



**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

2017/18

INTERIM REPORT 中期報告

# 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.*

香港交易及結算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創業板證券上市規則(「創業板上市規則」)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。

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 2017 together with the comparative figures for the corresponding period in 2016 as follows:

本公司董事會(「**董事會**」)謹此呈列本公司及其附屬公司(統稱為「**本集團**」)截至二零一七年九月三十日止六個月的未經審核綜合業績，連同二零一六年同期的比較數字載列如下：

## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

### 簡明綜合損益及其他全面收益表

For the three and six months ended 30 September 2017 截至二零一七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	
		2017 二零一七年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (restated) (經重列)	2017 二零一七年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (restated) (經重列)
		Note 附註			
<b>Continuing operations</b>	持續經營業務				
<b>Revenue</b>	收益	4	<b>3,342</b>	9,479	15,846
Cost of sales and services	銷售及服務成本		<b>(718)</b>	(5,320)	(11,339)
<b>Gross profit</b>	毛利		<b>2,624</b>	4,159	4,507
Other income	其他收入		<b>319</b>	543	1,011
Distribution costs	分銷成本		<b>(1,498)</b>	(3,261)	(5,950)
Administrative expenses	行政開支		<b>(5,993)</b>	(6,145)	(13,823)
<b>Loss before income tax</b>	除所得稅前虧損	5	<b>(4,548)</b>	(4,704)	(14,255)
Income tax expense	所得稅開支	6	<b>(29)</b>	(623)	(1,259)
<b>Loss for the period from continuing operations</b>	期內持續經營業務虧損		<b>(4,577)</b>	(5,327)	(15,514)
<b>Discontinued operations, net of tax</b>	已終止經營業務，(扣除稅項)	7	<b>-</b>	(131)	(48)
<b>Loss for the period</b>	期內虧損		<b>(4,577)</b>	(5,458)	(15,562)

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

## 簡明綜合損益及其他全面收益表(續)

For the three and six months ended 30 September 2017 截至二零一七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	
		2017 二零一七年 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) (restated) (經重列)	2017 二零一七年 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) (restated) (經重列)
	Note 附註				
<b>Loss for the period attributable to:</b>	以下人士應佔期內虧損：				
Owners of the Company	本公司擁有人	(2,213)	(3,044)	(5,355)	(10,770)
Non-controlling interests	非控股權益	(2,364)	(2,414)	(2,178)	(4,792)
		<b>(4,577)</b>	<b>(5,458)</b>	<b>(7,533)</b>	<b>(15,562)</b>
<b>Loss for the period attributable to owners of the Company arises from</b>	由下列產生之本公司擁有人應佔期內虧損				
Continuing operations	持續經營業務	(2,213)	(2,952)	(5,355)	(10,736)
Discontinued operations	已終止經營業務	-	(92)	-	(34)
		<b>(2,213)</b>	<b>(3,044)</b>	<b>(5,355)</b>	<b>(10,770)</b>
<b>Loss per share attributable to the owners of the Company</b>	本公司擁有人應佔每股虧損				
<b>Basic loss per share: (HK cents)</b>	每股基本虧損：(港仙)				
From continuing operations	由持續經營業務產生	8	(0.16)	(0.22)	(0.39)
From discontinued operations	由已終止經營業務產生	8	-	-	-
<b>From loss of the period</b>	由期內虧損產生	8	<b>(0.16)</b>	<b>(0.22)</b>	<b>(0.39)</b>
<b>Diluted loss per share: (HK cents)</b>	每股攤薄虧損：(港仙)				
From continuing operations	由持續經營業務產生	8	(0.16)	(0.22)	(0.39)
From discontinued operations	由已終止經營業務產生	8	-	-	-
<b>From loss of the period</b>	由期內虧損產生	8	<b>(0.16)</b>	<b>(0.22)</b>	<b>(0.39)</b>

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

## 簡明綜合損益及其他全面收益表(續)

For the three and six months ended 30 September 2017 截至二零一七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	
		2017 二零一七年 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) (restated) (經重列)	2017 二零一七年 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) (restated) (經重列)
<b>(Loss)/profit for the period</b>	期內(虧損)/溢利	<b>(4,577)</b>	(5,458)	<b>(7,533)</b>	(15,562)
<b>Other comprehensive income/(expense)</b>	其他全面收益/ (開支)				
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>388</b>	(333)	<b>847</b>	(2,577)
<b>Other comprehensive income/(expense) for the period, net of tax</b>	期內其他全面 收益/(開支) (扣除稅項)	<b>388</b>	(333)	<b>847</b>	(2,577)
<b>Total comprehensive expense for the period, net of tax</b>	期內全面開支 總額(扣除稅項)	<b>(4,189)</b>	(5,791)	<b>(6,686)</b>	(18,139)
<b>Total comprehensive expense for the period attributable to:</b>	以下人士應佔期內 全面開支總額：				
Owners of the Company	本公司擁有人	<b>(1,601)</b>	(3,323)	<b>(4,087)</b>	(12,868)
Non-controlling interests	非控股權益	<b>(2,588)</b>	(2,468)	<b>(2,599)</b>	(5,271)
		<b>(4,189)</b>	(5,791)	<b>(6,686)</b>	(18,139)
<b>Total comprehensive expense for the period attributable to owners of the Company arises from</b>	由下列產生之 本公司擁有人 應佔期內全面 開支總額				
Continuing operations	持續經營業務	<b>(1,601)</b>	(3,231)	<b>(4,087)</b>	(12,834)
Discontinued operations	已終止經營業務	-	(92)	-	(34)
		<b>(1,601)</b>	(3,323)	<b>(4,087)</b>	(12,868)

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 September 2017 於二零一七年九月三十日

			30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
		Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		1,883	2,383
Intangible assets	無形資產		393	394
			<b>2,276</b>	2,777
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收款項	10	35,945	20,444
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	11	32,863	40,590
Cash and cash equivalents	現金及現金等價物		111,567	124,897
Restricted Cash	受限制現金		4,870	4,925
			<b>185,245</b>	190,856
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	12	132,627	131,693
Tax payable	應付稅項		970	1,330
			<b>133,597</b>	133,023
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>51,648</b>	57,833
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>53,924</b>	60,610
<b>Net assets</b>	<b>資產淨值</b>		<b>53,924</b>	60,610

# Condensed Consolidated Statement of Financial Position (Continued)

簡明綜合財務狀況表(續)

As at 30 September 2017 於二零一七年九月三十日

			<b>30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)</b>	31 March 2017 二零一七年 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	13	股本	<b>135,625</b>	135,625
Reserves		儲備	<b>(70,013)</b>	(65,926)
			<b>65,612</b>	69,699
<b>Non-controlling interests</b>		<b>非控股權益</b>	<b>(11,688)</b>	(9,089)
<b>Total equity</b>		<b>權益總額</b>	<b>53,924</b>	60,610

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 September 2017 截至二零一七年九月三十日止六個月

		<b>Six months ended 30 September</b> 截至九月三十日止六個月	
		<b>2017</b> 二零一七年 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Net cash (used in)/generated from operating activities</b>	經營活動(動用)/所得之現金淨額	<b>(22,831)</b>	7,150
<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>(115,320)</b>	(291,216)
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>124,546</b>	266,602
Interest received	已收利息	<b>896</b>	951
Purchase of property, plant and equipment	購買物業、廠房及設備	-	(380)
<b>Net cash generated from/ (used in) investing activities</b>	投資活動所得/(動用)之現金淨額	<b>10,122</b>	(24,043)
<i>Net decrease in cash and cash equivalents</i>	現金及現金等價物減少淨額	<b>(12,709)</b>	(16,893)
<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>124,897</b>	149,754
Effect on foreign exchange rate changes, on cash held	匯率變動對所持現金之影響	<b>(621)</b>	(5,832)
<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>111,567</b>	127,029



# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 September 2017 截至二零一七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						Non-	Total
		Share capital	Share premium	Warrant reserve	Transition reserve	Accumulated losses	Total	controlling interests	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 2016	於二零一六年四月一日	135,625	99,935	900	(2,377)	(121,454)	112,629	18,160	130,789
<b>Comprehensive expense</b>	<b>全面開支</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>
As at 1 April 2017	於二零一七年四月一日	135,625	99,935	900	(5,701)	(161,060)	69,699	(9,089)	60,610
<b>Comprehensive expense</b>	<b>全面開支</b>								
Loss for the period	期內虧損	-	-	-	-	(5,355)	(5,355)	(2,178)	(7,533)
<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	-	-	-	1,268	-	1,268	(421)	847
<b>Total comprehensive income/ (expense)</b>	<b>全面收益/(開支)總額</b>	-	-	-	1,268	(5,355)	(4,087)	(2,599)	(6,686)
Release upon expiry of warrants	於認股權證屆滿時解除	-	-	(900)	-	900	-	-	-
<b>As at 30 September 2017</b>	<b>於二零一七年九月三十日</b>	<b>135,625</b>	<b>99,935</b>	<b>-</b>	<b>(4,433)</b>	<b>(165,515)</b>	<b>65,612</b>	<b>(11,688)</b>	<b>53,924</b>

# Notes to The Condensed Consolidated Financial Statements

For the six months ended 30 September 2017

## 1. GENERAL INFORMATION

Yunbo Digital Synergy Group Limited (the “**Company**”) (together 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 Royal Bank House, 3rd Floor, 24 Shedden Road, P.O. Box 1586, Grand Cayman, KY1-1110, Cayman Islands. The Company’s principal place of business is situated at Unit 1201-5, China Resources Building, No. 26 Harbour 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.

# 簡明綜合財務報表附註

截至二零一七年九月三十日止六個月

## 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 Royal Bank House, 3rd Floor, 24 Shedden Road, P.O. Box 1586, Grand Cayman, KY1-1110, Cayman Islands。本公司之主要營業地點位於香港灣仔港灣道26號華潤大廈1201-5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 2017 (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 2017 (the “**2017 Annual Financial Statements**”). The principal accounting policies used in the Condensed Financial Report are consistent with those adopted in the 2017 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 2017. 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

本集團截至二零一七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二零一七年三月三十一日止年度之年度財務報表（「**二零一七年年末財務報表**」）一併閱覽。此簡明財務報告所採用之主要會計政策與二零一七年年末財務報表所採納者貫徹一致，惟採納對本集團於二零一七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 HKAS 7 Disclosure Initiative

Amendments to HKAS 12 Recognition of Deferred Tax Assets for Unrealized Losses

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 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：

香港會計準則第7號 披露計劃  
之修訂本

香港會計準則第12號 就未變現虧損確認遞延  
之修訂本 稅項資產

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	
		2017 二零一七年 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) (restated) (經重列)	2017 二零一七年 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) (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>				
<b>Revenue:</b>	<b>收益：</b>				
Hardware	硬件	33	7,257	2,048	12,533
Services	服務	3,309	2,222	3,309	3,313
		<b>3,342</b>	9,479	<b>5,357</b>	15,846

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. As disclosed in the annual report dated 16 June 2017, on 14 November 2016, software segment was disposed at management's decision and there are two segments (i.e. hardware and service segments) as at 30 September 2017.

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。誠如日期為二零一七年六月十六日的年報披露，於二零一六年十一月十四日，軟件部分按管理層決定出售，且於二零一七年九月三十日，本集團有兩個部分（即硬件及服務部分）。

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		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	
	2017 二零一七年 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) (restated) (經重列)	2017 二零一七年 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) (restated) (經重列)	2017 二零一七年 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) (restated) (經重列)
<b>Continuing operations</b>	持續經營業務					
Reportable segment revenue:	可申報分類收益：					
<b>From external customers</b>	從外部客戶所得之收益					
	<b>2,048</b>	12,533	<b>3,309</b>	3,313	<b>5,357</b>	15,846
<b>Reportable segment (loss)/profit</b>	可申報分類(虧損)/溢利					
	<b>(3,687)</b>	(8,680)	<b>(1,980)</b>	954	<b>(5,667)</b>	(7,726)

	Hardware 硬件		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	
	2017 二零一七年 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) (restated) (經重列)	2017 二零一七年 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) (restated) (經重列)	2017 二零一七年 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) (restated) (經重列)
<b>Continuing operations</b>	持續經營業務					
Reportable segment revenue:	可申報分類收益：					
<b>From external customers</b>	從外部客戶所得之收益					
	<b>33</b>	7,257	<b>3,309</b>	2,222	<b>3,342</b>	9,479
<b>Reportable segment (loss)/profit</b>	可申報分類(虧損)/溢利					
	<b>(953)</b>	(2,995)	<b>(1,756)</b>	1,674	<b>(2,709)</b>	(1,321)

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

#### 4. 收益及分類資料(續)

		Hardware 硬件		Services 服務		Total 總計	
		30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (audited) (經審核)	30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (audited) (經審核)	30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2017 二零一七年 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	16,721	18,445	393	394	17,114	18,839
Reportable segment liabilities	可申報分類負債	108,202	100,823	3,052	4,000	111,254	104,823

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	
		2017 二零一七年 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) (restated) (經重列)	2017 二零一七年 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) (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>				
Reportable segment loss	可申報分類虧損	(2,709)	(1,321)	(5,667)	(7,726)
Depreciation	折舊	(289)	(240)	(571)	(497)
Unallocated corporate expenses*	未分配公司開支*	(1,869)	(3,685)	(3,561)	(7,043)
Unallocated corporate income	未分配公司收入	319	542	2,282	1,011
Loss before income tax	除所得稅前虧損	(4,548)	(4,704)	(7,517)	(14,255)

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

\* 未分配公司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 2017</b> 二零一七年 九月三十日 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	31 March 2017 二零一七年 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>17,114</b>	18,839
Unallocated assets*	未分配資產*	<b>176,016</b>	174,794
Total assets per condensed consolidated statement of financial position		<b>193,130</b>	193,633
Total segment liabilities		<b>111,254</b>	104,823
Unallocated liabilities*	未分配負債*	<b>27,952</b>	28,200
Total liabilities per condensed consolidated statement of financial position		<b>139,206</b>	133,023

\* 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, accruals and tax payable.

\* 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、應計費用及應付稅項。



## 5. LOSS BEFORE INCOME TAX

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

## 5. 除所得稅前虧損

除所得稅前(虧損)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	
		2017 二零一七年 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) (restated) (經重列)	2017 二零一七年 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) (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>				
Cost of inventories sold	已售存貨成本	84	5,283	1,448	10,815
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	289	239	571	494
Employee benefit expense	僱員福利開支	2,082	4,850	4,491	9,889
Net foreign exchange loss/(gain)	匯兌淨虧損/(收益)	93	(770)	203	(321)
Operating lease charges in respect of rented premises	租用物業之經營租賃租金	44	1,051	213	1,928

## 6. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made for the six months and three months ended 30 September 2017 and 2016 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 2016: 25%) on the estimated assessable profit for the six months and three months ended 30 September 2017.

## 6. 所得稅開支

由於本集團錄得稅項虧損，故截至二零一七年及二零一六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二零一七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（截至二零一六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	
		2017 二零一七年 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) (restated) (經重列)	2017 二零一七年 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) (restated) (經重列)
<b>Continuing operations</b>	持續經營業務				
<b>PRC enterprise income tax</b>	中國企業所得稅				
Current period	本期間	19	623	19	1,259
Under provision/(overprovision) in respect of prior years	過往年度撥備不足/ (超額撥備)	10	-	(3)	-
Income tax expense	所得稅開支	29	623	16	1,259

Deferred tax has not been provided for the Group because the Group had no material temporary differences at the reporting date (30 September 2016: 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（二零一六年九月三十日：無）。

## 7. DISCONTINUED OPERATIONS

As disclosed in the annual report dated 16 June 2017, on 14 November 2016, the Group disposed of its entire 100% equity interests in the Joy Epoch Limited together with its subsidiary (Norray Professional Computer Limited) (70% equity interest held by Joy Epoch Limited) for a cash consideration of HK\$100. Therefore the results of Joy Epoch Limited together with its subsidiary (Norray Professional Computer Limited) are separately disclosed under “discontinued operations”.

Analysis of the result of discontinued operations for the six months ended 30 September 2016 is as follows:

## 7. 已終止經營業務

誠如日期為二零一七年六月十六日的年報披露，於二零一六年十一月十四日，本集團出售所持有之 Joy Epoch Limited 連同其附屬公司歐美專業電腦有限公司（其 70% 股權由 Joy Epoch Limited 持有）全部 100% 股權，現金代價為 100 港元。故此，Joy Epoch Limited 連同其附屬公司歐美專業電腦有限公司之業績於「已終止經營業務」下單獨披露。

截至二零一六年九月三十日止六個月的已終止經營業務之業績分析如下：

		Six months ended 30 September 2016 截至 二零一六年 九月三十日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益	4,812
Expenses	開支	(4,860)
Loss before tax of discontinued operations	已終止經營業務之稅前虧損	(48)
Income tax expense	所得稅開支	-
Loss after tax of discontinued operations	已終止經營業務之稅後虧損	(48)
Loss for the period from discontinued operations attributable	以下人士應佔已終止經營業務期內虧損	
- Owners of the parent	- 母公司擁有人	(34)
- Non-controlling interests	- 非控股權益	(14)
		(48)

## 7. DISCONTINUED OPERATIONS (CONTINUED)

## 7. 已終止經營業務(續)

		Six months ended 30 September 2016 截至 二零一六年 九月三十日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
<b>Cash flows</b>	<b>現金流</b>	
Operating cash flows	營運現金流	107
Investment cash flows	投資現金流	-
Financing cash flows	融資現金流	-
Total cash flows	總現金流	107

## 8. LOSS PER SHARE

Basic loss per share (from continuing operations) for the three months and six months ended 30 September 2017 is calculated by dividing the loss attributable to owners of the Company for the period of HK\$2,213,000 and HK\$5,355,000 respectively (three months and six months ended 30 September 2016: loss of HK\$2,952,000 and HK\$10,736,000 respectively) by the weighted average number of 1,356,250,000 (three months and six months ended 30 September 2016: weighted average number of 1,356,250,000) ordinary shares in issue during the period.

Diluted loss per share for the three months and six months ended 2017 and 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.

## 8. 每股虧損

截至二零一七年九月三十日止三個月及六個月的每股基本虧損(由持續經營業務產生)乃按期內本公司擁有人應佔虧損分別2,213,000港元及5,355,000港元(截至二零一六年九月三十日止三個月及六個月:分別虧損2,952,000港元及10,736,000港元),除以期內已發行普通股加權平均數1,356,250,000股(截至二零一六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。

由於行使認股權證之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,截至二零一七年及二零一六年止三個月及六個月之每股攤薄虧損等於每股基本虧損。

## 8. LOSS PER SHARE (CONTINUED)

Details of calculation of loss per share:

## 8. 每股虧損(續)

每股虧損計算詳情如下：

		Three months ended 30 September		Six months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止六個月	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
			(restated)		(restated)
			(經重列)		(經重列)
Loss attributable to owners of the Company (HK\$'000) (From continuing operations)	本公司擁有人應佔虧損(千港元)(由持續經營業務產生)	(2,213)	(2,952)	(5,355)	(10,736)
Loss attributable to owners of the Company (HK\$'000) (From continuing and discontinued operations)	本公司擁有人應佔虧損(千港元)(由持續及已終止經營業務產生)	(2,213)	(3,044)	(5,355)	(10,770)
Weighted average number of ordinary shares in issue during the period (in thousands)	期內已發行普通股加權平均數(千股)	1,356,250	1,356,250	1,356,250	1,356,250
		HK cents	HK cents	HK cents	HK cents
		港仙	港仙	港仙	港仙
<b>Basic loss per share</b>	<b>每股基本虧損</b>				
from continuing operations	由持續經營業務產生	(0.16)	(0.22)	(0.39)	(0.79)
from discontinued operations	由已終止經營業務產生	-	-	-	-
		(0.16)	(0.22)	(0.39)	(0.79)
<b>Diluted loss per share</b>	<b>每股攤薄虧損</b>				
from continuing operations	由持續經營業務產生	(0.16)	(0.22)	(0.39)	(0.79)
from discontinued operations	由已終止經營業務產生	-	-	-	-
		(0.16)	(0.22)	(0.39)	(0.79)

## 9. DIVIDEND

The board of directors does not recommend the payment of an interim dividend for the six months ended 30 September 2017 (six months ended 30 September 2016: Nil).

## 9. 股息

董事會不建議派付截至二零一七年九月三十日止六個月之中期股息(截至二零一六年九月三十日止六個月：無)。

## 10. TRADE AND OTHER RECEIVABLES

## 10. 貿易及其他應收款項

		30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade receivables (Note a)	應收貿易款項(附註甲)	<b>10,963</b>	18,445
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	<b>24,982</b>	1,999
		<b>35,945</b>	20,444

Note a: The credit period granted by the Group to its customers generally ranged from 0 to 120 days. As at 30 September 2017 and 31 March 2017, the ageing analysis of the Group's 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。於二零一七年九月三十日及二零一七年三月三十一日，本集團應收貿易款項(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 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
0-30 days	0-30日	<b>1,529</b>	364
31-60 days	31-60日	<b>59</b>	22
61-90 days	61-90日	<b>1,239</b>	215
91-180 days	91-180日	<b>714</b>	7,864
181-365 days	181-365日	<b>422</b>	460
Over 365 days	超過365日	<b>7,000</b>	9,520
		<b>10,963</b>	18,445

## 10. TRADE AND OTHER RECEIVABLES (CONTINUED)

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

## 10. 貿易及其他應收款項(續)

由於所有都是短期金額，本集團貿易及其他應收款項之賬面值被視為與公平值相若。

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

## 11. 指定按公平值計入損益之金融資產

		<b>30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)</b>	<b>31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (audited) (經審核)</b>
Wealth management products	理財產品	<b>32,863</b>	40,590

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

As at 30 September 2017, the Group had short term investments linked wealth management products that were denominated in RMB28,000,000 (equivalent to HK\$32,863,000) (At 31 March 2017: RMB36,000,000 (equivalent to HK\$40,590,000)) with a bank.

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

Wealth management products 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 and inputs other than quoted market price for respective wealth management products (note 14.1).

## 11. 指定按公平值計入損益之金融資產(續)

於二零一七年九月三十日，本集團與一間銀行承購與短期投資相關之理財產品，金額為人民幣28,000,000元（相當於32,863,000港元）（於二零一七年三月三十一日：人民幣36,000,000元（相當於40,590,000港元））。

理財產品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。

理財產品按公平值列賬，而它們的交易價乃參考於活躍市場的相關投資組合的可觀察報價及就相關理財產品除了市場報價外的輸入數據，由投資基金之資產淨值得出(附註14.1)。



## 12. TRADE AND OTHER PAYABLES

## 12. 貿易及其他應付款項

		30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2017 二零一七年 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>101,178</b>	100,407
Other payables and accruals (Note c)	其他應付款項及 應計費用(附註丙)	<b>26,981</b>	26,868
Sales deposits received (Note b)	已收銷售按金(附註乙)	<b>4,468</b>	4,418
		<b>132,627</b>	131,693

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的賬齡分析如下：

		30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
0-30 days	0-30日	<b>319</b>	-
31-60 days	31-60日	-	-
61-90 days	61-90日	<b>698</b>	-
91-180 days	91-180日	-	9,537
181-365 days	181-365日	<b>46</b>	19,541
Over 365 days	超過365日	<b>100,115</b>	71,329
		<b>101,178</b>	100,407

Note b: As at 30 September 2017, sales deposits of HK\$4.5 million (At 31 March 2017: HK\$4.4 million) was received from customers of which the transaction had not yet completed.

附註乙：於二零一七年九月三十日，自客戶收取銷售按金4,500,000港元(於二零一七年三月三十一日：4,400,000港元)，而該交易尚未完成。

Note c: As at 30 September 2017 and 31 March 2017, other payables were mainly the cash advances which were are unsecured, interest free and repayable within one year.

附註丙：於二零一七年九月三十日及二零一七年三月三十一日，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。

### 13. SHARE CAPITAL

### 13. 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 2017 and 30 September 2017	於二零一七年 三月三十一日及 二零一七年 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 2016, 31 March 2017 and 30 September 2017	於二零一六年四月 一日、二零一七年 三月三十一日及 二零一七年 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 31 March 2017, 90,000,000 warrants remained unexercised. 30,000,000 warrants have expired on 4 June 2017 and 60,000,000 warrants have expired on 26 July 2017.

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。於二零一七年三月三十一日，90,000,000份認股權證仍未行使。30,000,000份認股權證已於二零一七年六月四日到期，以及60,000,000份認股權證已於二零一七年七月二十六日到期。

## 14. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

### 14.1 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.

## 14. 金融工具之公平值計量

### 14.1 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層。公平值層級如下：

第一層：相同資產及負債於活躍市場之報價(未經調整)；

第二層：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

第三層：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，乃基於公平值計量屬重大之最低層次輸入數據劃分。

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

### 14.1 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:

## 14. 金融工具之公平值計量 (續)

### 14.1 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> 第二層	
		<b>30</b> <b>September</b> <b>2017</b> 二零一七年 九月三十日 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	<b>31</b> <b>March</b> <b>2017</b> 二零一七年 三月三十一日 <b>HK\$'000</b> 千港元 <b>(audited)</b> (經審核)
<b>Assets</b>	<b>資產</b>		
Wealth management products	理財產品	<b>32,863</b>	40,590

Wealth management products are derived from net asset values of the investment funds with reference to observable quoted price of underlying investment portfolio in active markets.

理財產品乃參考於活躍市場的相關投資組合的可觀察報價由投資基金之資產淨值得出。

### 14.2 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 2017 and 31 March 2017.

### 14.2 按公平值以外方式列賬之金融資產及負債之公平值

於二零一七年九月三十日及二零一七年三月三十一日，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。

## 15. 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:

		30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Within one year	一年內	105	184
In the second to fifth year inclusive	第二年至第五年內	-	-
		105	184

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.

## 16. MATERIAL RELATED PARTY TRANSACTION

The Group had no significant transactions with related parties during the reporting period (six months ended 30 September 2016: Nil).

The remuneration of key management personnel for the six months ended 30 September 2017 amounted to HK\$1,027,000 (six months ended 30 September 2016: HK\$3,019,000).

As at 30 September 2017, amount due to a substantial shareholder approximately HK\$194,000 and amount due to a director approximately RMB2,498,000 (equivalent to approximately HK\$2,932,000). These balances are unsecured, interest-free and repayable on demand.

## 15. 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。

## 16. 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（截至二零一六年九月三十日止六個月：無）。

截至二零一七年九月三十日止六個月之主要管理人員酬金為1,027,000港元（截至二零一六年九月三十日止六個月：3,019,000港元）。

於二零一七年九月三十日，應付一名主要股東的款項約為194,000港元，應付一名董事的款項約為人民幣2,498,000元（相當於約2,932,000港元）。該等結餘為無抵押、免息及須按求時償還。

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

During the six months ended 30 September 2017, the Company and its subsidiaries (collectively the “**Group**”) recorded revenue (from continuing operation) of approximately HK\$5,357,000, representing a decrease of approximately 66% when compared with the corresponding period last year of approximately HK\$15,846,000.

Loss before income tax (from continuing operation) of the Group for the six months ended 30 September 2017 was approximately HK\$7,517,000, compared with loss before income tax of approximately HK\$14,255,000 for the corresponding period last year. Loss attributable to owners of the Company (including continuing and discontinued operations) for the six months ended 30 September 2017 was approximately HK\$5,355,000 when compared with loss attributable to owners of the Company of approximately HK\$10,770,000 for the corresponding period last year.

## BUSINESS REVIEW

For the past six months ended 30 September 2017 (the “**Period**”), the Group’s performance maintained stable. The turnover for the Period recorded a decrease of 66% to approximately HK\$5,357,000. Loss attributable to owners of the Company for the Period (including continuing and discontinued operations) was recorded to be approximately HK\$5,355,000 compared to the loss of approximately HK\$10,770,000 for the six months ended 30 September 2016.

After a period of restructuring, the Ethernet-Passive Optical Network (“**E-PON**”) equipment and Gigabit-Passive Optical Network (“**G-PON**”) equipment business of the Group is revamping and the market is still congested with an explosive number of suppliers. The sale of E-PON equipment and G-PON equipment showed a turnover of approximately RMB1,776,000 (equivalent to approximately HK\$2,048,000) during the first quarter (from April to June 2017), attributable to issued invoice of previous orders.

# 管理層討論與分析

## 財務回顧

於截至二零一七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（來自持續經營業務）約5,357,000港元，較去年同期約15,846,000港元減少約66%。

截至二零一七年九月三十日止六個月，本集團之除所得稅前虧損（來自持續經營業務）約為7,517,000港元，相比去年同期之除所得稅前虧損則約為14,255,000港元。截至二零一七年九月三十日止六個月，本公司擁有人應佔虧損（包括持續經營及已終止經營業務）約5,355,000港元，而去年同期本公司擁有人應佔虧損則約10,770,000港元。

## 業務回顧

截至二零一七年九月三十日止過去六個月（「**本期間**」），本集團的表現維持穩定。本期間錄得營業額減少66%至約5,357,000港元，並錄得本公司擁有人應佔本期間虧損（包括持續經營及已終止經營業務）約5,355,000港元，而截至二零一六年九月三十日止六個月則為虧損約10,770,000港元。

重組期結束後，本集團的乙太網無源光網絡（「**E-PON**」）設備及千兆無源光纖網絡（「**G-PON**」）設備業務正持續調整，而市場仍然擠滿大量供應商。於第一季度（即二零一七年四月至六月），E-PON設備及G-PON設備銷售錄得營業額約人民幣1,776,000元（相當於約2,048,000港元）乃由於出具舊有訂單的發票。

In terms of the Group's payment platform business, Guangzhou YBDS IT Co., Ltd.\* (“廣州韻博信息科技有限公司”) (“**Guangzhou YBDS**”), a wholly owned subsidiary of the Group, maintained its expansion step by continuously working on existing projects and received payment successively. In detail, the Group engaged in the repair and maintenance, and operations of China Mobile's Fetion platform (“飛信”) and its related social products and services offering platform. The project received a partial payment of RMB1,127,000 (equivalent to approximately HK\$1,300,000) during the Period. The other payments received during the Period are attributable to the cooperation with China Mobile (Shenzhen) Co., Ltd.\* (“中國移動(深圳)有限公司”) (“**China Mobile Shenzhen**”).

We cooperated with China Mobile Shenzhen to develop and construct a unified payment system platform and the monitoring and management of such system. The monitoring and management of such system contributed to the overall turnover during the Period, with a phase I balance payment of RMB169,000 (equivalent to approximately HK\$195,000). For the unified payment system platform, the first three phases of the project were accomplished and the fourth phase is developing while the preliminary inspection payment for this phase was settled during the Period, with an income of RMB660,800 (equivalent to approximately HK\$762,000). The unified payment system platform enables users' mobile wallets to pay phone bills, credit points, gift cards, and other mobile payment. As a pivotal supplier of the payment system in the People's Republic of China (“**PRC**”), Guangzhou YBDS is planning to replicate the above-mentioned model and sell it to other units and/or subsidiaries of China Mobile Ltd. (stock code: 941) in 31 provinces within the PRC.

The Group has been working with Shanghai China Telecom Bestpay E-commerce Ltd.\* (天翼電子商務有限公司上海分公司) (“**Shanghai CT E-**”) on the development and construction of the e-commerce network platform of payment clearing and points-of-sale (“**POS**”) terminal installation since 2015. Relying on the network of Bestpay (翼支付), the platform owned by Shanghai CT E-commerce, we contributed to the project of installing POS terminals in certain retail locations under a certain network in Beijing during the previous financial period. During the Period, this POS installation project has been expanded to other surrounding areas of Beijing.

就本集團之支付平台業務而言，本集團之全資附屬公司廣州韻博信息科技有限公司(「廣州韻博」)維持其擴展步伐，繼續發展現有項目並陸續接獲付款。具體而言，本集團參與中國移動飛信平台及其相關社交產品和服務供應平台的維修、保養及營運。本期間內，該項目接獲部分付款人民幣1,127,000元(相當於約1,300,000港元)。於本期間接獲的其他付款乃源自與中國移動(深圳)有限公司(「中國移動(深圳)」)的合作。

我們與中國移動(深圳)合作開發及建設統一支付系統平台，以及監察和管理該系統。監察及管理該系統為本期間的整體營業額帶來貢獻，第一期的結餘付款為人民幣169,000元(相當於約195,000港元)。就統一支付系統平台而言，該項目首三期已經完成，而第四期正在開發中，該期的初步驗收款項已於本期間結算，產生收入人民幣660,800元(相當於約762,000港元)。統一支付系統平台允許用戶透過手機錢包支付電話賬單、信用積分、禮品卡及其他手機付款。作為中華人民共和國(「中國」)支付系統的主要供應商，廣州韻博正計劃將上述模型複製及銷售予中國移動有限公司(股份代號：941)位於中國31個省份的其他單位及／或附屬公司。

自二零一五年起，本集團與天翼電子商務有限公司上海分公司(「上海天翼電子商務」)合作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銷售點(「**POS**」)終端機。借助上海天翼電子商務擁有的平台翼支付的網絡，我們於上一個財政期間於北京的若干網絡的某些零售點安裝POS終端機的項目中有所貢獻。於本期間，該POS安裝項目已擴大至北京其他周邊地區。

## PROSPECT

In the coming quarters, the financial income from the projects of comprehensive payment system platform and Xinjiang smart traffic platform will be presented successively.

Specifically, Guangzhou YBDS cooperates in developing a comprehensive payment system platform within the business scope of commercial property development and the first phase will be settled and justified before March 2018. The payment for the phase will be settled after the justification is accomplished. The platform could enable the club members or users of the developer's commercial properties to digitise credit points, gift cards and coupons and other membership services so as to create a faster, smoother and more delightful shopping experience. After this platform is established, Guangzhou YBDS will contribute to extend the advantages of the China property developer in traditional real estate industry to the Internet, to create an e-commerce platform and to provide comprehensive user experiences to clients, to compliment with its offline development.

The installment payment from smart traffic platform project in Urumqi, Xinjiang Province, will be placed during current financial year and will contribute to overall financial turnover in year 2018-19.

The Company will put ceaseless efforts to build up an ecosystem composed of unified payment system platform of daily life, comprehensive payment system platform as well as the third-party connection system. We anticipate the three platforms can create synergy and enhance cooperation amongst the Group's projects to provide consumer-friendly payment services.

## 前景

於未來季度，來自綜合支付系統平台及新疆執行智能交通平台等項目將會陸續有賬款錄入。

尤其是，廣州韻博在商用物業發展業務範疇內合作開發綜合支付系統平台的第一期將於二零一八年三月前落實及驗收。該期付款將於驗收完成後結算。該平台將讓發展商的商用物業會員或用戶能夠將信用積分、禮品卡及優惠券及其他會員服務數碼化，以創造更快捷流暢及更愉悅的購物體驗。未來，待該支付平台搭建完成後，廣州韻博將協助該中國物業發展商將其傳統地產業的優勢延伸至互聯網，打造電子商務平台，為客戶提供更全面的用戶體驗，與其線下發展相輔相成。

新疆烏魯木齊的智能交通平台項目的分期付款將於本財政年度結算，並將為二零一八年至一九年的整體財政營業額帶來貢獻。

本公司將不斷努力構建由日常統一支付系統平台、綜合支付系統平台以及第三方連接系統組成的生態系統。我們預期此三個平台可促進本集團項目之間的協同作用及合作，以提供便利客戶的支付服務。



With an ever-increasing usage of mobile phones around the globe, the Group will continue to position its payment system platform as its core business with prominent development into diverse aspects. On 4 October 2017, Guangzhou YBDS entered into a capital increase agreement (the “**Capital Increase Agreement**”) with Dynamic Telecom Ltd.\* (“**動網電訊有限公司**”) (“**Dynamic Telecom**”), Shenzhen CITIC Cyber Security Authentication Co., Ltd.\* (深圳市中信網安認證有限公司) (formerly known as Shenzhen Quantum Certification Co., Ltd.\* (深圳市量子認證有限公司)) (“**Shenzhen CITIC**”) and Shenzhen Anxin Certification System Co., Ltd.\* (深圳市安信認證系統有限公司) (formerly known as Shenzhen Qianhai YBDS IT Co., Ltd.\* (深圳市前海雲博信息科技有限公司)) (“**Shenzhen Anxin**”), to subscribe for the increased registered capital of Shenzhen Anxin for a total consideration of RMB25 million (equivalent to approximately HK\$29.4 million). On 2 November 2017, the above-mentioned parties entered into a supplemental agreement (the “**Supplemental Agreement**”) with Shenzhen YBDS Information System Services Co., Ltd.\* (深圳雲博資訊系統服務有限公司) (“**Shenzhen YBDS**”), an indirect wholly-owned subsidiary of the Company, pursuant to which Guangzhou YBDS shall transfer all its equity interests in Shenzhen Anxin (representing 60% of its entire subscribed registered capital) to Shenzhen YBDS for a consideration of RMB1 (the “**Intra-group Transfer**”). The management believes that the Intra-group Transfer would optimise the Group’s structure. The proceeds from the subscription will be used for the research and development of a largescale database system, system integration and other value-added technology services, and the development of a comprehensive payment system platform which are the core businesses of the Group. Therefore, the entering into of the Capital Increase Agreement and the Supplemental Agreement, and the bringing in of Dynamic Telecom and Shenzhen CITIC are the initial steps to expand the scale of production and to accelerate the pace of enterprise development.

The management will continue to weigh on the unified payment system platform to promote its development and enrich services to customers. The management will steer the Group to align with a batch of key players in the telecommunications and multimedia industry, especially state-owned enterprises and governmental institutions. The Group will maintain existing business blueprints while also pursuing potential resources to expand our coverage for online and offline payment services. We execute strategic link-up agreements whereby the parties concerned can work together to formulate new businesses for our mutual benefit.

隨著移動電話於全球的使用率獲得前所未有的增長，本集團將繼續以支付系統平台作為其核心業務，並帶動多方面之突出發展。於二零一七年十月四日，廣州韻博與動網電訊有限公司（「動網電訊」）、深圳市中信網安認證有限公司（前稱為深圳市量子認證有限公司）（「深圳中信」）及深圳市安信認證系統有限公司（前稱為深圳市前海雲博信息科技有限公司）（「深圳安信」）訂立增資協議（「增資協議」），以認購深圳安信新增註冊資本，總代價為人民幣25,000,000元（相當於約29,400,000港元）。於二零一七年十一月二日，上述訂約方與本公司間接全資附屬公司深圳雲博資訊系統服務有限公司（「深圳雲博」）訂立補充協議（「補充協議」），據此廣州雲博須將其於深圳安信所有權益（相當於其全部已認購的註冊資本的60%）轉讓予深圳雲博，代價為人民幣1元（「集團公司間轉讓」）。管理層相信，集團公司間轉讓將優化本集團架構。認購事項之所得款項將用於本集團的核心業務－研發大型資料庫系統、系統集成及其他增值技術服務以及開發綜合支付系統平台。因此訂立增資協議、補充協議以及引入動網電訊和深圳中信是擴充生產規模及加快企業發展步伐的初始步驟。

管理層將繼續側重於統一支付系統平台，推進發展及豐富客戶服務。管理層將安排本集團與一批電訊及多媒體行業的核心從業者進行密切合作，尤其是國有企業及政府機構。本集團將維持現有業務模板，亦會物色潛在資源以拓展線上及線下支付服務的覆蓋範圍。我們簽立策略聯繫協議，據此，訂約方將合作制定新業務，謀求互惠互利。

## 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.

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 Guangzhou YBDS and Beijing YBDS IT Co., Ltd.\* (北京韻博港信息科技有限公司) (**"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.

## 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%。

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及北京韻博港信息科技有限公司有限公司（「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 2017, the shareholders' funds of the Group amounted to approximately HK\$65,612,000. Current assets of approximately HK\$185,245,000 were mainly comprised of cash and cash equivalents of approximately HK\$111,567,000, and trade and other receivables of approximately HK\$35,945,000. Current liabilities of approximately HK\$133,597,000 were mainly comprised of trade and other payables of approximately HK\$132,627,000. The Group expresses its gearing ratio as a percentage of bank borrowings and long-term debts over total equity. As at 30 September 2017, 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 1.39 (As at 31 March 2017: 1.43), reflecting the adequacy of financial resources.

## MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in this report, the Group did not have material acquisitions and disposals of subsidiaries, associates and joint ventures during the six months ended 30 September 2017.

## 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 2017, 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 2017, the Group had operating lease commitments of approximately HK\$105,000.

## CAPITAL COMMITMENTS

As at 30 September 2017, 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。

於二零一七年九月三十日,本集團股東資金金額約為65,612,000港元。約185,245,000港元的流動資產主要包括約111,567,000港元的現金及現金等值物,以及約35,945,000港元的貿易及其他應收款項組成。約133,597,000港元的流動負債包括約132,627,000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。於二零一七年九月三十日,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1.39(於二零一七年三月三十一日:1.43),反映財政資源充足。

## 重大收購及出售

除本報告所披露者外,本集團於截至二零一七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。於二零一七年九月三十日,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

於二零一七年九月三十日,本集團有經營租賃承擔約105,000港元。

## 資本承擔

於二零一七年九月三十日,本集團並無合約資本承擔。

## CONTINGENT LIABILITIES

As at 30 September 2017, the Group had no material contingent liabilities.

## CHARGES ON THE GROUP'S ASSETS

As at 30 September 2017, 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 2017, the Group had 50 employees (2016: 105 employees). The total remuneration paid to employees, including Directors, for the six months ended 30 September 2017 was approximately HK\$3,826,000 (2016: HK\$9,226,000). 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 2017, Mr. Wang Xiaoqi and Mr. Ho Yeung are interested in 382,000 and 18,083,500 ordinary shares of the Company, respectively, representing approximately 0.028% and 1.333% of the total number of ordinary shares of the Company, respectively. Saved as disclosed above, none of the other Directors or their respective associates and the chief executive of the Company had any interests or short positions in the shares and underlying shares of the Company or 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 the minimum standards of dealing by Directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules.

## 或然負債

於二零一七年九月三十日，本集團並無重大或然負債。

## 抵押本集團資產

於二零一七年九月三十日，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

於二零一七年九月三十日，本集團聘用50名僱員（二零一六年：105名僱員）。截至二零一七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3,826,000港元（二零一六年：9,226,000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。

## 董事及主要行政人員於本公司或任何相聯法團之股份、相關股份或債券之權益及淡倉

於二零一七年九月三十日，王曉琦先生及何洋先生分別持有本公司382,000股及18,083,500股普通股權益，分別佔本公司普通股總數約0.028%及1.333%。除上文所披露者外，概無本公司其他董事或彼等各自之聯繫人以及主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中擁有本公司根據證券及期貨條例第352條須存置之登記冊所記錄，或根據創業板上市規則第5.46條所指本公司董事進行交易之最低標準須另行知會本公司及聯交所之任何權益或淡倉。

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

As at 30 September 2017, 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

於二零一七年九月三十日，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 股東名稱／姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股數目 (Note 2) (附註2)	Approximate percentage of issued share capital as at 30 September 2016 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 2017.

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。
- 根據本公司於二零一七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 2017, 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.

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

Save as disclosed above, at no time during the six months ended 30 September 2017 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 2017.

除上文披露者外，於二零一七年九月三十日，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。

## **董事購買股份或債券之權利**

除上文披露者外，於截至二零一七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，或於截至二零一七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。

## **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 2017.

## **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.

## **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 2017.

## **購買、贖回或出售本公司之上市證券**

於截至二零一七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。

## **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，於截至二零一七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。

## 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 2017 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 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. Ho Yeung, Mr. Lam Chi Man 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.

### CODE PROVISION C.2

The Board has conducted a review of its risk management and internal control systems under Code Provision C2 of Appendix 15 of the GEM Listing Rule.

The Board has engaged independent consultants to execute the internal audit and risk management functions. The Board reviews risk management and internal control systems on an annual basis and when necessary.

## 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。本公司於截至二零一七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。

本期間內，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。

執行董事何洋先生、林志文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，直至於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。

### 守則條文C.2

董事會已根據創業板上市規則附錄十五守則條文C2、對其風險管理及內部監控制度作出審閱。

董事會已委聘獨立顧問執行內部審計及風險管理職能。董事會每年及於有需要時審視風險管理及內部監控制度。



A review of the effectiveness of the risk management and internal control systems has been conducted and the Company considers them effective and adequate during the Period.

However, an issue arose on 1 June 2017 when Mr. Ho Yeung (“**Mr. Ho**”) was appointed as an executive Director, that the Company failed to maintain a sufficient public float of not less than 25% of the total issued share capital of the Company as required under the GEM Listing Rules due to inadvertent oversight. On 6 July 2017, Mr. Ho had completed the disposal of an aggregate of 25,618,000 ordinary shares of the Company, representing approximately 1.889% of the total issued share capital of the Company to an independent third party (the “**Disposal**”). Immediately upon completion of the Disposal, 349,895,729 ordinary shares of the Company, representing approximately 25.799% of the total issued share capital of the Company, were held by the public. Accordingly, the minimum public float of 25% of the total issued share capital of the Company as required under Rule 11.23(7) of the GEM Listing Rules has been restored. For details, please refer to the announcements of the Company dated 1 June 2017, 13 June 2017 and 10 July 2017.

The management of the Company will take measures to prevent similar incident from occurring in the future by taking active steps to observe the public float requirement from time to time. In 2017, the Company continued to implement and follow up on those suggestions and recommendations made by Lai Ying Wai Certified Public Accountant Hong Kong as part of their 2016 comprehensive review on the internal controls of the Group. As such, the Group’s internal supervision and risk prevention measures continue to improve.

本公司已對風險管理及內部監控制度之效能作出審閱及本公司認為本期間內其屬有效及充份。

然而，於二零一七年六月一日當何洋先生(「**何先生**」)獲委任為執行董事時發生一件事宜，無意的疏忽使本公司未能符合創業板上市規則規定，維持本公司已發行股本總額不少於25%由公眾人士持有之充足公眾持股量。於二零一七年七月六日，執行董事何先生已完成出售合共25,618,000股本公司普通股，佔本公司已發行股本總額約1.889%，出售的對象為一名獨立第三方(「**出售事項**」)。緊隨出售事項完成後，349,895,729股本公司普通股(佔本公司已發行股本總額約25.799%)由公眾持有。據此，本公司已恢復最低公眾持股量佔其已發行股本總額最少25%，符合創業板上市規則第11.23(7)條的規定。詳情請參閱本公司日期為二零一七年六月一日、二零一七年六月十三日及二零一七年七月十日的公告。

本公司將採取措施，防止日後出現類似事故，不時採取積極行動以遵守公眾持股量規定。於二零一七年，本公司繼續履行及跟進黎應偉執業會計師對本集團之內部監控狀況進行二零一六年全面審查得出之建議及推薦意見。因此，本集團之內部監察及風險預防措施繼續得以改善。

## 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, Ms. Chan Nga Man, Mr. Lam Wing Keung, Mr. Lau Chor Ki and Mr. Tse Yee Hin, Tony, all of whom were independent non-executive Directors. Mr. Lam Wing Keung 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, risk management and cash flow forecast.

The unaudited consolidated results of the Group for the six months ended 30 September 2017 have been reviewed by the Audit Committee.

By order of the Board  
**Yunbo Digital Synergy Group Limited**  
**Lam Chi Man**  
*Director*

Hong Kong, 14 November 2017

*As at the date of this report, the executive Directors of the Company are Mr. Ho Yeung, Mr. Lam Chi Man and Mr. Wang Xiaoqi; and the independent non-executive Directors of the Company are Ms. Chan Nga Man, Mr. Lam Wing Keung, Mr. Lau Chor Ki and Mr. Tse Yee Hin, Tony.*

## 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，即陳雅雯女士、林永強先生、柳楚奇先生及謝宇軒先生，彼等均為獨立非執行董事。林永強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、風險管理以及現金流量預測。

審核委員會已審閱本集團截至二零一七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**  
**林志文**

香港，二零一七年十一月十四日

於本報告日期，本公司執行董事為何洋先生、林志文先生及王曉琦先生；而本公司獨立非執行董事為陳雅雯女士、林永強先生、柳楚奇先生及謝宇軒先生。

**YUNBO**

DIGITAL SYNERGY GROUP LIMITED

雲博產業集團有限公司