarding the launch of their services/products in Malaysia. Site visits were conducted to further discuss business collaboration for Malaysian market before the outbreak of COVID-19 pandemic. However, these activities were put on hold or delayed due to the COVID-19 pandemic and restrictions on international travel.

Once international travel is resumed, the Group will continue our discussion with potential partners, and actively explore valuable IT products for the purpose of diversifying our products and services offering to our customers.

(iii) 憑藉本公司首次公開發售前投資者之業務網絡，將中國資訊科技產品引進馬來西亞，並向客戶提供多元化服務

本集團一直與中國多個潛在技術合作夥伴討論在馬來西亞推出其服務／產品。本集團於 COVID-19 疫情爆發前進行了實地考察，以進一步討論馬來西亞市場的業務合作。然而，由於 COVID-19 疫情及跨國旅遊限制，該等活動被迫暫停或推遲。

當恢復跨國旅遊後，本集團將繼續與潛在合作夥伴進行討論，並積極探索有價值的資訊科技產品，以使我們向客戶提供的產品及服務多樣化。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the three months ended 28 February 2021, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

USE OF PROCEEDS

The net proceeds raised by the Company from the share offer of the Company were approximately RM30.5 million (equivalent to approximately HK\$58.6 million) (based on the final Offer Price (as defined in the prospectus of the Company dated 29 September 2018 (the “Prospectus”)) of HK\$0.62 per offer share adjusted by the Downward Offer Price Adjustment (as defined in the Prospectus)). The Company adjusted the use of net proceeds on a pro rata basis for the purposes as disclosed in the section headed “Future Plans and Use of Proceeds – Use of Proceeds” of the Prospectus and the price reduction announcement dated 16 October 2018.

As at 28 February 2021, the Company has utilised an aggregate of RM13.22 million of the net proceeds and the balance of the Group’s unutilised net proceeds amounted to approximately RM17.28 million (the “Unutilised Net Proceeds”).

附屬公司及聯屬公司之重大收購及出售

於截至二零二一年二月二十八日止三個月，本集團並無任何附屬公司及聯屬公司之重大收購及出售。

所得款項用途

經下調發售價調整（定義見本公司日期為二零一八年九月二十九日之招股章程（「招股章程」））作出調整後，本公司自股份發售籌募之所得款項淨額約為馬幣 30,500,000 元（相當於約 58,600,000 港元）（按最終發售價（定義見招股章程）每股發售股份 0.62 港元計算）。本公司按招股章程「未來計劃及所得款項用途—所得款項用途」一節及於二零一八年十月十六日之發售價下調公告所披露之用途按比例調整所得款項淨額用途。

於二零二一年二月二十八日，本公司已動用合共馬幣 13,220,000 元，而本集團的未動用所得款項淨額結餘約為馬幣 17,280,000 元（「未動用所得款項淨額」）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On 19 March 2021, the Board has resolved to change the use of the Unutilised Net Proceeds as follows:

於二零二一年三月十九日，董事會已議決更改未動用所得款項淨額用途如下：

		Original intended use of net proceeds from the Listing	Amount of net proceeds utilised since the Listing up to 28 February 2021	Amount of the Unutilised Net Proceeds as at 28 February 2021	Change of use of the Unutilised Net Proceeds on 19 March 2021	Expected timeline for utilising the Unutilised Net Proceeds
		自上市起	於二零二一年二月二十八日	於二零二一年二月二十八日	於二零二一年三月十九日	未動用所得款項淨額的預期動用時間表
		原訂上市所得款項淨額擬定用途	已動用所得款項淨額	未動用所得款項淨額	更改未動用所得款項淨額用途	
		RM in million 馬幣百萬元	RM in million 馬幣百萬元	RM in million 馬幣百萬元	RM in million 馬幣百萬元	
Strengthening our technical team by recruiting more IT specialists	招聘更多資訊科技專才以加強技術團隊	3.05	(3.05)	-	-	
Purchase of hardware and equipment for establishment of IT infrastructure for the provision of cloud storage and cloud computing services	購買硬件及設備以建立資訊科技基礎設施，從而提供雲端儲存及雲端運算服務	18.30	(1.02)	17.28 (Note)	-	
Research and development of advanced and adapted versions of our Group's existing IT products	研發本集團現有資訊科技產品之進階版及適應版	6.10	(6.10)	-	3.28 (Note)	31 December 2021 二零二一年十二月三十一日
Acquisition of IT business	收購資訊科技業務	-	-	-	3.00 (Note)	31 December 2021 二零二一年十二月三十一日
General working capital	一般營運資金	3.05	(3.05)	-	11.00 (Note)	31 March 2022 二零二二年三月三十一日
Total	總計	30.50	(13.22)	17.28	17.28	

Note: The Unutilised Net Proceeds of RM17.28 million is re-allocated to research and development of advanced and adapted versions of our Group's existing IT products, the acquisition of IT business and for the Group's general working capital.

附註：未動用所得款項淨額馬幣17,280,000元將重新分配至研發本集團現有資訊科技產品之進階版及適應版、收購資訊科技業務及用作本集團的一般營運資金。

MANAGEMENT DISCUSSION AND ANALYSIS

The Board confirms that there is no material change in the business nature of the Group as set out in the Prospectus. The Board considered that the change in the use of the net proceeds will enable the Group to deploy its financial resources more effectively and to have a higher degree of flexibility in cash flow management, and is therefore in the interest of the Group and the shareholders of the Company as a whole. Details of the change in use of proceeds were set out in the announcement of the Company dated 23 March 2021.

DIVIDENDS

The Board does not recommend the payment of an interim dividend for the three months ended 28 February 2021 (2020: nil).

管理層討論及分析

董事會確認，招股章程所載本集團的業務性質並無重大變動。董事會認為，更改所得款項淨額用途將令本集團得以更有效地運用其財務資源，並在現金流量管理方面擁有更大靈活性，故符合本集團及本公司股東的整體利益。更改所得款項淨額用途詳情載於本公司日期為二零二一年三月二十三日之公告。

股息

董事會並不建議派付截至二零二一年二月二十八日止三個月之中期股息(二零二零年：無)。

OTHER INFORMATION

其他資料

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the principles and the code provisions in the Corporate Governance Code (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules.

During the three months ended 28 February 2021, the Company had complied with the CG Code, except for the deviation as stated below:

Code Provision A.2.1

Pursuant to code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

企業管治守則

本公司已採納GEM上市規則附錄十五所載企業管治守則(「企業管治守則」)之準則及守則條文。

於截至二零二一年二月二十八日止三個月，本公司已遵守企業管治守則；惟下文所述之偏離情況除外：

守則條文第A.2.1條

根據企業管治守則守則條文第A.2.1條，主席與行政總裁之角色應有區分，並不應由同一人兼任。主席與行政總裁之間的職責分工應明確規定並以書面載述。

OTHER INFORMATION

Mr. Chong Yee Ping is currently the Chairman of the Board and the Chief Executive Officer of the Company, and is responsible for formulating the overall business development strategy and planning of the Group. In view that Mr. Chong has been responsible for the overall management of the Group since its inception, the Board believes that it is in the best interest of the Group to continue to have Mr. Chong taking up both roles for effective management and business development. The Board considers that the balance of power and authority, accountability and independent decision-making under our present arrangement will not be impaired because of the diverse background and experience of the other executive Director, non-executive Directors and independent non-executive Directors. Further, the Audit Committee has free and direct access to the Company's external auditors and independent professional advisers when it considers necessary. Therefore, the Directors consider that the deviation from code provision A.2.1 of the CG Code is appropriate in such circumstance.

其他資料

鍾宜斌先生目前為本公司之董事會主席兼行政總裁，並負責制定本集團之整體業務發展策略及規劃。鑑於鍾先生自創立以來一直負責本集團之整體管理，董事會相信，鍾先生繼續兼任該等職務符合本集團最佳利益，以取得有效之管理及業務發展。董事會認為，目前安排無損權力及授權與問責性及獨立決策能力之平衡，原因為其他執行董事、非執行董事及獨立非執行董事之多元化背景及經驗。此外，審核委員會可就其認為有必要時自由及直接聯繫本公司之外部核數師及獨立專業顧問。因此，董事認為偏離企業管治守則守則條文第A.2.1條在此情況下屬恰當。

OTHER INFORMATION

In order to maintain good corporate governance and to fully comply with code provision A.2.1 of the CG Code, the Board comprises six other experienced and high-calibre individuals including one other executive Director, two non-executive Directors and three independent non-executive Directors who would be able to offer advice from various perspectives. In addition, for major decisions of the Group, the Company will consult the relevant Board committees and senior management. Considering the present size and the scope of business of the Group, the Board considers that it is not in the best interest of the Company and the shareholders as a whole to separate the roles of the chairman and the chief executive officer, because the separation would render the decision-making process of the Company less efficient than the current structure. Therefore, the Board considers that the present arrangement is beneficial to and in the interest of the Company and the shareholders as a whole.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.46 to 5.67 of the GEM Listing Rules (the "Standard of Dealings"), as the code of conduct regarding the Directors' securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she has complied with the Standard of Dealings from the date on which the shares of the Company are first listed on the Stock Exchange and up to the date of this report.

其他資料

為維持良好企業管治及全面遵守企業管治守則守則條文第A.2.1條，董事會還有其餘六名具經驗及卓越才幹之人士，包括另外一名執行董事、兩名非執行董事及三名獨立非執行董事，彼等能夠在不同方面提供意見。此外，就本集團之重大決策而言，本公司將會諮詢有關的董事會委員會及高級管理層。經考慮本集團現時規模及業務範疇，董事會認為區分主席與行政總裁之角色並不符合本公司及其股東之整體最佳利益，原因是相比現有架構，區分該等角色將令本集團之決策過程效率降低。因此，董事會認為現時安排對本公司及股東整體有利及符合彼等整體利益。

董事之證券交易

本公司已採納GEM上市規則第5.46至5.67條所載交易規定標準（「交易標準」），作為董事之證券交易之操作守則。經向所有董事作出特定查詢後，董事各自已確認自本公司股份首次於聯交所上市當日及直至本報告日期已遵守交易標準。

OTHER INFORMATION

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

None of the Company or any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 28 February 2021.

SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme (the "Share Option Scheme") on 19 September 2018. The purpose of the Share Option Scheme is to grant an option to subscribe for the shares of the Company (the "Option") to eligible persons as defined in the Share Option Scheme (including, inter alia, directors, employees, suppliers, customers and consultants of the Group) as incentives or rewards for their contribution to the Group.

Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for a period of 10 years from the date of its adoption on 19 September 2018. Since the adoption of the Share Option Scheme and up to 28 February 2021, no Option has been granted by the Company. As of the date of this report, the Company had 39,000,000 shares available for issue under the Share Option Scheme (representing 10% of the existing issued share capital of the Company as at the date of this report). An option may be accepted within 21 days from the date of offer. A sum of HK\$1.00 shall be payable on acceptance. Unless determined by the Directors otherwise, there is no minimum holding period before it can be exercised. The maximum entitlement of each participant and the exercise price shall be in accordance with the GEM Listing Rules. Details of the Share Option Scheme are set out in the paragraph headed "Share Option Scheme" of the section headed "Statutory and General Information" of the Prospectus.

其他資料

購買、出售或贖回上市證券

本公司或其任何附屬公司概無於截至二零二一年二月二十八日止三個月購買、出售或贖回本公司任何上市證券。

購股權計劃

本公司於二零一八年九月十九日有條件地採納一項購股權計劃（「購股權計劃」）。購股權計劃旨在向合資格人士（包括本集團之董事、僱員、供應商、客戶及顧問）（定義見購股權計劃）授出購股權以認購本公司股份（「購股權」），作為彼等對本集團作出貢獻之獎勵或回報。

除非獲取消或修訂，否則購股權將自其採納日期（二零一八年九月十九日）起計10年內一直有效。自採納購股權計劃起及直至二零二一年二月二十八日，本公司並無授出購股權。截至本報告日期，本公司根據購股權計劃有39,000,000股可供發行之股份（佔於本報告日期本公司現有已發行股本之10%）。購股權可於授出之日起21日內獲接納。接納時須支付合共1.00港元。除董事另有決定外，並無可予行使前的最短持有期限。每位參與者的最高配額及行使價應符合GEM上市規則的規定。有關購股權計劃之詳情載列於招股章程「法定及一般資料」一節「購股權計劃」一段。

OTHER INFORMATION

其他資料

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

At 28 February 2021, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred therein; or (c) pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

於二零二一年二月二十八日，董事及本公司主要行政人員於本公司及其相聯法團（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）之股份、相關股份及債券中，擁有(a)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉；或(b)本公司根據證券及期貨條例第352條須登記於該條所指之登記冊內之權益或淡倉；或(c)或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉如下：

OTHER INFORMATION

其他資料

Long position in the shares or underlying shares of the Company:

於本公司股份或相關股份之好倉：

Name of Director	Notes	Capacity and nature of interest	Number of shares interested (Note 2)	Percentage of the Company's issued share capital
董事姓名	附註	身份及權益性質	擁有權益之股份數目 (附註2)	本公司已發行股本百分比
Mr. Chong Yee Ping 鍾宜斌先生	(1)	Interests of controlled corporation and person acting in concert 受控法團權益及一致行動人士	196,560,000 (L)	50.4%
Mr. Siah Jiin Shyang 謝錦祥先生	(1)	Interests of controlled corporation and person acting in concert 受控法團權益及一致行動人士	196,560,000 (L)	50.4%
Mr. Liu Yan Chee James 劉恩賜先生		Beneficial owner 實益擁有人	57,720,000 (L)	14.8%
Mr. Lam Pang 林鵬先生		Beneficial owner 實益擁有人	38,220,000 (L)	9.8%

Notes:

附註：

(1) *Delicate Edge Limited is wholly and beneficially owned by Mr. Chong Yee Ping whereas King Nordic Limited is wholly and beneficially owned by Mr. Siah Jiin Shyang. Each of Delicate Edge Limited and King Nordic Limited holds 98,280,000 shares representing 25.2% of the total issued share capital of the Company.*

(1) *Delicate Edge Limited由鍾宜斌先生全資實益擁有，而King Nordic Limited由謝錦祥先生全資實益擁有。Delicate Edge Limited及King Nordic Limited各自持有98,280,000股股份，佔本公司已發行股本總額25.2%。*

OTHER INFORMATION

Mr. Chong Yee Ping and Mr. Siah Jiin Shyang are parties acting in concert (having the meaning ascribed to it under the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code")) as confirmed by them in writing. As such, each of Mr. Chong Yee Ping, Mr. Siah Jiin Shyang, Delicate Edge Limited and King Nordic Limited is deemed to be interested in 196,560,000 shares held by Delicate Edge Limited and King Nordic Limited in aggregate under the SFO.

- (2) *The Letter "L" denotes as long positions in the shares of the Company.*

Save as disclosed above, as at 28 February 2021, none of the Directors and chief executives of the Company and/or any of their respective associates had any interests and short positions in the shares, underlying shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules.

其他資料

誠如鍾宜斌先生及謝錦祥先生書面確認，彼等為一致行動人士（具香港公司收購及合併守則（「收購守則」）項下賦予該詞之涵義）。因此，根據證券及期貨條例，鍾宜斌先生、謝錦祥先生、Delicate Edge Limited及King Nordic Limited各自被視為於Delicate Edge Limited及King Nordic Limited合共持有之196,560,000股股份中擁有權益。

- (2) 字母「L」指本公司股份中之好倉。

除上文所披露者外，於二零二一年二月二十八日，概無董事及本公司主要行政人員及／或其各自之聯繫人於本公司／或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有須根據證券及期貨條例第352條須由本公司登記於該條所指之登記冊內之任何權益或淡倉，或根據證券及期貨條例第XV部或GEM上市規則須知會本公司及聯交所之權益或淡倉。

OTHER INFORMATION

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraphs headed "Directors' and chief executives' interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations" and "Share Option Scheme" above, neither the Company nor any of its subsidiaries or associated corporations was a party to any arrangement to enable the Directors and chief executives of the Company (including their respective spouse and children under 18 years of age) to acquire benefits by means of the acquisition of the shares or underlying shares in, or debentures of, the Company or any of its associated corporations at any time during the three months ended 28 February 2021.

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

So far as the Directors are aware, as at 28 February 2021, the following persons have or are deemed or taken to have an interest and/or short position in the shares or the underlying shares of the Company which would fall to be disclosed under the provisions of Division 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.

其他資料

董事購入股份或債券之權利

除於上文「董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉」及「購股權計劃」兩段所披露者外，本公司或其任何附屬公司或相聯法團均無訂立任何安排，使董事及本公司主要行政人員（包括其各自之配偶及未滿18歲之子女）於截至二零二一年二月二十八日止三個月內任何時間通過購入本公司或其任何相聯法團之股份或相關股份或債券之方式獲得利益。

主要股東於本公司股份及相關股份之權益及淡倉

據董事所悉，於二零二一年二月二十八日，以下人士於本公司股份或相關股份中擁有或被視作或當作擁有根據證券及期貨條例第XV部第2及第3分部的條文須作出披露，或須載入本公司根據證券及期貨條例第336條所存置的登記冊內的權益及／或淡倉。

OTHER INFORMATION

其他資料

Long position in the shares or underlying shares of the Company:

於本公司股份或相關股份之好倉：

Name of substantial shareholders	Notes	Capacity and nature of interest	Number of shares interested (Note 2) 擁有權益之股份數目 (附註2)	Percentage of the Company's issued share capital 本公司已發行股本百分比
主要股東姓名	附註	身份及權益性質		
Delicate Edge Limited	(1)	Beneficial owner and person acting in concert 實益擁有人及一致行動人士	196,560,000 (L)	50.4%
King Nordic Limited	(1)	Beneficial owner and person acting in concert 實益擁有人及一致行動人士	196,560,000 (L)	50.4%
Mr. Liu Yan Chee James 劉恩賜先生		Beneficial owner 實益擁有人	57,720,000 (L)	14.8%
Mr. Lam Pang 林鵬先生		Beneficial owner 實益擁有人	38,220,000 (L)	9.8%

Notes:

附註：

(1) *Delicate Edge Limited is wholly and beneficially owned by Mr. Chong Yee Ping whereas King Nordic Limited is wholly and beneficially owned by Mr. Siah Jiin Shyang. Each of Delicate Edge Limited and King Nordic Limited holds 98,280,000 shares representing 25.2% of the total issued share capital of the Company.*

(1) *Delicate Edge Limited由鍾宜斌先生全資實益擁有，而King Nordic Limited由謝錦祥先生全資實益擁有。Delicate Edge Limited及King Nordic Limited各自持有98,280,000股股份，佔本公司已發行股本總額25.2%。*

OTHER INFORMATION

Mr. Chong Yee Ping and Mr. Siah Jiin Shyang are parties acting in concert (having the meaning ascribed to it under the Takeovers Code) as confirmed by them in writing. As such, each of Mr. Chong Yee Ping, Mr. Siah Jiin Shyang, Delicate Edge Limited and King Nordic Limited is deemed to be interested in 196,560,000 shares held by Delicate Edge Limited and King Nordic Limited in aggregate under the SFO.

- (2) *The Letter "L" denotes as long positions in the shares of the Company.*

Save as disclosed above, as at 28 February 2021, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

COMPETING INTERESTS

None of the Directors and controlling shareholders of the Company nor their respective associates (as defined under the GEM Listing Rules) had any interest in any other companies as at 28 February 2021 which may, directly or indirectly compete with the Group's business.

其他資料

誠如鍾宜斌先生及謝錦祥先生書面確認，彼等為一致行動人士（具收購守則項下賦予該詞之涵義）。因此，根據證券及期貨條例，鍾宜斌先生、謝錦祥先生、Delicate Edge Limited 及 King Nordic Limited 各自被視為於 Delicate Edge Limited 及 King Nordic Limited 合共持有之 196,560,000 股股份中擁有權益。

- (2) 字母「L」指本公司股份中之好倉。

除上文所披露者外，本公司並不知悉任何其他人士（本公司董事或主要行政人員除外）於二零二一年二月二十八日有關於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉、或記錄於根據證券及期貨條例第336條規定須由本公司存置之股東名冊之權益或淡倉。

競爭權益

概無董事及本公司控股股東或彼等各自之聯繫人（定義見GEM上市規則）於二零二一年二月二十八日會與本集團業務直接或間接構成競爭之任何其他公司擁有任何權益。

OTHER INFORMATION

其他資料

DEED OF NON-COMPETITION

Mr. Chong Yee Ping, Mr. Siah Jiin Shyang, Delicate Edge Limited and King Nordic Limited, being the controlling shareholders (as defined under the GEM Listing Rules) of the Company, have entered into a deed of non-competition dated 19 September 2018 in favour of the Company (the “Deed of Non-Competition”). Details of the Deed of Non-Competition was set out in the section headed “Relationship with Controlling Shareholders” of the Prospectus.

The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied with by Mr. Chong Yee Ping, Mr. Siah Jiin Shyang, Delicate Edge Limited and King Nordic Limited up to the date of this report.

INTERESTS OF COMPLIANCE ADVISER

During the three months ended 28 February 2021, VBG Capital Limited (“VBG”) acted as the compliance adviser of the Company. Save as the compliance adviser agreement entered into between the Company and VBG, neither VBG nor its directors, employees or close associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

The compliance adviser agreement was terminated on 28 February 2021.

不競爭契據

鍾宜斌先生、謝錦祥先生、Delicate Edge Limited 及 King Nordic Limited (即本公司控股股東 (定義見GEM上市規則)) 已訂立日期為二零一八年九月十九日以本公司為受益人之不競爭契據(「不競爭契據」)。有關不競爭契據之詳情載於招股章程「與控股股東之關係」一節。

直至本報告日期，獨立非執行董事已審視不競爭契據的遵守情況並確認鍾宜斌先生、謝錦祥先生、Delicate Edge Limited及King Nordic Limited已遵守所有不競爭契據項下之承諾。

合規顧問之權益

於截至二零二一年二月二十八日止三個月，建泉融資有限公司(「建泉」)擔任本公司之合規顧問。除本公司與建泉訂立之合規顧問協議外，建泉及其董事、僱員或緊密聯繫人概無擁有有關本集團須根據GEM上市規則第6A.32條知會本公司之任何權益。

合規顧問協議於二零二一年二月二十八日終止。

OTHER INFORMATION

其他資料

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and the paragraph C.3 of CG Code and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules.

The primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the Company's financial reporting process, internal control and risk management system, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board. As at the date of this report, the Audit Committee consists of three independent non-executive Directors, namely Ms. Ho Suet Man Stella (chairman of the Audit Committee), Mr. Chan San Ping and Mr. Su Chi Wen.

The Audit Committee has reviewed with the management the accounting standards and practices adopted by the Group, and discussed financial reporting matters including the review of unaudited condensed consolidated financial statements for the three months ended 28 February 2021 and is of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosures have been made in respect thereof.

審核委員會

本公司已成立審核委員會，並遵守GEM上市規則第5.28條及GEM上市規則附錄十五所載之企業管治守則及企業管治報告第C.3段以書面形式訂明之職權範圍。

審核委員會之主要職責為協助董事會就本公司財務報告程序、內部監控及風險管理系統之有效性提供獨立意見、監督審核過程及履行董事會指派之其他職務及職責。於本報告日期，審核委員會由三名獨立非執行董事組成，即何雪雯女士（審核委員會之主席）、陳生平先生及蘇熾文先生。

審核委員會已與管理層審閱本集團所採納之會計準則及慣例，並討論有關財務申報事宜、包括審閱截至二零二一年二月二十八日止三個月之未經審核簡明綜合財務報表，並認為該等報表已按照適用會計準則而編製，且已作出充分披露。

OTHER INFORMATION

其他資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chong Yee Ping
(*Chairman and Chief Executive Officer*)
Mr. Liu Yan Chee James

Non-executive Directors

Mr. Siah Jiin Shyang
Mr. Lam Pang

Independent Non-executive Directors

Mr. Chan San Ping
Ms. Ho Suet Man Stella
Mr. Su Chi Wen

By order of the Board
Mindtell Technology Limited

Chong Yee Ping
Chairman and Chief Executive Officer

Hong Kong, 8 April 2021

董事會

執行董事

鍾宜斌先生
(*主席兼行政總裁*)
劉恩賜先生

非執行董事

謝錦祥先生
林鵬先生

獨立非執行董事

陳生平先生
何雪雯女士
蘇熾文先生

承董事會命
Mindtell Technology Limited

鍾宜斌
主席兼行政總裁

香港，二零二一年四月八日

MINDTELL TECHNOLOGY LIMITED