



# 2016/2017

INTERIM REPORT  
中期報告

## YUNBO

DIGITAL SYNERGY GROUP LIMITED  
雲博產業集團有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8050



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

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資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。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興之性質所然，在創業板買賣之證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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

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

## INDEPENDENT REVIEW REPORT

To the Board of Directors of Yunbo Digital Synergy Group Limited  
(incorporated in the Cayman Islands with limited liability)

### INTRODUCTION

We have reviewed the interim financial report set out on pages 3 to 26 which comprises the condensed consolidated statement of financial position of Yunbo Digital Synergy Group Limited as of 30 September 2016 and the related condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The directors are responsible for the preparation and presentation of this interim financial report in accordance with HKAS 34.

Our responsibility is to express a conclusion on this interim financial report based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” (“HKSRE 2410”) issued by the HKICPA. A review of interim financial report consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## 獨立審閱報告

致雲博產業集團有限公司董事會  
(於開曼群島註冊成立之有限公司)

### 引言

本核數師已審閱載於第3至26頁之中期財務報告。此中期財務報告包括雲博產業集團有限公司於二零一六年九月三十日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表以及說明附註。香港聯合交易所有限公司創業板證券上市規則規定，編製中期財務報告必須符合以上規則之有關條文以及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）。董事須負責根據香港會計準則第34號編製及呈列此中期財務報告。

本核數師之責任是根據審閱對此中期財務報告作出結論，並按照委聘之協定條款僅向作為實體之閣下報告結論，且並無其他目的。本核數師不會就本報告之內容對任何其他人士負責或承擔任何責任。

### 審閱範圍

本核數師已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體獨立核數師審閱中期財務資料」（「香港審閱委聘準則第2410號」）進行審閱。審閱中期財務報告包括向主要負責財務和會計事務人員作出詢問，並應用分析性和其他審閱程序。審閱範圍遠少於根據香港核數準則進行審核之範圍，故不能令本核數師保證將知悉在審核中可能發現之所有重大事項。因此，本核數師不會發表審核意見。

## CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report is not prepared, in all material respects, in accordance with HKAS 34.

### **Grant Thornton Hong Kong Limited**

*Certified Public Accountants*

Level 12

28 Hennessy Road

Wanchai

Hong Kong

Hong Kong, 11 November 2016

### **Shaw Chi Kit**

Practising Certificate No.: P04834

## 結論

根據本核數師之審閱，本核數師並無發現任何事項，令吾等相信中期財務報告在各重大方面未有根據香港會計準則第34號編製。

### **致同(香港)會計師事務所有限公司**

*執業會計師*

香港

灣仔

軒尼詩道28號

12樓

二零一六年十一月十一日

### **邵子傑**

執業證書號碼：P04834

The board of Directors (the “Board”) of the Company hereby presents the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2016 together with the comparative figures for the corresponding period in 2015 as follows:

本公司董事會(「董事會」)僅此提呈本公司及其附屬公司(統稱為「本集團」)截至二零一六年九月三十日止六個月之未經審核綜合業績，連同二零一五年同期之比較數字載列如下：

## Condensed Consolidated Statement of Comprehensive Income

### 簡明綜合全面收益表

For the three and six months ended 30 September 2016 截至二零一六年九月三十日止三個月及六個月

		Note 附註	Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
			2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>	4	<b>11,923</b>	125,295	<b>20,657</b>	195,626
Cost of sales and services	銷售及服務成本		<b>(7,581)</b>	(105,077)	<b>(14,856)</b>	(164,195)
<b>Gross profit</b>	<b>毛利</b>		<b>4,342</b>	20,218	<b>5,801</b>	31,431
Other income	其他收入		<b>543</b>	412	<b>1,012</b>	1,191
Distribution costs	分銷成本		<b>(3,265)</b>	(3,072)	<b>(5,959)</b>	(8,385)
Administrative expenses	行政開支		<b>(6,455)</b>	(11,085)	<b>(15,157)</b>	(19,401)
<b>(Loss)/Profit before income tax</b>	<b>除所得稅前(虧損)/溢利</b>	5	<b>(4,835)</b>	6,473	<b>(14,303)</b>	4,836
Income tax expense	所得稅開支	6	<b>(623)</b>	(681)	<b>(1,259)</b>	(933)
<b>(Loss)/Profit for the period</b>	<b>期內(虧損)/溢利</b>		<b>(5,458)</b>	5,792	<b>(15,562)</b>	3,903
<b>Other comprehensive expense</b>	<b>其他全面開支</b>					
Exchange differences arising on translation of foreign operations that will be reclassified subsequently to profit or loss	其後將重新分類為損益之 換算海外業務產生之 匯兌差額		<b>(333)</b>	(2,940)	<b>(2,577)</b>	(3,309)
<b>Other comprehensive expense for the period, net of tax</b>	<b>期內其他全面開支 (扣除稅項)</b>		<b>(333)</b>	(2,940)	<b>(2,577)</b>	(3,309)
<b>Total comprehensive (expense)/ income for the period, net of tax</b>	<b>期內全面(開支)/收益 總額(扣除稅項)</b>		<b>(5,791)</b>	2,852	<b>(18,139)</b>	594

# Condensed Consolidated Statement of Comprehensive Income (Continued)

## 簡明綜合全面收益表(續)

For the three and six months ended 30 September 2016 截至二零一六年九月三十日止三個月及六個月

		Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
	Note 附註				
<b>(Loss)/Profit for the period attributable to:</b>	以下人士應佔期內 (虧損)/溢利:				
Owners of the Company	本公司擁有人	<b>(3,044)</b>	4,807	<b>(10,770)</b>	2,120
Non-controlling interests	非控股權益	<b>(2,414)</b>	985	<b>(4,792)</b>	1,783
		<b>(5,458)</b>	5,792	<b>(15,562)</b>	3,903
<b>Total comprehensive (expense)/income for the period attributable to:</b>	以下人士應佔期內全面 (開支)/收益總額:				
Owners of the Company	本公司擁有人	<b>(3,323)</b>	1,257	<b>(12,868)</b>	(1,969)
Non-controlling interests	非控股權益	<b>(2,468)</b>	1,595	<b>(5,271)</b>	2,563
		<b>(5,791)</b>	2,852	<b>(18,139)</b>	594
<b>(Loss)/Earnings per share attributable to owners of the Company</b>	本公司擁有人應佔每股 (虧損)/盈利				
- Basic (in HK cents)	- 基本(港仙)	<b>(0.22)</b>	0.35	<b>(0.79)</b>	0.16
- Diluted (in HK cents)	- 攤薄(港仙)	<b>(0.22)</b>	0.33	<b>(0.79)</b>	0.15

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 September 2016 於二零一六年九月三十日

		<b>30 September 2016</b>	31 March 2016
		二零一六年 九月三十日 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	二零一六年 三月三十一日 <b>HK\$'000</b> 千港元 (audited) (經審核)
	Note 附註		
<b>Non-current assets</b>			
Property, plant and equipment		<b>2,417</b>	2,594
Intangible assets		<b>1,110</b>	1,134
Goodwill		<b>3,552</b>	3,552
		<b>7,079</b>	7,280
<b>Current assets</b>			
Inventories		<b>28,096</b>	32,617
Trade and other receivables	9	<b>76,138</b>	161,812
Financial assets designated at fair value through profit or loss	10	<b>71,496</b>	46,882
Cash and cash equivalents		<b>127,029</b>	149,754
		<b>302,759</b>	391,065
<b>Current liabilities</b>			
Trade and other payables	11	<b>195,808</b>	266,386
Tax payable		<b>1,380</b>	1,170
		<b>197,188</b>	267,556
<b>Net current assets</b>		<b>105,571</b>	123,509
<b>Total assets less current liabilities</b>		<b>112,650</b>	130,789
<b>Net assets</b>		<b>112,650</b>	130,789

# Condensed Consolidated Statement of Financial Position (Continued)

## 簡明綜合財務狀況表(續)

As at 30 September 2016 於二零一六年九月三十日

			<b>30 September 2016</b>	31 March 2016
			二零一六年 九月三十日 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
		Note 附註		
<b>Equity</b>	<b>權益</b>			
<b>Equity attributable to the owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Share capital	股本	12	<b>135,625</b>	135,625
Reserves	儲備		<b>(35,864)</b>	(22,996)
			<b>99,761</b>	112,629
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>12,889</b>	18,160
<b>Total equity</b>	<b>權益總額</b>		<b>112,650</b>	130,789



# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Net cash generated from/(used in) operating activities</b>	經營活動所得/(動用)之現金淨額	<b>7,150</b>	(445)
<b>Investing activities</b>	投資活動		
Cash paid for acquisition of financial assets designated at fair value through profit or loss	就購入指定按公平值計入損益之金融資產已付之現金	<b>(291,216)</b>	(207,516)
Cash received from redemption of financial assets designated at fair value through profit or loss	就贖回指定按公平值計入損益之金融資產已收取之現金	<b>266,602</b>	195,015
Interest received from structured deposits	已收結構性存款之利息	<b>951</b>	853
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(380)</b>	-
Others	其他	<b>-</b>	(59)
<b>Net cash used in investing activities</b>	投資活動所動用之現金淨額	<b>(24,043)</b>	(11,707)
<i>Net decrease in cash and cash equivalents</i>	現金及現金等價物減少淨額	<b>(16,893)</b>	(12,152)
<b>Cash and cash equivalents at the beginning of the period</b>	於期初之現金及現金等價物	<b>149,754</b>	133,046
Effect on foreign exchange rate changes, on cash held	匯率變動對所持現金之影響	<b>(5,832)</b>	(3,266)
<b>Cash and cash equivalents at the end of the period, represented by cash at banks and in hand</b>	於期終之現金及現金等價物即銀行結存及現金	<b>127,029</b>	117,628

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

		Attributable to the owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Warrant reserve	Translation reserve	Accumulated losses	Total	Non-controlling interests	Total equity	
		股本	股份溢價	認股權證儲備	兌換儲備	累計虧損	總計	非控股權益	權益總額	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
As at 1 April 2015	於二零一五年四月一日	135,625	99,935	900	605	(117,201)	119,864	20,801	140,665	
Profit for the period	期內溢利	-	-	-	-	2,120	2,120	1,783	3,903	
<b>Other comprehensive income/(expense)</b>	<b>其他全面收益/(開支)</b>									
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	(4,089)	-	(4,089)	780	(3,309)	
<b>Total comprehensive income/(expense)</b>	<b>全面收益/(開支)總額</b>	-	-	-	(4,089)	2,120	(1,969)	2,563	594	
<b>As at 30 September 2015</b>	<b>於二零一五年九月三十日</b>	<b>135,625</b>	<b>99,935</b>	<b>900</b>	<b>(3,484)</b>	<b>(115,081)</b>	<b>117,895</b>	<b>23,364</b>	<b>141,259</b>	
As at 1 April 2016	於二零一六年四月一日	<b>135,625</b>	<b>99,935</b>	<b>900</b>	<b>(2,377)</b>	<b>(121,454)</b>	<b>112,629</b>	<b>18,160</b>	<b>130,789</b>	
Loss for the period	期內虧損	-	-	-	-	(10,770)	(10,770)	(4,792)	(15,562)	
<b>Other comprehensive expense</b>	<b>其他全面開支</b>									
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	(2,098)	-	(2,098)	(479)	(2,577)	
<b>Total comprehensive expense</b>	<b>全面開支總額</b>	-	-	-	(2,098)	(10,770)	(12,868)	(5,271)	(18,139)	
<b>As at 30 September 2016</b>	<b>於二零一六年九月三十日</b>	<b>135,625</b>	<b>99,935</b>	<b>900</b>	<b>(4,475)</b>	<b>(132,224)</b>	<b>99,761</b>	<b>12,889</b>	<b>112,650</b>	

# Notes to The Condensed Consolidated Financial Statements

For the six months ended 30 September 2016

# 簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

## 1. GENERAL INFORMATION

Yunbo Digital Synergy Group Limited (the “**Company**”) (together with its subsidiaries, the “**Group**”) was incorporated in the Cayman Islands on 8 May 2000 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company’s registered office is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company’s principal place of business is situated at Room 1602, 16/F., AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong.

The Company’s shares are listed on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Group is principally engaged in the provision of system integration services and other value-added technical consultation services and hardware-related business. The Group has also expanded into the People’s Republic of China (the “**PRC**”) market in the areas of manufacturing of ancillary high-tech software and hardware products; developing and establishing integrated online platforms for distribution of mobile products and provision of value-added services; and setting up joint ventures with multinational companies to introduce and procure mobile application services, among others.

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

## 1. 一般資料

雲博產業集團有限公司(「**本公司**」)(連同其附屬公司，統稱「**本集團**」)於二零零零年五月八日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處位於 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之主要營業地點位於香港灣仔告士打道151號安盛中心16樓1602室。

本公司股份於香港聯合交易所有限公司(「**聯交所**」)創業板(「**創業板**」)上市。本集團主要從事提供系統集成服務及其他增值技術顧問服務以及硬件相關業務。本集團亦進軍中華人民共和國(「**中國**」)市場，參與製造輔助高科技軟件及硬件產品；開發及建立綜合網上平台分銷手機產品並提供增值服務；及與跨國公司成立合營企業，以(其中包括)引入及採購手機應用程式服務等。

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

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2016 (the “**Condensed Financial Report**”) have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”).

The Condensed Financial Report should be read in conjunction with the annual financial statements of the Company for the year ended 31 March 2016 (the “**2016 Annual Financial Statements**”). The principal accounting policies used in the Condensed Financial Report are consistent with those adopted in the 2016 Annual Financial Statements, except for the adoption of the new or amended Hong Kong Financial Reporting Standards (“**HKFRSs**”) which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 April 2016. Details of these changes in accounting policies are set out in note 3.

The preparation of the Condensed Financial Report in conformity with HKAS 34 requires 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 year to date basis. Actual results may differ from these estimates.

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

## 2. 編製基準

本集團截至二零一六年九月三十日止六個月之未經審核簡明綜合財務報表(「**簡明財務報告**」)乃根據香港會計師公會(「**香港會計師公會**»)頒佈之香港會計準則(「**香港會計準則**»)第34號「中期財務報告」以及聯交所創業板證券上市規則(「**創業板上市規則**»)之適用披露規定編製。

簡明財務報告應與本公司截至二零一六年三月三十一日止年度之年度財務報表(「**二零一六年度財務報表**»)一併閱覽。此簡明財務報告所採用之主要會計政策與二零一六年度財務報表所採納者貫徹一致，惟採納對本集團於二零一六年四月一日開始年度期間之財務報表相關且生效之新訂或經修訂香港財務報告準則(「**香港財務報告準則**»)除外。有關此等會計政策變動之詳情載於附註3。

按照香港會計準則第34號編製簡明財務報告時要求管理層作出影響政策應用以及按截至該日止年度基準所呈報資產及負債、收入及開支金額之判斷、估算及假設。實際結果可能有別於此等估算。

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

### 3. ADOPTION OF NEW OR AMENDED HKFRSs

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

Amendments to HKFRSs	Annual improvements to HKFRSs 2012—2014 Cycle
Amendments to HKAS 1	Disclosure Initiative

The adoption of the amendments to HKFRSs has no material effect on the financial position or performance of the Group. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 4. REVENUE AND SEGMENT INFORMATION

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and rendering of services, net of returns and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

Revenue from the sale of enterprise software and hardware products is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has been passed.

Maintenance and consultancy service income is recognised over the life of the agreement on a straight-line basis. The unearned portion of the maintenance service income received is accounted for as deferred income included under other payables in the condensed consolidated statement of financial position.

### 3. 採納新訂或經修訂香港財務報告準則

香港會計師公會已頒佈多項新訂香港財務報告準則及經修訂香港財務報告準則，乃於本集團及本公司現時會計期間首次生效，其中下列發展與本集團財務報表相關：

香港財務報告準則之修訂	本香港財務報告準則二零一二年至二零一四年週期的年度改進
香港會計準則第1號之修訂	披露的自主性

採納該等經修訂香港財務報告準則對本集團財務狀況或表現並無重大影響。本集團並無採用於現時會計期間尚未生效之任何新訂準則或詮釋。

### 4. 收益及分類資料

收益包括就銷售貨品及提供服務，並已扣除回扣及折扣之已收或應收代價公平值。倘經濟利益有可能流入本集團，而收益及成本(如適用)能可靠計量，則收益確認如下：

出售企業軟件及硬件產品之收益於擁有權之風險及回報轉移時確認，在一般情況下亦即為貨品付運予客戶及所有權獲轉移之時。

維修及顧問服務收入以直線法按協議年期確認。已收維修服務收入之未滿期部分於簡明綜合財務狀況表內其他應付款項中以遞延收入列賬。

#### 4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Interest income is recognised on an accrual basis using the effective interest method.

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

		Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Revenue:</b>	<b>收益:</b>				
Hardware	硬件	9,177	122,172	16,052	191,445
Software	軟件	283	376	830	1,025
Services	服務	2,463	2,747	3,775	3,156
		<b>11,923</b>	125,295	<b>20,657</b>	195,626

Management has determined the operating segments based on the reports reviewed by the executive directors that are used to make operating decisions. Executive directors are considered as the chief operating decision maker (“CODM”).

The CODM review the Group’s financial information from hardware, software and services perspectives. The reportable segments are classified in a manner consistent with the information reviewed by the CODM.

The CODM assess the performance of the operating segments based on a measure of reportable segment (loss)/profit. This measurement basis excludes other income and unallocated expenses.

Segment assets mainly exclude assets that are managed on a central basis. Segment liabilities mainly exclude liabilities that are managed on a central basis.

#### 4. 收益及分類資料(續)

利息收入採用實際利率法按應計基準確認。

本集團旗下各公司間所有重大交易已於綜合賬目時對銷。於期內按分類確認之收益如下：

管理層已根據執行董事所審閱用以作出經營決策之報告，確定經營分類。執行董事被視為主要經營決策者（「主要經營決策者」）。

主要經營決策者從硬件、軟件及服務方面審閱本集團之財務資料。可申報分類按主要經營決策者審閱資料一致之方式分類。

主要經營決策者按照可申報分類（虧損）／溢利之計量評估經營分類表現。有關計量基準不包括其他收入及未分配支出。

分類資產主要摒除集中管理之資產。分類負債主要摒除集中管理之負債。

#### 4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### 4. 收益及分類資料(續)

		Hardware 硬件		Software 軟件		Services 服務		Total 總計	
		Six months ended 30 September 截至九月三十日止六個月		Six months ended 30 September 截至九月三十日止六個月		Six months ended 30 September 截至九月三十日止六個月		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Reportable segment revenue:	可申報分類收益：								
From external customers	從外部客戶 所得之收益	16,052	191,445	830	1,025	3,775	3,156	20,657	195,626
Reportable segment (loss)/profit	可申報分類 (虧損)/溢利	(9,005)	7,855	(113)	(7)	1,343	2,956	(7,775)	10,804

		Hardware 硬件		Software 軟件		Services 服務		Total 總計	
		Three months ended 30 September 截至九月三十日止三個月		Three months ended 30 September 截至九月三十日止三個月		Three months ended 30 September 截至九月三十日止三個月		Three months ended 30 September 截至九月三十日止三個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Reportable segment revenue:	可申報分類收益：								
From external customers	從外部客戶 所得之收益	9,177	122,172	283	376	2,463	2,747	11,923	125,295
Reportable segment (loss)/profit	可申報分類 (虧損)/溢利	(2,965)	7,422	(403)	(493)	1,915	2,582	(1,453)	9,511

#### 4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### 4. 收益及分類資料(續)

		Hardware 硬件		Software 軟件		Services 服務		Total 總計	
		30 September 2016 二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)	30 September 2016 二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Reportable segment assets	可申報分類資產	93,694	185,274	391	246	1,124	1,164	95,209	186,684
Reportable segment liabilities	可申報分類負債	166,267	230,425	50	39	497	252	166,814	230,716

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the Condensed Financial Report as follows:

本集團經營分類與本集團於簡明財務報告呈列之主要財務數據之總額對賬如下：

		Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Reportable segment (loss)/profit	可申報分類(虧損)/溢利	(1,453)	9,511	(7,775)	10,804
Depreciation	折舊	(240)	(231)	(497)	(474)
Unallocated corporate expenses*	未分配公司開支*	(3,685)	(3,219)	(7,043)	(6,685)
Unallocated corporate income	未分配公司收入	543	412	1,012	1,191
(Loss)/Profit before income tax	除所得稅前(虧損)/溢利	(4,835)	6,473	(14,303)	4,836

\* Unallocated expenses mainly include operating lease charges in respect of rented premises and headquarter expenses.

\* 未分配開支主要包括租用物業之經營租賃租金及總部開支。



#### 4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### 4. 收益及分類資料(續)

		<b>30 September 2016</b>	31 March 2016
		二零一六年 九月三十日 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Total segment assets	分類資產總額	<b>95,209</b>	186,684
Unallocated assets*	未分配資產*	<b>214,629</b>	211,661
Total assets per condensed consolidated statement of financial position		<b>309,838</b>	398,345
Total segment liabilities	分類負債總額	<b>166,814</b>	230,716
Unallocated liabilities*	未分配負債*	<b>30,374</b>	36,840
Total liabilities per condensed consolidated statement of financial position		<b>197,188</b>	267,556

\* Unallocated assets mainly include, certain other receivables, financial assets designated at fair value through profit or loss, and cash and cash equivalents. Unallocated liabilities mainly include certain other payables and accruals.

\* 未分配資產主要包括若干其他應收款項、指定按公平值計入損益之金融資產及現金及現金等價物。未分配負債主要包括其他應付款項及應計費用。

## 5. (LOSS)/PROFIT BEFORE INCOME TAX

(Loss)/Profit before income tax is arrived at after charging/(crediting):

## 5. 除所得稅前(虧損)/溢利

除所得稅前(虧損)/溢利已扣除/(計入)以下項目：

		Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
Cost of inventories sold	已出售存貨成本	6,921	104,739	14,330	163,856
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	240	231	497	474
Employee benefit expense	僱員福利開支	5,344	5,283	10,907	10,477
Net foreign exchange (gain)/loss	匯兌淨(收益)/虧損	(770)	1	(321)	11
Operating lease charges in respect of rented premises	租用物業之經營租賃租金	1,156	909	2,138	1,862
Operating lease charges in respect of rented equipment	租用設備之經營租賃租金	3	3	5	5

## 6. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made for the six months and three months ended 30 September 2016 and 2015 as the Group had incurred losses for taxation purpose. The PRC enterprise income tax has been provided at the rate of 25% (six months and three months ended 30 September 2015: 25%) on the estimated assessable profit for the six months and three months ended 30 September 2016.

## 6. 所得稅開支

由於本集團錄得稅項虧損，故截至二零一六年及二零一五年九月三十日止六個月及三個月並無就香港利得稅計提撥備。中國企業所得稅乃根據截至二零一六年九月三十日止六個月及三個月之估計應課稅溢利按25%稅率計提撥備（截至二零一五年九月三十日止六個月及三個月：25%）。

		Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
<b>PRC enterprise income tax</b>	<b>中國企業所得稅</b>				
Current period	本期間	<b>623</b>	681	<b>1,259</b>	933
Income tax expense	所得稅開支	<b>623</b>	681	<b>1,259</b>	933

Deferred tax has not been provided for the Group because the Group had no material temporary differences at the reporting date (30 September 2015: Nil).

由於本集團在報告日期並無重大暫時差額，故並無就遞延稅項計提撥備（二零一五年九月三十日：無）。

## 7. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share for the three months and six months ended 30 September 2016 is calculated by dividing the loss attributable to owners of the Company for the period of HK\$3,044,000 and HK\$10,770,000 respectively (three months and six months ended 30 September 2015: profit of HK\$4,807,000 and HK\$2,120,000, respectively) by the weighted average number of 1,356,250,000 (three months and six months ended 30 September 2015: weighted average number of 1,356,250,000) ordinary shares in issue during the periods.

## 7. 每股(虧損)/盈利

截至二零一六年九月三十日止三個月及六個月之每股基本(虧損)/盈利乃根據期內本公司擁有人應佔虧損分別為3,044,000港元及10,770,000港元(截至二零一五年九月三十日止三個月及六個月：分別溢利4,807,000港元及2,120,000港元)，除以各期內已發行普通股加權平均數，即1,356,250,000股(截至二零一五年九月三十日止三個月及六個月：加權平均數1,356,250,000股)計算。

## 7. (LOSS)/EARNINGS PER SHARE (CONTINUED)

Diluted loss per share for the three months and six months ended 30 September 2016 equals to the basic loss per share as the potential ordinary shares on exercise of warrants were not included in the calculation of diluted loss per share because they are anti-dilutive.

Diluted earnings per share for the three months and six months ended 30 September 2015 is calculated by dividing the profit attributable to owners of the Company for the period of HK\$4,807,000 and HK\$2,120,000 respectively by the weighted average number of 1,356,250,000 ordinary shares in issue during the period and adjusting for the potential ordinary shares on exercise of 90,000,000 warrants for converting into ordinary shares.

Details of calculation of (loss)/earnings per share:

## 7. 每股(虧損)/盈利(續)

由於認股權證獲行使時潛在普通股具有反攤薄作用，故不計入每股攤薄虧損之計算內，因此，截至二零一六年九月三十日止三個月及六個月之每股攤薄虧損相等於每股基本虧損。

截至二零一五年九月三十日止三個月及六個月之每股攤薄盈利乃根據期內本公司擁有人應佔溢利分別為4,807,000港元及2,120,000港元，除以各期內已發行普通股加權平均數，即1,356,250,000股計算，並就行使認股權證轉換的90,000,000普通股之潛在普通股作出調整。

每股(虧損)/盈利之計算詳情如下：

		Three months ended 30 September 截至九月三十日止三個月		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
(Loss)/Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔(虧損)/溢利(千港元)	<b>(3,044)</b>	4,807	<b>(10,770)</b>	2,120
Weighted average number of ordinary shares in issue during the period for the purpose of basic (loss)/earnings per share (in thousands)	期內用作每股基本(虧損)/盈利之已發行普通股加權平均數(千股)	<b>1,356,250</b>	1,356,250	<b>1,356,250</b>	1,356,250
Effect of dilutive potential ordinary shares on exercise of warrants	有攤薄作用的潛在普通股因行使認股權證之影響	-	85,986	-	86,480
Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share (in thousands)	用作每股攤薄(虧損)/盈利之普通股加權平均數(千股)	<b>1,356,250</b>	1,442,236	<b>1,356,250</b>	1,442,730
		<b>HK cents</b> 港仙	HK cents 港仙	<b>HK cents</b> 港仙	HK cents 港仙
Basic (loss)/earnings per share	每股基本(虧損)/盈利	<b>(0.22)</b>	0.35	<b>(0.79)</b>	0.16
Diluted (loss)/earnings per share	每股攤薄(虧損)/盈利	<b>(0.22)</b>	0.33	<b>(0.79)</b>	0.15

## 8. DIVIDEND

The board of directors does not recommend the payment of an interim dividend for the six months ended 30 September 2016 (six months ended 30 September 2015: Nil).

## 8. 股息

董事會不建議派付截至二零一六年九月三十日止六個月的中期股息(截至二零一五年九月三十日止六個月：無)。

## 9. TRADE AND OTHER RECEIVABLES

## 9. 貿易及其他應收款項

		30 September 2016 二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Bill receivables	應收票據	-	2,143
Trade receivables	應收貿易款項	62,451	147,237
Total bill and trade receivables (Note a)	應收票據及應收貿易 款項總額(附註甲)	62,451	149,380
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	13,687	12,432
		<b>76,138</b>	161,812

Note a: The credit period granted by the Group to its customers generally ranged from 0 to 120 days. As at 30 September 2016 and 31 March 2016, the ageing analysis of the Group's bill and trade receivables (net of provision for impaired receivables) based on invoice date is as follows:

附註甲：本集團提供予客戶之除賬期一般介乎0至120日。於二零一六年九月三十日及二零一六年三月三十一日，本集團應收票據及應收貿易款項(扣除應收款項之減值撥備)按發票日期之賬齡分析如下：

		30 September 2016 二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
0-30 days	0-30日	17,102	114,183
31-60 days	31-60日	2,020	80
61-90 days	61-90日	5,204	258
91-180 days	91-180日	13,833	21,544
181-365 days	181-365日	16,820	9,059
Over 365 days	超過365日	7,472	4,256
		<b>62,451</b>	149,380

## 9. TRADE AND OTHER RECEIVABLES (CONTINUED)

All amounts are short term and hence the carrying values of the Group's bill, trade and other receivables are considered to be a reasonable approximation of fair values.

## 10. FINANCIAL ASSETS DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS

## 9. 貿易及其他應收款項(續)

由於所有都是短期金額，本集團應收票據、貿易及其他應收款項之賬面值被視為與公平值相若。

## 10. 指定按公平值計入損益之金融資產

		30 September 2016 二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Structured deposits	結構性存款	46,502	36,063
Unlisted investment funds	非上市投資基金	24,994	10,819
		<b>71,496</b>	46,882

## 10. FINANCIAL ASSETS DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

As at 30 September 2016, the Group had short term investments linked structured deposits that were denominated in RMB40,000,000 (equivalent to HK\$46,502,000) (At 31 March 2016: RMB30,000,000 (equivalent to HK\$36,063,000)) with a bank with maturity periods of 66 days (At 31 March 2016: 39 days) and unlisted investment funds that were denominated in RMB21,500,000 (equivalent to HK\$24,994,000) with a bank (At 31 March 2016: RMB9,000,000 (equivalent to HK\$10,819,000)).

Interest rates of the structured deposits vary depending on the return rate of the relevant short term bonds, money market investment fund and bank deposits.

Structured deposits are carried at fair value determined according to the inputs other than quoted market prices (Note 13.1).

Unlisted investment funds are carried at fair value and their dealing price is derived from net asset values of the investment funds with reference to observable quoted price of underlying investment portfolio in active markets (note 13.1).

## 10. 指定按公平值計入損益之金融資產(續)

於二零一六年九月三十日，本集團與一間銀行訂立與短期投資相關之結構性存款，金額為人民幣40,000,000元（相當於46,502,000港元）（於二零一六年三月三十一日：人民幣30,000,000元（相當於36,063,000港元）），於66日內屆滿（於二零一六年三月三十一日：於39日內屆滿），以及與一間銀行訂立非上市投資基金，金額為人民幣21,500,000元（相當於24,994,000港元）（於二零一六年三月三十一日：人民幣9,000,000元（相當於10,819,000港元））。

結構性存款之利率視乎相關短期債券、貨幣市場投資基金及銀行存款之回報率而變。

結構性存款按根據所報市價以外之輸入數據釐定之公平值列賬(附註13.1)。

非上市投資資金按公平值列賬，其交易價格由投資基金的資產淨值得出，以活躍市場相關投資組合之可觀察報價作為參考(附註13.1)。

## 11. TRADE AND OTHER PAYABLES

## 11. 貿易及其他應付款項

		30 September 2016	31 March 2016
		二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade payables (Note a)	應付貿易款項(附註甲)	<b>159,864</b>	227,006
Other payables and accruals (Note c)	其他應付款項及 應計費用(附註丙)	<b>28,994</b>	35,670
Sales deposits received (Note b)	已收銷售按金(附註乙)	<b>6,950</b>	3,710
		<b>195,808</b>	266,386

Note a: The ageing analysis of the Group's trade payables based on invoice date is as follows:

附註甲：本集團應付貿易款項按發票日期之賬齡分析如下：

		30 September 2016	31 March 2016
		二零一六年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	二零一六年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
0-30 days	0-30日	<b>987</b>	38,990
31-60 days	31-60日	<b>6,257</b>	203
61-90 days	61-90日	-	16,444
91-180 days	91-180日	<b>9,623</b>	32,408
181-365 days	181-365日	<b>40,853</b>	85,516
Over 365 days	超過365日	<b>102,144</b>	53,445
		<b>159,864</b>	227,006

Note b: As at 30 September 2016, sales deposits of HK\$7.0 million (At 31 March 2016: HK\$3.7 million) was received from customers of which the transaction had not yet completed.

附註乙：於二零一六年九月三十日，自客戶收取銷售按金7,000,000港元（於二零一六年三月三十一日：3,700,000港元），而該交易尚未完成。

Note c: As at 30 September 2016 and 31 March 2016, other payables were mainly the cash advances which were are unsecured, interest free and repayable within one year.

附註丙：於二零一六年九月三十日及三月三十一日，其他應付款項主要為無抵押、免息及於一年內償還之現金墊款。

The carrying values of the Group's trade and other payables are considered to be a reasonable approximation of fair values.

本集團之貿易及其他應付款項之賬面值被視為與其公平值相若。



## 12. SHARE CAPITAL

## 12. 股本

**Authorised  
Ordinary shares of  
HK\$0.10 each**

每股面值0.10港元之  
法定普通股

		<b>Number of shares 股份數目 (in thousands) (千股)</b>	<b>HK\$'000 千港元 (unaudited) (未經審核)</b>
As at 31 March 2016 and 30 September 2016	於二零一六年 三月三十一日及 二零一六年 九月三十日	<b>2,000,000</b>	<b>200,000</b>

**Issued and fully paid  
Ordinary shares of  
HK\$0.10 each**

每股面值0.10港元之  
已發行及繳足普通股

		<b>Number of shares 股份數目 (in thousands) (千股)</b>	<b>HK\$'000 千港元 (unaudited) (未經審核)</b>
As at 1 April 2015, 31 March 2016 and 30 September 2016	於二零一五年 四月一日、 二零一六年 三月三十一日及 二零一六年 九月三十日	<b>1,356,250</b>	<b>135,625</b>

Note: 30,000,000 warrants issued on 4 June 2012 and 60,000,000 warrants issued on 26 July 2012 have initial subscription prices of HK\$0.185 per share and HK\$0.141 per share respectively for one ordinary share of the Company exercisable for a period of five years. As at 30 September 2016 and 31 March 2016, 90,000,000 warrants remained unexercised.

附註：於二零一二年六月四日發行之30,000,000份認股權證及於二零一二年七月二十六日發行之60,000,000份認股權證就本公司一股普通股股份之初步認購價分別為每股股份0.185港元及每股股份0.141港元，該等認股權證之行使期為五年。於二零一六年九月三十日及二零一六年三月三十一日，90,000,000份認股權證仍未行使。

## 13. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

### 13.1 Financial assets and liabilities measured at fair value

The following table presents financial assets and liabilities measured at fair value in the condensed consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

## 13. 金融工具之公平值計量

### 13.1 按公平值計量之金融資產及負債

下表根據公平值層級列示簡明綜合財務狀況表中按公平值計量之金融資產及負債。該層級按計量該等金融資產及負債公平值所用重大輸入數據之相對可靠程度，將金融資產及負債分為三個級別。公平值層級如下：

第一級：相同資產及負債於活躍市場之報價(未經調整)；

第二級：就資產或負債可直接(即價格)或間接(即由價格推算)可觀察之輸入數(不包括第一層所包含報價)；及

第三級：並非基於可觀察之市場數據而得出之資產或負債輸入數據(無法觀察輸入)。

金融資產或負債所應歸入之公平值架構內之層次，乃基於公平值計量層重大之最低層次輸入數據劃分。

### 13. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

#### 13.1 Financial assets and liabilities measured at fair value (Continued)

The financial assets and liabilities measured at fair value in the condensed consolidated statement of financial position are grouped into the fair value hierarchy as follows:

		<b>Level 2</b>	
		<b>第二級</b>	
		<b>30</b>	<b>31</b>
		<b>September</b>	<b>March</b>
		<b>2016</b>	<b>2016</b>
		<b>二零一六年</b>	<b>二零一六年</b>
		<b>九月三十日</b>	<b>三月三十一日</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(unaudited)</b>	<b>(audited)</b>
		<b>(未經審核)</b>	<b>(經審核)</b>
<b>Assets</b>	<b>資產</b>		
Financial assets designated at fair value through profit or loss:	指定按公平值計入損益之金融資產：		
– Structured deposits	– 結構性存款	<b>46,502</b>	36,063
– Unlisted investment funds	– 非上市投資基金	<b>24,994</b>	10,819
		<b>71,496</b>	46,882

The structured deposits are not publicly traded, the fair values presented are determined by calculating the present value of the estimated cash flows upon maturity of these financial assets. Future cash flows are estimated based on the contracted interest rates, discounted at a rate that reflects the credit risk of the Group or the counterparties, as appropriate. Interest rates of the structured deposits vary depending on the return rate of the relevant short term bonds, money market investment fund and bank deposits.

#### 13.2 Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the financial instruments carried at amortised cost are not materially different from their fair values as at 30 September 2016 and 31 March 2016.

### 13. 金融工具之公平值計量 (續)

#### 13.1 按公平值計量之金融資產及負債(續)

簡明綜合財務狀況表中按公平值計量之金融資產及負債歸類為如下公平值層級：

		<b>Level 2</b>	
		<b>第二級</b>	
		<b>30</b>	<b>31</b>
		<b>September</b>	<b>March</b>
		<b>2016</b>	<b>2016</b>
		<b>二零一六年</b>	<b>二零一六年</b>
		<b>九月三十日</b>	<b>三月三十一日</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(unaudited)</b>	<b>(audited)</b>
		<b>(未經審核)</b>	<b>(經審核)</b>
<b>Assets</b>	<b>資產</b>		
Financial assets designated at fair value through profit or loss:	指定按公平值計入損益之金融資產：		
– Structured deposits	– 結構性存款	<b>46,502</b>	36,063
– Unlisted investment funds	– 非上市投資基金	<b>24,994</b>	10,819
		<b>71,496</b>	46,882

該結構性存款並無公開買賣，所呈列公平值乃按計算該等金融資產到期時之估計現金流現值釐定。未來現金流乃根據合約利率（按反映本集團或對手方之信貸風險之比率折現（如適用））進行估計。結構性存款之利息視乎相關短期債券、貨幣市場投資基金及銀行存款之回報率而變。

#### 13.2 按公平值以外方式列賬之金融資產及負債之公平值

於二零一六年九月三十日及二零一六年三月三十一日，按攤銷成本列賬之金融工具賬面值與其公平值並無重大差異。

## 14. OPERATING LEASE COMMITMENTS

At the reporting dates, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of rented premises and equipment are as follows:

		<b>30 September 2016</b> 二零一六年 九月三十日 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	<b>31 March 2016</b> 二零一六年 三月三十一日 <b>HK\$'000</b> 千港元 <b>(audited)</b> (經審核)
Within one year	一年內	<b>2,573</b>	1,778
In the second to fifth year inclusive	第二年至第五年內	<b>725</b>	989
		<b>3,298</b>	2,767

The Group leases a number of premises and equipment under operating leases. The leases run for an initial period of one to five years, with an option to renew the leases and renegotiate the terms at the expiry date.

## 15. MATERIAL RELATED PARTY TRANSACTION

The Group had no significant transactions with related parties during the reporting period (six months ended 30 September 2015: Nil).

The remuneration of key management personnel for the six months ended 30 September 2016 amounted to HK\$3,019,000 (six months ended 30 September 2015: HK\$2,144,000).

## 14. 經營租賃承擔

於報告日，本集團根據有關租用物業及設備之不可撤銷經營租賃之日後應付之最低租金總額如下：

本集團根據經營租賃租用數項物業及設備。租約初始期為一至五年，於屆滿日期可選擇重續租約及重新商議租期。

## 15. 重大關連方交易

於報告期內，本集團並無與關連方進行重大交易（截至二零一五年九月三十日止六個月：無）。

截至二零一六年九月三十日止六個月之主要管理人員酬金為3,019,000港元（截至二零一五年九月三十日止六個月：2,144,000港元）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial review

During the six months ended 30 September 2016, the Company and its subsidiaries (collectively the “**Group**”) recorded revenue of approximately HK\$20,657,000, representing a decrease of approximately 89% when compared with the corresponding period last year of approximately HK\$195,626,000.

Loss before income tax of the Group for the six months ended 30 September 2016 was approximately HK\$14,303,000, compared with profit before income tax of approximately HK\$4,836,000 for the corresponding period last year. Loss attributable to owners of the Company for the six months ended 30 September 2016 was approximately HK\$10,770,000 when compared with profit attributable to owners of the Company of approximately HK\$2,120,000 for the corresponding period last year.

### Business review

During the period in review, the significant decrease in revenue was principally due to the market being overcrowded with an overwhelming number of Ethernet-Passive Optical Network (“**E-PON**”) equipment and Gigabit-Passive Optical Network (“**G-PON**”) equipment suppliers which had greatly increased the level of competition. The number of E-PON equipment being traded by China Mobile Payment Technology Group Company Limited (中國支付科技集團有限公司) (“**China Mobile Payment**”) had fallen dramatically by more than 85.93% when compared with the corresponding period last year. As such, the total sales volume had proportionately fallen by more than 88.30% with the average price of each E-PON equipment unit having fallen by approximately 16.84%. China Mobile Payment had underestimated the level of market competition and were unsuccessful in all of their bids to supply G-PON equipment. As such, it did not record any trading of G-PON equipment. In view, the Company will monitor the changes in market conditions more closely in hopes of regaining lost market share without having to sacrifice pricing.

The Group’s system integration services and other value-added technical consultation services and hardware-related business in Hong Kong is facilitated by Norray Professional Computer Limited (“**Norray**”), an indirect non wholly-owned subsidiary of the Company. Given the size of their operations and the non-core nature of their business, the Company has been considering disposal of the Group’s entire shareholding interest in Norray at an appropriate time.

## 管理層討論與分析

### 財務回顧

於截至二零一六年九月三十日止六個月，本公司及其附屬公司(統稱「**本集團**」)錄得收益約20,657,000港元，較去年同期約195,626,000港元減少約89%。

截至二零一六年九月三十日止六個月，本集團之除所得稅前虧損約為14,303,000港元，相比去年同期之除所得稅前溢利約為4,836,000港元。截至二零一六年九月三十日止六個月，本公司擁有人應佔虧損約10,770,000港元，而去年同期本公司擁有人應佔溢利則約2,120,000港元。

### 業務回顧

回顧期內收益顯著減少，主要由於市場上乙太網無源光網絡(「**E-PON**」)設備及千兆無源光纖網路(「**G-PON**」)設備供應商數目氾濫，以致市場過份擁擠，競爭遠比之前激烈。中國支付科技集團有限公司(「**中國支付科技**」)買賣E-PON設備數目較去年同期下跌超過85.93%。因此，總銷售量按比例下跌逾88.30%，而每件E-PON設備之平均價格則下跌約16.84%。中國支付科技低估了市場競爭的激烈程度，其供應G-PON設備之所有投標均不成功，故並未錄得任何G-PON設備之買賣。鑑於有關情況，本公司將更密切注視市場狀況變化，以期望重奪損失的市場佔有率，並盡可能避免價格上的讓步。

本集團的系統集成服務及於香港的其他增值技術顧問服務及硬件相關業務由本公司間接非全資附屬公司歐美專業電腦有限公司(「**歐美**」)促成。基於其經營規模及並非核心業務，本公司正考慮適當時間出售本集團於歐美的全部權益。

## Prospects

The Company continues to work directly with 中國移動(深圳)有限公司(China Mobile (Shenzhen) Company Limited\*) (“**China Mobile Shenzhen**”), assisting them with the development and construction of their unified payment system platform as well as the monitoring and management system. Thus far, the initial phase of the unified payment system platform as well as phases I & II of the monitoring and management system have been completed, we are still holding ongoing discussions with China Mobile Shenzhen on how to further this project and its eventual implementation.

Once the unified payment system platform is completed and successfully implemented, the management believes it is possible to replicate this model and sell it to other units and/or subsidiaries of China Mobile Limited (stock code: 941). Moreover, we will have the opportunity to induce large enterprises and multinational companies within the PRC, such as China Telecommunications Corporation (中國電信集團公司), or the now developing points of sale (“**POS**”) terminal payment network, to participate in promoting the widespread use of this platform.

The Company and Aspire Information Technologies (Beijing) Co., Ltd. (卓望信息技術(北京)有限公司) (“**Aspire**”) remain highly committed to work together in a manner that is mutually beneficial to both parties under the agency framework agreement. We continue to be in close contact with Aspire with ongoing dialogues on developing a proposed form of joint cooperation. Management is confident that these discussions will come to fruition in the near term.

The Company started working with 天翼電子商務有限公司上海分公司(Shanghai China Telecom Bestpay E-commerce Ltd.\*) (“**Shanghai CT E-commerce**”) from 2015 on the development and construction of the e-commerce network platform of payment and settlement function and POS installation and its promotion to enhance products competitiveness and enrichment of services to customers. As of 30 September 2016, the Company has already completed the installation of 300 POS terminals in certain retail locations under one network.

## 前景

本公司繼續直接與中國移動(深圳)有限公司(「**中國移動深圳**」)合作，協助其開發及建設統一支付系統平台和監控及管理系統。至今為止，統一支付系統平台的初步階段，以及監控及管理系統第一及第二期已完成，我們與中國移動深圳仍然繼續就進一步推展該項目的方式及其最終的實施進行磋商。

統一支付系統平台一旦完工，並成功實施，管理層深信我們或能複製此模式，並將其銷售予中國移動有限公司(股份代號：941)的其他單位及／或附屬公司。另外，我們有機會招徠中國境內的大型企業及跨國公司(例如中國電信集團公司)或者現正開發的銷售點(「**POS**」)終端支付網絡加入，從而推動該平台廣泛使用。

本公司與卓望信息技術(北京)有限公司(「**卓望**」)繼續矢志根據代理框架協議以雙方互惠互利的方式合作。我們繼續就發展擬定聯營方式與卓望對話，保持緊密聯繫。管理層有信心該等討論不久將達致成果。

本公司自二零一五年起開展與天翼電子商務有限公司上海分公司(「**上海天翼電子商務**」)的合作，以開發及建設集支付結算功能於一身的電子商務網絡平台及安裝POS終端機，並進行銷售推廣，以提升產品競爭力及豐富其客戶服務。截至二零一六年九月三十日，本公司已完成於同一個網絡若干零售點安裝超過300個POS終端機。

Shanghai CT E-commerce, through their Bestpay (翼支付) platform, has committed to provide clearing services for non-cash payments under the new platform currently under development. Over the course of time as the project develops and matures, we strongly believe that this project will bring in other business opportunities for the Group to participate in, such as additional installation of POS terminals in other retail locations within the network in the PRC, revenue sharing arrangement, and technical advisory services, among others. From management's perspective, the opportunity at hand is quite promising and has great potential.

The Directors believe that mobile phone has become the ultimate terminal for consumer mobile applications globally. Our continuing, ongoing and existing business development on the unified payment system platform in various projects and our excellent business relationships with key players within the telecommunications industry will create synergy and enhance cooperation amongst the parties concerned to provide consumer-friendly payment services using the mobile phone as a terminal for mobile applications in business, entertainment, work and in daily life. Irrespective of the transaction amounts involved, the cooperation serves as a stepping stone to expand our coverage for online and offline payment services, which is in line with the Group's strategy of designing, developing, manufacturing and operating leading products for mobile networks as well as online and offline payment services, and is expected to generate further revenue for the Group.

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

To ensure that the Company is financially stable with sufficient financial resources to continue the development of its proposed projects, the Company had on 5 August 2013, raised net proceeds of approximately HK\$100 million through a subscription (the "**Subscription**"). Immediately after the completion of the Subscription, Happy On held 987,888,771 shares of the Company, representing approximately 72.83% of the total issued share capital of the Company.

上海天翼電子商務透過翼支付(「翼支付」)平台致力以現時開發中的新平台提供非現金付款結算服務。隨著項目開發及發展成熟，我們深信是項項目將為本集團帶來其他商機，例如在中國其零售點的同一網絡內增設POS終端機、收入攤分安排及技術顧問服務等等。從管理層的角度而言，手中掌握的機遇前景可觀，且潛力龐大。

董事相信，手機已成為全球共識的消費移動應用終端。我們各個項目在統一支付系統方面的經營中、持續及現有業務發展，以及與電信業的重要業者的良好業務關係，將可締造協同效應且加強各方之間的合作關係，以利用手機成為商業、娛樂、工作及日常生活等應用終端，提供便利客戶的付款服務。不論所涉交易金額大小，上述合作關係乃本集團擴大大線上線下付款服務覆蓋率之踏腳石，符合本集團移動網絡前端產品的設計、開發、生產製造及經營以及線上線下付款服務等業務發展的策略，並預期為本集團帶來額外收益。

## 流動資金、財務資源及資本結構

為確保本公司財政穩定並具備足夠財政來源以繼續發展其建議項目，本公司於二零一三年八月五日已透過一項認購事項(「**認購事項**」)籌集所得款項淨額約100,000,000港元。緊隨認購事項完成後，Happy On持有987,888,771股本公司股份，相當於本公司已發行股本總額約72.83%。

As stipulated in the circular of the Company dated 11 July 2013, such proceeds were to be applied in the following manner:

- (i) approximately HK\$30,000,000 will be used to pay up the remaining registered capital of 廣州韻博信息科技有限公司 (Guangzhou YBDS IT Co., Ltd.)\* (“**Guangzhou YBDS**”) and 北京韻博港信息科技有限公司 (Beijing YBDS IT Co., Ltd.)\* (“**Beijing YBDS**”);
- (ii) approximately HK\$50,000,000 will be used as further investment for contribution towards the total investment amounts of Guangzhou YBDS and Beijing YBDS; and
- (iii) the remaining balance as general working capital of the Company.

The Company had previously applied approximately HK\$9,400,000 (or approximately RMB7,350,000) and approximately HK\$5,500,000 (or approximately RMB4,330,000) of the proceeds to pay up the remaining initial registered capital of RMB20,000,000 and increased registered capital of RMB20,000,000 of Guangzhou YBDS, respectively. During the year ended 31 March 2015, the Company had applied approximately HK\$19,785,000 (or approximately RMB15,670,000) of the proceeds to pay up the outstanding remaining increased registered capital of Guangzhou YBDS.

At the time of the Subscription, only 20% of the registered capital or RMB4 million of Beijing YBDS has been paid up with the remaining 80% or RMB16 million due to be paid on or before 18 December 2014. The Company had intended to apply to the Bureau of Foreign Trade and Economic Cooperation of Beijing Municipality (北京市對外貿易經濟合作局) to increase the registered capital of Beijing YBDS from RMB20 million to RMB40 million and its total investment from RMB40 million to RMB80 million. A sum of approximately HK\$45.5 million from the proceeds of the Subscription was earmarked for paying up the initial registered capital and increased registered capital of Beijing YBDS (the “**Capital Increase**”). The intent of the Capital Increase was to enable the Group’s subsidiaries to meet the minimum capital threshold requirement when submitting bids for proposed projects offered by the relevant telecommunications service providers in the PRC.

按本公司日期為二零一三年七月十一日之通函所規定，該等所得款項將撥作下列用途：

- (i) 約 30,000,000 港元將用於繳付廣州韻博信息科技有限公司（「**廣州韻博**」）及北京韻博港信息科技有限公司（「**北京韻博**」）餘下之註冊資本；
- (ii) 約 50,000,000 港元將用於進一步投資於廣州韻博及北京韻博總投資金額之注資；及
- (iii) 餘額用作本公司之一般營運資金。

此前，本公司已將所得款項中約 9,400,000 港元（或約人民幣 7,350,000 元）及約 5,500,000 港元（或約人民幣 4,330,000 元）用於繳付廣州韻博的初始註冊資本人民幣 20,000,000 元及所增加註冊資本人民幣 20,000,000 元的餘額部分。於截至二零一五年三月三十一日止年度內，本公司已將認購事項所得款項中約 19,785,000 港元（或約人民幣 15,670,000 元）用於繳足廣州韻博增加註冊資本的餘額部分。

於進行認購事項之時，北京韻博只有 20% 註冊資本或人民幣 4,000,000 元已繳，餘下 80% 或人民幣 16,000,000 元須於二零一四年十二月十八日或之前繳付。當時本公司已有意向北京市對外貿易經濟合作局申請將北京韻博之註冊資本由人民幣 20,000,000 元增加至人民幣 40,000,000 元，並將其投資總額由人民幣 40,000,000 元增加至人民幣 80,000,000 元。認購事項所得款項中為數約 45,500,000 港元已指定用於繳付北京韻博之初始註冊資本及已增加註冊資本（「**增資**」）。增資之目的為就中國相關電信服務供應商所給予建議項目進行投標時，讓本集團附屬公司可符合最低資本限額之規定。



Given the Company has acquired China Mobile Payment on 23 December 2014, a holding company that owns a subsidiary with the aforesaid threshold requirement for bids submission, this corporate action is no longer deemed to be necessary. The Company has already commenced the process of deregistration of Beijing YBDS. De-registration has entered into the final stage and is pending for the approval of PRC authority.

Moreover, the Company intends to apply the aforesaid earmarked proceeds of approximately HK\$45.5 million for new potential projects and for general working capital purposes. As at the date of this report, the Company has not identified any potential projects.

As at 30 September 2016, the shareholders' funds of the Group amounted to approximately HK\$99,761,000. Current assets of approximately HK\$302,759,000 were mainly comprised of cash and cash equivalents of approximately HK\$127,029,000, and trade and other receivables of approximately HK\$76,138,000. Current liabilities of approximately HK\$197,188,000 were mainly comprised of trade and other payables of approximately HK\$195,808,000. The Group expresses its gearing ratio as a percentage of bank borrowings and long-term debts over total equity. As at 30 September 2016, the Group did not have any borrowings or long-term debt. The liquidity ratio of the Group, represented by a ratio of current assets over current liabilities, was 1.54 (As at 31 March 2016: 1.46), reflecting the adequacy of financial resources.

## MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have material acquisitions and disposals of subsidiaries, associates and joint ventures during the six months ended 30 September 2016.

## EXPOSURE TO EXCHANGE RATE FLUCTUATIONS

Most of the transactions of the Group are denominated in Hong Kong Dollar ("HKD") and Renminbi ("RMB"). The Group adopts a conservative treasury policy with most of the bank deposits being kept in HKD, or in the local currencies of the operating subsidiaries to minimize exposure to foreign exchange risks. As at 30 September 2016, the Group had no foreign exchange contracts, interests or currency swaps or other financial derivatives for hedging purposes.

## OPERATING LEASE COMMITMENTS

As at 30 September 2016, the Group had operating lease commitments of approximately HK\$3,298,000.

## CAPITAL COMMITMENTS

As at 30 September 2016, the contracted capital commitments of the Group were nil.

鑒於本公司於二零一四年十二月二十三日已收購中國支付科技(為上述遞交標書附帶限額規定之附屬公司之控股公司),此企業行動已不再被視為必要。本公司已經展開將北京韻博註銷登記之程序,註銷登記已進入最終階段及有待中國機關審批。

此外,本公司有意應用上述指定所得款項約45,500,000港元於新潛在項目及一般營運資金用途。截至本報告日期,本公司並未物色到任何潛在項目。

於二零一六年九月三十日,本集團股東資金金額約為99,761,000港元。約302,759,000港元的流動資產主要包括約127,029,000港元的現金及現金等值物,以及約76,138,000港元的貿易及其他應收款項組成。約197,188,000港元的流動負債包括約195,808,000港元的貿易及其他應付款項。本集團的資產及負債比率以銀行借貸及長期債務佔權益總額的百分比表示。於二零一六年九月三十日,本集團並無任何借貸或長期債務。本集團的流動資金比率(流動資產佔流動負債比率)為1.54(於二零一六年三月三十一日:1.46),反映財政資源充足。

## 重大收購及出售

本集團於截至二零一六年九月三十日止六個月並無任何重大收購及出售附屬公司、聯營公司及合資企業。

## 匯率波動之風險承擔

本集團大部分交易是以港元(「港元」)及人民幣(「人民幣」)列值。本集團採納穩健的庫存政策,大部分銀行存款以港元存放,或以經營附屬公司的當地貨幣存放,以盡量減低外匯風險。於二零一六年九月三十日,本集團並無外匯合約、利息或貨幣掉期或其他金融衍生工具,以作對沖用途。

## 經營租賃承擔

於二零一六年九月三十日,本集團有經營租賃承擔約3,298,000港元。

## 資本承擔

於二零一六年九月三十日,本集團並無合約資本承擔。

## CONTINGENT LIABILITIES

As at 30 September 2016, the Group had no material contingent liabilities.

## CHARGES ON THE GROUP'S ASSETS

As at 30 September 2016, the Group had no charges on the Group's assets.

## SEGMENT INFORMATION

The analysis of the principal activities of the operations of the Group is set out in note 4 to the Condensed Financial Report.

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2016, the Group had 105 employees (2015: 119 employees). The total remuneration paid to employees, including Directors, for the six months ended 30 September 2016 was approximately HK\$9,226,000 (2015: HK\$8,883,000). Remuneration is determined by reference to market terms and the performance, qualification and experience of each individual employee. Annual year-end double pay is paid based on each individual employee's performance as recognition of and reward for their contributions. Other benefits accruing to the employees include contributions made to statutory mandatory provident fund scheme and a group medical scheme. We also subsidize our employees for pursuing further studies in related fields.

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

As at 30 September 2016, Mr. Wang Xiaoqi is interested in 382,000 ordinary shares of the Company, representing approximately 0.028% of the total number of ordinary shares of the Company. Saved as disclosed above, none of the Directors and chief executives of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("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 listed issuer and the Stock Exchange pursuant to the required standards of dealing by directors of listed issuer as referred to in Rules 5.46 of the GEM Listing Rules.

## 或然負債

於二零一六年九月三十日，本集團並無重大或然負債。

## 抵押本集團資產

於二零一六年九月三十日，本集團並無抵押其資產。

## 分類資料

本集團營運之主要活動分析載於簡明財務報告附註4。

## 僱員及薪酬政策

於二零一六年九月三十日，本集團聘用105名僱員(二零一五年：119名僱員)。截至二零一六年九月三十日止六個月已付僱員薪酬總額(包括董事薪酬)約為9,226,000港元(二零一五年：8,883,000港元)。薪酬乃根據市場待遇，以及個別僱員之表現、資格及經驗而定。以個別僱員表現為基準之年度年終雙薪將支付予僱員，以確認及獎勵彼等之貢獻。其他僱員福利包括給予法定強制性公積金計劃之供款，以及團體醫療計劃。僱員在相關範疇深造，我們亦會提供資助。

## 董事及最高行政人員於本公司或任何相聯法團之股份、相關股份或債券證中擁有的權益及淡倉

於二零一六年九月三十日，王曉琦先生持有本公司382,000股普通股權益，佔本公司普通股總數約0.028%。除上文所披露者外，概無本公司董事以及最高行政人員於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券證中擁有本公司根據證券及期貨條例第352條須予備存之登記冊所記錄，或根據創業板上市規則第5.46條所指上市發行人董事進行證券交易之標準須另行知會上市發行人及聯交所之任何其他權益或淡倉。

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

As at 30 September 2016, so far as the Directors are aware of and having made due enquires, the following persons (not being a Director or chief executive of the Company) had, or were deemed to have interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group:

## 主要股東及其他人士於本公司股份或相關股份中擁有之權益及淡倉

於二零一六年九月三十日，據董事作出周詳查詢後所知悉，下列人士（並非本公司董事或最高行政人員）於本公司股份或相關股份中擁有或被視作擁有本公司根據證券及期貨條例第336條須存置之登記冊所記錄之權益或淡倉及／或直接或間接擁有附帶權利可在任何情況下於本集團任何其他成員公司之股東大會上投票之已發行股本5%或以上權益：

Name of shareholder	Capacity	Number of issued ordinary shares held	Approximate percentage of issued share capital as at 30 September 2016
股東名稱／姓名	身份	所持已發行普通股數目 (Note 2) (附註2)	於二零一六年九月三十日佔已發行股本概約百分比 (Note 3) (附註3)
Happy On (Note 1) Happy On(附註1)	Beneficial owner 實益擁有人	987,888,771 (L)	72.83%
Mr. Chan Foo Wing ("Mr. Chan") (Note 1) 陳富榮先生(「陳先生」)(附註1)	Interest in a controlled corporation 受控法團權益	987,888,771 (L)	72.83%

### Notes:

- As Mr. Chan is the ultimate beneficial owner and the sole director of Happy On, by virtue of the SFO, Mr. Chan is deemed to be interested in the 987,888,771 shares held by Happy On.
- "L" means long positions in the shares.
- Based on 1,356,250,000 shares of the Company in issue as at 30 September 2016.

### 附註：

- 由於陳先生為Happy On之最終實益擁有人及唯一董事，根據證券及期貨條例，陳先生被視作於Happy On所持有之987,888,771股股份中擁有權益。
- 「L」指股份之好倉。
- 根據本公司於二零一六年九月三十日已發行1,356,250,000股股份計算。

Save as disclosed above, as at 30 September 2016, so far as the Directors are aware of and having made due enquiries, there were no other persons (other than the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

除上文披露者外，於二零一六年九月三十日，據董事作出周詳查詢後知悉，概無其他人士（除本公司董事或最高行政人員外）於本公司股份或相關股份中擁有本公司根據證券及期貨條例第336條須存置之登記冊所記錄之權益或淡倉及／或附帶權利可直接或間接在任何情況下於本集團任何其他成員公司之股東大會上投票之已發行股本5%或以上權益。

## **DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed above, at no time during the six months ended 30 September 2016 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## **OPTIONS TO SUBSCRIBE FOR SHARES IN THE COMPANY**

A share option scheme was adopted on 1 August 2011 by the shareholders of the Company under which the Directors may, at their discretion, grant options to themselves and any employees of the Group entitling them to subscribe for shares representing up to a maximum of 10 per cent of the shares in the Company in issue as at the date of approval of the share option scheme. The purpose of the share option scheme is to enable the Company to grant options to participants as incentives and rewards for their contribution to the Company or its subsidiaries.

No options were granted under the share option scheme since its adoption by the Company or outstanding, lapsed, cancelled or exercised at any time during the six months ended 30 September 2016.

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

Neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 September 2016.

## **DIRECTORS' INTEREST IN COMPETING BUSINESS**

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

## **董事購買股份或債券之權利**

除上文披露者外，於截至二零一六年九月三十日止六個月內任何時間概無授出任何權利予任何董事、彼等各自之配偶或未成年子女，致使彼等可透過購買本公司股份或債券而獲取利益，彼等亦無行使任何該等權利；而本公司或其任何附屬公司亦無參與任何安排，致使董事於任何其他法人團體獲得該等權利。

## **認購本公司股份之購股權**

根據本公司股東於二零一一年八月一日採納之購股權計劃，董事可酌情授出購股權予彼等及本集團任何僱員，賦予彼等權利認購最多佔本公司於購股權計劃批准日期已發行股份10%之股份。購股權計劃旨在可讓本公司向參與人士授出購股權，作為彼等向本公司或其附屬公司作出貢獻之獎勵或回報。

自本公司採納購股權計劃以來，概無購股權根據有關計劃授出，或於截至二零一六年九月三十日止六個月內任何時間尚未行使、失效、註銷或行使。

## **購買、贖回或出售本公司之上市證券**

於截至二零一六年九月三十日止六個月內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

## **董事於競爭業務之權益**

於本報告日期，本公司董事或上市時之管理層股東或主要股東或彼等各自之聯繫人(定義見創業板上市規則)概無在足以或可能與本集團任何業務構成競爭之業務中擁有任何權益，亦無與本集團產生或可能產生任何其他利益衝突。

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the six months ended 30 September 2016.

## CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Corporate Governance Code and Corporate Governance Report (the “Code”) as set out in Appendix 15 to the GEM Listing Rules. The Company has complied with the code provisions set out in the Code throughout the six months ended 30 September 2016 except for the deviations from code provisions A.1.8 and A.2.1 of the Code as explained as follows:

### Code provision A.1.8

Code provision A.1.8 stipulates that the Company should arrange appropriate insurance cover in respect of legal action against its directors.

During the reporting period, the Board considered that under the current situations of close management of the Group and business scale, the possibility of actual litigation against the Directors is very low. The Company will consider reviewing various insurance cover proposals and will make such an arrangement as appropriate.

### Code provision A.2.1

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separated.

The executive Directors, namely, Mr. Yau Hoi Kin and Mr. Wang Xiaoqi are focused on evaluating new potential business and investment opportunities and formulating and implementing business strategies to enhance the revenue and growth potential of the Company. Hence, a new chairman and chief executive officer will not be appointed until suitable candidates have been identified for such purpose.

## 有關董事進行證券交易之操守守則

本公司已採納有關董事進行證券交易之操守守則，其條款不較創業板上市規則第5.48至5.67條所載規定交易準則寬鬆。經向全體董事作出特定查詢後，於截至二零一六年九月三十日止六個月內，全體董事一直遵守本公司採納之規定交易準則及董事進行證券交易之操守守則。

## 企業管治常規

本公司已採納創業板上市規則附錄十五所載之企業管治守則及企業管治報告(「守則」)之守則條文。本公司於截至二零一六年九月三十日止六個月一直遵守守則所載之守則條文，惟如下文解釋偏離守則之守則條文A.1.8及A.2.1除外：

### 守則條文A.1.8

守則條文A.1.8規定，本公司應就其董事可能會面對之法律訴訟作適當投保安排。

於報告期間，董事會認為，鑒於本集團密切管理及業務規模之現況，針對董事的實際訴訟可能性極低。本公司將考慮審閱多個投保建議並於適當時候作出該等安排。

### 守則條文A.2.1

守則條文A.2.1規定，主席及行政總裁之職務應予區分。

執行董事游海建先生及王曉琦先生專注評估新潛在業務及投資機會，並制定新業務策略，以加強本公司之收益及增長潛力。因此，直至就該等目的而言物色到適合人選，均不會委任新主席及行政總裁。

## AUDIT COMMITTEE

The Audit Committee (the “**Audit Committee**”) was established in May 2000, and the Company had adopted a revised specific terms of reference as of November 2016 in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The Audit Committee comprised four members, namely, Mr. Ngan Yu Loong, Dr. Chow Ka Ming, Jimmy, Dr. Wong Wing Lit and Mr. Tse Yee Hin, Tony, all of whom were independent non-executive Directors. Mr. Ngan Yu Loong is the current chairman of the Audit Committee. The primary duties of the Audit Committee are to review the Group’s audit findings, accounting policies and standards, changes of accounting rules (if any), compliance with the GEM Listing Rules, internal and audit control, and cash flow forecast.

The unaudited consolidated results of the Group for the six months ended 30 September 2016 have been reviewed by the Audit Committee.

By order of the Board  
**Yunbo Digital Synergy Group Limited**  
**Yau Hoi Kin**  
*Director*

Hong Kong, 11 November 2016

*As at the date of this report, the executive Directors are Mr. Yau Hoi Kin and Mr. Wang Xiaoqi, the independent non-executive Directors are Dr. Chow Ka Ming, Jimmy, Dr. Wong Wing Lit, Mr. Ngan Yu Loong and Mr. Tse Yee Hin, Tony.*

\* For identification purpose only

## 審核委員會

審核委員會(「**審核委員會**」)於二零零零年五月成立，而本公司已根據創業板上市規則第5.28至5.33條，於二零一六年十一月採納經修訂特定職權範圍。審核委員會由四名成員組成，即顏裕龍先生、周嘉明博士、黃榮烈博士及謝宇軒先生，彼等均為獨立非執行董事。顏裕龍先生現時為審核委員會之主席。審核委員會之主要職責為審閱本集團之審核結果、會計政策及準則、會計規則之變動(如有)、創業板上市規則之遵守情況、內部及審核監控以及現金流量預測。

審核委員會已審閱本集團截至二零一六年九月三十日止六個月之未經審核綜合業績。

承董事會命  
**雲博產業集團有限公司**  
**董事**  
**游海建**

香港，二零一六年十一月十一日

於本報告日期，執行董事為游海建先生及王曉琦先生；獨立非執行董事為周嘉明博士、黃榮烈博士、顏裕龍先生及謝宇軒先生。

\* 僅供識別

**YUNBO**

DIGITAL SYNERGY GROUP LIMITED

雲博產業集團有限公司