



# Quantum Thinking Limited 量子思維有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 8050

## 2017/18

THIRD QUARTERLY REPORT 第三季度業績報告

# 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 Quantum Thinking Limited (formerly known as 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 (the “**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(「**創業板上市規則**」)而刊載，旨在提供有關量子思維有限公司(前稱雲博產業集團有限公司)(「**本公司**」)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，且並無遺漏任何其他事項，足以致令本報告或其所載任何陳述產生誤導。

The board 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 three months and nine months ended 31 December 2017 together with the unaudited comparative figures for the corresponding periods in 2016 as follows:

本公司董事會(「董事會」)謹此提呈本公司及其附屬公司(統稱為「本集團」)截至二零一七年十二月三十一日止三個月及九個月之未經審核綜合業績，連同二零一六年同期之未經審核比較數字載列如下：

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

### 簡明綜合損益及其他全面收益表(未經審核)

For the three months and nine months ended 31 December 2017

截至二零一七年十二月三十一日止三個月及九個月

		Three months ended 31 December 截至十二月三十一日止 三個月		Nine months ended 31 December 截至十二月三十一日止 九個月	
		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	3	2,958	8,226	8,315
Cost of sales and services	銷售及服務成本		(546)	(4,883)	(2,807)
<b>Gross profit</b>	毛利		2,412	3,343	5,508
Other income	其他收入		441	2,112	2,723
Distribution costs	分銷成本		(964)	(3,682)	(3,360)
Administrative expenses	行政開支		(3,754)	(19,585)	(14,253)
<b>Loss before income tax</b>	除所得稅前虧損		(1,865)	(17,812)	(9,382)
Income tax expense	所得稅開支	4	(125)	2,380	(141)
<b>Loss for the period from continuing operations</b>	持續經營業務 期內虧損		(1,990)	(15,432)	(9,523)
<b>Discontinued operations, net of tax</b>	已終止經營業務 (扣除稅項)		-	74	-
<b>Loss for the period</b>	期內虧損		(1,990)	(15,358)	(9,523)

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

簡明綜合損益及其他全面收益表(未經審核)(續)

For the three months and nine months ended 31 December 2017

截至二零一七年十二月三十一日止三個月及九個月

	Note 附註	Three months ended 31 December 截至十二月三十一日止 三個月		Nine months ended 31 December 截至十二月三十一日止 九個月	
		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 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		(1,638)	(8,007)	(6,993)	(18,777)
Non-controlling interests 非控股權益		(352)	(7,351)	(2,530)	(12,143)
		(1,990)	(15,358)	(9,523)	(30,920)
<b>Loss for the period attributable to owners of the Company arises from</b> 由下列各項產生之本公司擁有人應佔期內虧損					
Continuing operations 持續經營業務		(1,638)	(8,060)	(6,993)	(18,796)
Discontinued operations 已終止經營業務	5	-	53	-	19
		(1,638)	(8,007)	(6,993)	(18,777)
<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	6	(0.12)	(0.59)	(0.52)	(1.38)
From discontinued operations 由已終止經營業務產生	6	-	-	-	-
<b>From loss of the period</b> 由期內虧損產生	6	(0.12)	(0.59)	(0.52)	(1.38)
<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	6	(0.12)	(0.59)	(0.52)	(1.38)
From discontinued operations 由已終止經營業務產生	6	-	-	-	-
<b>From loss of the period</b> 由期內虧損產生	6	(0.12)	(0.59)	(0.52)	(1.38)

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

簡明綜合損益及其他全面收益表(未經審核)(續)

For the three months and nine months ended 31 December 2017

截至二零一七年十二月三十一日止三個月及九個月

		Three months ended 31 December 截至十二月三十一日止 三個月		Nine months ended 31 December 截至十二月三十一日止 九個月	
		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</b>	期內虧損	<b>(1,990)</b>	(15,358)	<b>(9,523)</b>	(30,920)
<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	465	(2,222)	1,312	(4,799)
<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>465</b>	(2,222)	<b>1,312</b>	(4,799)
<b>Total comprehensive expense for the period, net of tax</b>	期內全面開支總額(扣除稅項)	<b>(1,525)</b>	(17,580)	<b>(8,211)</b>	(35,719)
<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	(912)	(10,033)	(4,999)	(22,901)
Non-controlling interests	非控股權益	(613)	(7,547)	(3,212)	(12,818)
		<b>(1,525)</b>	(17,580)	<b>(8,211)</b>	(35,719)
<b>Total comprehensive expense for the period attributable to owners of the Company arises from</b>	由下列各項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	(912)	(10,086)	(4,999)	(22,920)
Discontinued operations	已終止經營業務	-	53	-	19
		<b>(912)</b>	(10,033)	<b>(4,999)</b>	(22,901)

Notes:

## 1. GENERAL INFORMATION

Quantum Thinking Limited (formerly known as 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 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company’s principal place of business is situated at Unit 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 “**Directors**”), the parent and ultimate holding company of the Company is Happy On Holdings Limited (“**Happy On**”), which is incorporated in the British Virgin Islands.

附註：

## 1. 一般資料

量子思維有限公司(前稱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(「**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 information of the Group for the nine months ended 31 December 2017 (the “**Condensed Financial Report**”) has been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**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 HKFRSs which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 April 2017.

The preparation of the Condensed Financial Report in conformity with HKFRSs 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十二月三十一日止九個月之未經審核簡明綜合財務資料(「**簡明財務報告**」)乃根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則(「**香港財務報告準則**」)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(「**二零一七年度財務報表**」)一併閱覽。簡明財務報告所採用之主要會計政策與二零一七年度財務報表所採納者貫徹一致，惟採納對本集團於二零一七年四月一日開始年度期間之財務報表相關及生效之新訂或經修訂香港財務報告準則除外。

按照香港財務報告準則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. REVENUE

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

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

### 3. 收益

收益指扣除退貨及商業折扣撥備後，已售貨品之發票淨值及已提供服務之淨值。

本集團旗下各公司間所有重大交易已於綜合賬目時對銷。於期內確認之收益如下：

		Three months ended 31 December 截至十二月三十一日止 三個月		Nine months ended 31 December 截至十二月三十一日止 九個月	
		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) (revised) (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) (revised) (經重列)
<b>Continuing operations</b>	持續經營業務				
<b>Revenue:</b>	收益：				
Hardware	硬件	1,462	6,819	3,510	19,352
Services	服務	1,496	1,407	4,805	4,720
		<b>2,958</b>	8,226	<b>8,315</b>	24,072

### 4. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made for the three months and nine months ended 31 December 2017 and 2016 as the Group had incurred losses for taxation purpose in Hong Kong. The PRC enterprise income tax has been provided at the rate of 25% (nine months and three months ended 31 December 2016: 25%) on the estimated assessable profit for the nine months and three months ended 31 December 2017.

### 4. 所得稅開支

由於本集團於香港錄得稅項虧損，故截至二零一七年及二零一六年十二月三十一日止三個月及九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十二月三十一日止九個月及三個月之估計應課稅溢利按25%稅率計提撥備(截至二零一六年十二月三十一日止九個月及三個月：25%)。



#### 4. INCOME TAX EXPENSE (CONTINUED) 4. 所得稅開支(續)

		Three months ended 31 December 截至十二月三十一日止 三個月		Nine months ended 31 December 截至十二月三十一日止 九個月	
		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)
<b>Continuing operations</b>	<b>持續經營業務</b>				
<b>PRC enterprise income tax</b>	<b>中國企業所得稅</b>				
Current period	本期間	125	195	144	1,454
Over-provision in prior years	過往年度的超額撥備	-	(2,575)	(3)	(2,575)
<b>Income tax expenses</b>	<b>所得稅開支</b>	<b>125</b>	<b>(2,380)</b>	<b>141</b>	<b>(1,121)</b>

Deferred tax has not been provided for the Group because the Group had no material temporary differences at the reporting date (31 December 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(二零一六年十二月三十一日：無)。

## 5. DISPOSAL OF SUBSIDIARIES

On 14 November 2016, the Group disposed of its entire 100% equity interests in 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. The net liabilities of the disposal group at the date of disposal were as follows:

## 5. 出售附屬公司

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(Norray Professional Computer Limited)(其70%股權由Joy Epoch Limited持有)全部100%股權，現金代價為100港元。於出售日期，出售集團負債淨額如下：

		14 November 2016 二零一六年 十一月十四日 HK\$'000 千港元
Gain on disposal, represented by:	出售收益，代表：	
Gross proceed from the Disposal	出售事項之所得款項總額	-
Net Liabilities of the disposal group at the date of disposal	於出售日期出售集團之負債淨額	919
Net liabilities attributable to non-controlling interests	非控股權益應佔負債淨額	(173)
Gain on disposal	出售收益	746

Analysis of asset and liabilities over the disposed subsidiaries are as follows:

已出售附屬公司所涉及的資產及負債分析如下：

		14 November 2016 二零一六年 十一月十四日 HK\$'000 千港元
<b>Current assets</b>	<b>流動資產</b>	
Cash and cash equivalents	現金及現金等價物	266
Trade and other receivables	貿易及其他應收款項	776
Inventories	存貨	-
		1,042
<b>Non-current assets</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	19
Goodwill	商譽	-
		19
<b>Current liabilities</b>	<b>流動負債</b>	
Trade and other payables	貿易及其他應付款項	(1,980)
		(1,980)
<b>Net liabilities disposed of</b>	<b>已出售負債淨額</b>	(919)

## 5. DISPOSAL OF SUBSIDIARIES (CONTINUED)

Analysis of the result of discontinued operations is as follows:

## 5. 出售附屬公司(續)

已終止經營業務之業績分析如下：

		Nine months ended 31 December 2016 截至二零一六年 十二月三十一日 止九個月 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益	5,675
Expenses	開支	(5,648)
Profit before tax of discontinued operations	已終止經營業務之除稅前溢利	27
Income tax expense	所得稅開支	-
Profit after tax of discontinued operations	已終止經營業務之除稅後溢利	27
Profit for the period from discontinued operations attributable	以下人士應佔已終止經營業務期內溢利	
— Owners of the parent	— 母公司擁有人	19
— Non-controlling interests	— 非控股權益	8
		27
<b>Cash flows</b>	<b>現金流</b>	
Operating cash flows	營運現金流	225
Investment cash flows	投資現金流	-
Financing cash flows	融資現金流	-
Total cash flows	總現金流	225

## 6. LOSS PER SHARE

Basic loss per share (from continuing operations) for the three months and nine months ended 31 December 2017 is calculated by dividing the loss attributable to owners of the Company for the period of approximately HK\$1,638,000 and approximately HK\$6,993,000 respectively (three months and nine months ended 31 December 2016: loss of approximately HK\$8,060,000 and approximately HK\$18,796,000 respectively) by the weighted average number of 1,356,250,000 (three months and nine months ended 31 December 2016: weighted average number of 1,356,250,000) ordinary shares in issue during the periods.

Diluted loss per share for the three months and nine months ended 31 December 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. 30,000,000 and 60,000,000 of unlisted warrants were expired on 4 June 2017 and on 26 July 2017 respectively. As at the date of this report, there are no outstanding warrants.

## 6. 每股虧損

截至二零一七年十二月三十一日止三個月及九個月之每股基本虧損(來自持續經營業務)乃根據期內本公司擁有人應佔虧損分別約1,638,000港元及約6,993,000港元(截至二零一六年十二月三十一日止三個月及九個月:虧損分別約8,060,000港元及約18,796,000港元),除以各期內已發行普通股加權平均數1,356,250,000股(截至二零一六年十二月三十一日止三個月及九個月:加權平均數1,356,250,000股)計算。

由於認股權證獲行使時的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,截至二零一六年十二月三十一日止三個月及九個月之每股攤薄虧損相等於每股基本虧損。30,000,000及60,000,000份非上市認股權證分別於二零一七年六月四日及二零一七年七月二十六日到期。於本報告日期,概無尚未行使的認股權證。

## 6. LOSS PER SHARE (CONTINUED)

Details of calculation of loss per share:

## 6. 每股虧損(續)

每股虧損之計算詳情如下：

	Three months ended 31 December 截至十二月三十一日止 三個月		Nine months ended 31 December 截至十二月三十一日止 九個月		
	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)	
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)	(1,638)	(8,060)	(6,993)	(18,796)
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)	(1,638)	(8,007)	(6,993)	(18,777)
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 港仙	HK cents 港仙	HK cents 港仙	HK cents 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	(0.12)	(0.59)	(0.52)	(1.38)
from discontinued operations	由已終止經營業務產生	-	-	-	-
		(0.12)	(0.59)	(0.52)	(1.38)
<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	(0.12)	(0.59)	(0.52)	(1.38)
from discontinued operations	由已終止經營業務產生	-	-	-	-
		(0.12)	(0.59)	(0.52)	(1.38)

## 7. DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2017 (nine months ended 31 December 2016: Nil).

## 8. RESERVES

For the nine months ended 31 December 2017

## 7. 股息

董事會不建議派付截至二零一七年十二月三十一日止九個月之中期股息(截至二零一六年十二月三十一日止九個月：無)。

## 8. 儲備

截至二零一七年十二月三十一日止九個月

		Share premium	Warrant reserve	Translation reserve	Accumulated losses	Non-controlling interest	Total
		股份溢價	認股權證儲備	兌換儲備	累計虧損	非控股權益	總計
		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
		(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)
As at 1 April 2016	於二零一六年四月一日	99,935	900	(2,377)	(121,454)	18,160	(4,836)
Loss for the period	期內虧損	-	-	-	(18,777)	(12,143)	(30,920)
<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	-	-	(4,124)	-	(675)	(4,799)
Disposal of subsidiaries	出售附屬公司	-	-	-	-	173	173
<b>Total comprehensive expense</b>	<b>全面開支總額</b>	-	-	(4,124)	(18,777)	(12,645)	(35,546)
As at 31 December 2016	於二零一六年十二月三十一日	99,935	900	(6,501)	(140,231)	5,515	(40,382)
As at 1 April 2017	於二零一七年四月一日	<b>99,935</b>	<b>900</b>	<b>(5,701)</b>	<b>(161,060)</b>	<b>(9,089)</b>	<b>(75,015)</b>
Loss for the period	期內虧損	-	-	-	(6,993)	(2,530)	(9,523)
<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	-	-	1,994	-	(682)	1,312
<b>Total comprehensive income/(expense)</b>	<b>全面收益/(開支)總額</b>	-	-	1,994	(6,993)	(3,212)	(8,211)
<b>Release upon expiry of warrants</b>	<b>於認股權證屆滿時解除</b>	-	(900)	-	900	-	-
As at 31 December 2017	於二零一七年十二月三十一日	<b>99,935</b>	-	<b>(3,707)</b>	<b>(167,153)</b>	<b>(12,301)</b>	<b>(83,226)</b>

# REVIEW AND PROSPECTS

## FINANCIAL REVIEW

For the nine months ended 31 December 2017 (the “**Period**”), the Group recorded revenue (from continuing operation) of approximately HK\$8,315,000, representing a decrease of approximately 65% when compared with the corresponding period last year of approximately HK\$24,072,000.

Loss before income tax (from continuing operation) of the Group for the Period was approximately HK\$9,382,000 compared with loss before income tax of approximately HK\$32,067,000 for the corresponding period last year. Loss attributable to owners of the Company (including continuing and discontinued operations) for the Period was approximately HK\$6,993,000 compared with loss attributable to owners of the Company (including continuing and discontinued operations) of approximately HK\$18,777,000 for the corresponding period last year.

## BUSINESS REVIEW

For the Period, the Group’s progress on its existing projects contributed to financial turnover. Turnover for the Period decreased by 65% to approximately HK\$8,315,000. Loss attributable to owners of the Company for the Period (including continuing and discontinued operations) was approximately HK\$6,993,000, compared to the loss attributable to owners of the Company (including continuing and discontinued operations) of approximately HK\$18,777,000 for the nine months ended 31 December 2016.

During the Period, the Group has been restructuring its Ethernet-Passive Optical Network (“**E-PON**”) and Gigabit-Passive Optical Network (“**G-PON**”) equipment businesses while the market was still saturated with an exploding number of competing suppliers. The Group will bring up new business strategy and re-build new channels for this business segment once the reconstruction is completed.

## 回顧及前景

### 財務回顧

截至二零一七年十二月三十一日止九個月(「**本期間**」)，本集團錄得收益(來自持續經營業務)約8,315,000港元，較去年同期約24,072,000港元減少約65%。

本集團於本期間之除所得稅前虧損(來自持續經營業務)約為9,382,000港元，相比去年同期之除所得稅前虧損則約為32,067,000港元。本公司擁有人於本期間應佔虧損(包括持續及已終止經營業務)約為6,993,000港元，而去年同期本公司擁有人應佔虧損(包括持續及已終止經營業務)則約為18,777,000港元。

### 業務回顧

本集團於本期間的現有項目的進展為財政營業額帶來貢獻。本期間營業額減少65%至約8,315,000港元。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)約為6,993,000港元，而截至二零一六年十二月三十一日止九個月本公司擁有人應佔虧損(包括持續及已終止經營業務)則約為18,777,000港元。

於本期間，本集團一直重組其乙太網無源光網絡(「**E-PON**」)及千兆無源光纖網路(「**G-PON**」)設備業務，而市場則仍舊飽和，參與競爭的供應商數目激增。重組一經完成，本集團將為此業務分類制定新業務策略並重新建立全新渠道。



The project related to platform maintenance and development is maintained by 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 Company. Guangzhou YBDS is engaged in the repair and maintenance, and operations of Fetion (飛信) (“**Fetion**”). Fetion, owned by China Mobile Communications Corporation (中國移動通信集團公司), serves as a platform of the Company’s social products and services. The project contributed a turnover to the Group and its first phase was completed during the Period.

Guangzhou YBDS has also been developing several projects with China Mobile (Shenzhen) Co., Ltd. (中國移動(深圳)有限公司) (“**China Mobile Shenzhen**”), including the build-out of a unified payment system platform, as well as a monitoring and management system. A phased turnover was recorded during the Period for the monitoring and management system project, while the turnover for the unified payment system platform — currently in its fourth phase — will be recognised in the coming financial periods. The platform enables users to pay phone bills, credit points, gift cards, and other online payments with their mobile wallets. As a pivotal supplier of payment systems in the People’s Republic of China (“**PRC**”), Guangzhou YBDS hopes to sell the completed platform to other units and/or subsidiaries of China Mobile Ltd. (stock code: 941) in 31 provinces in the PRC.

Guangzhou YBDS continued its partnership 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-commerce**”) on the build-out of an e-commerce network platform for payments clearing, as well as points-of-sale (“**POS**”) terminal installation. During the Period, the Group recorded income from the POS leasing business. Relying on certain retail locations under a certain network in Beijing, the Group has expanded the business to the surrounding areas of Beijing and plans to further expand the POS terminal installation and leasing business to other citizen facilities and related industries, such as convenience stores.

其他與平台維護及開發相關的項目均由本公司全資附屬公司廣州韻博信息科技有限公司(「**廣州韻博**」)進行。廣州韻博從事飛信(「**飛信**」)的維修、保養及營運。由中國移動通信集團公司擁有的飛信為本公司的社交產品及服務平台。該項目為本集團營業額帶來貢獻，而第一期已於本期間完成。

廣州韻博亦一直與中國移動(深圳)有限公司(「**中國移動深圳**」)開發多個項目，包括建設統一支付系統平台以及監察和管理系統。監察和管理系統項目於本期間錄得階段性營業額，而統一支付系統平台(目前處於第四期)的營業額將於未來財政期間確認。該平台讓用戶能夠透過手機錢包支付電話賬單、信用積分、禮品卡及其他在線付款。作為中華人民共和國(「**中國**」)支付系統的主要供應商，廣州韻博希望將已完成的平台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。

廣州韻博繼續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。於本期間，本集團錄得來自POS租賃業務的收入。依託於北京特定網絡的若干零售點，本集團已將業務擴展至北京周邊地區，並計劃將POS終端機安裝及租賃業務進一步擴展至其他便民設施及相關行業，如便利店。

In addition to the business expansion, the Group also sought new opportunities to consolidate its resources across its business and financing channels. 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 increase their registered capital of Shenzhen Anxin by 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. Under the Supplemental Agreement, Guangzhou YBDS transferred its entire 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 Group’s management team believes the Intra-Group Transfer had optimised the Group’s structure. Proceeds from the subscription will be used for research and development for a large-scale database system, system integration, and other value-added technology services, as well as the development of a comprehensive payment system platform.

除業務擴張外，本集團亦尋求新機遇，整合其業務及融資渠道的資源。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」)，以增加彼等深圳安信的註冊資本人民幣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，廣州雲博已將其於深圳安信的全部權益(相當於其全部已認購註冊資本的60%)轉讓予深圳雲博，代價為人民幣1元(「集團公司間轉讓」)。本集團管理層相信，集團公司間轉讓已有助優化本集團架構。認購事項之所得款項將會運用於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。

# Prospects

With the growing, worldwide use of mobile phones, the Group plans to continue to position its mobile payments platform as its core business. Therefore, to better reflect its current status and future direction, on 7 December 2017, the Company announced to change its name from “Yunbo Digital Synergy Group Limited (雲博產業集團有限公司)” to “Quantum Thinking Limited (量子思維有限公司)”, while its stock short name was changed from “YUNBO DIGITAL (雲博產業)” to “QUANTUM THINK (量子思維)”. The new name also provides a more appropriate corporate image and identity, which is in the best interests of the Group and shareholders as a whole.

During the coming financial periods, the Group’s ongoing projects will continue to benefit its turnover. The smart traffic platform in Urumqi, Xinjiang Province is currently under construction, however, the Group expects revenue for the project to be recognised once it has been delivered.

Specifically, Guangzhou YBDS cooperates in developing a comprehensive payment system platform with a commercial property developer. The turnover for the phase will be recognised 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 building out the comprehensive payment system platform for commercial property, the Group will also partner with this commercial property developer to realise a new model combining traditional real estate and the Internet. Through the partnership, the companies will also build an e-commerce platform to provide an even more comprehensive user experience to clients, to compliment with its offline development.

In November 2017, the Group has entered into an agreement with China Mobile Shenzhen to develop the fifth phase of the unified payments platform. The Group’s management views the project as the major project that will attract more users.

# 前景

隨著手機於全球的使用率日益增長，本集團計劃繼續將其移動支付平台作為其核心業務。因此，為了更好地反映其現狀及未來方向，本公司於二零一七年十二月七日宣佈將其名稱「雲博產業集團有限公司」更改為「量子思維有限公司」，而其股份簡稱則由「雲博產業」更改為「量子思維」。新名稱亦提供更為合適的企業形象及身分，符合本集團及股東的整體最佳利益。

於未來財政期間，本集團正在進行的項目將繼續有利於其營業額。新疆烏魯木齊智能交通平台目前正在建設中，但本集團預期該項目的收益將於項目交付後確認。

尤其是，廣州韻博與商用物業發展商合作開發一個綜合支付系統平台。該期營業額將於驗收完成後確認。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、禮品卡及優惠券以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。待商用物業綜合支付系統平台建設完成後，本集團亦會與該商用物業發展商合作，實現傳統地產業與互聯網相結合的新模式。通過有關合作，該等公司亦將建設電子商務平台，為客戶提供更全面的用戶體驗，與其線下發展相輔相成。

於二零一七年十一月，本集團已與中國移動深圳訂立協議，以開發統一支付平台第五期。本集團管理層將該項目視為吸引更多用戶的主要項目。

In the meantime, the Group's management team will continue to focus on the development of payments platform, for its future development and for the enrichment of services for its customers. The team will continue to align the Group with key competitive players in the telecommunications and multimedia industries, especially state-owned enterprises and governmental institutions. The Group plans to maintain its existing business blueprints, while also pursuing potential resources to expand its coverage for online and offline payment services. We will also seek for more formal partnerships to work together with other enterprises.

## 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 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.

同時，為了其未來發展及向客戶提供更完善的服務，本集團管理團隊將繼續專注開發支付平台。管理層亦將繼續安排本集團與電訊及多媒體行業富競爭力的核心從業者緊密合作，尤其是國有企業及政府機構。本集團計劃維持現有業務模板，並同時物色潛在資源以拓展線上及線下支付服務的覆蓋範圍。本集團亦將訂立更多正式夥伴關係，與其他企業攜手合作。

## 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務資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（「**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。

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 2016, 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.

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.

此前，本公司已分別將所得款項中約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餘下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。於截至二零一六年三月三十一日止年度內，本公司已將所得款項中約19,785,000港元(或約人民幣15,670,000元)用於繳足廣州韻博所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。

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。

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.

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

As at 31 December 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 executives 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.

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。

## **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**

於二零一七年十二月三十一日，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 31 December 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

於二零一七年十二月三十一日，據董事作出周詳查詢後所知悉，下列人士（並非本公司董事或主要行政人員）於本公司股份或相關股份中擁有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 31 December 2017
股東名稱／姓名	身分	所持已發行普通股數目 (Note 2) (附註2)	於二零一七年十二月三十一日 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:

1. 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 of the Company held by Happy On.
2. "L" means long positions in the shares.
3. Based on 1,356,250,000 shares of the Company in issue as at 31 December 2017.

Save as disclosed above, as at 31 December 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 nine months ended 31 December 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.

附註：

1. 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股本公司股份中擁有權益。
2. 「L」指股份之好倉。
3. 根據本公司於二零一七年十二月三十一日已發行1,356,250,000股股份計算。

除上文披露者外，於二零一七年十二月三十一日，據董事作出周詳查詢後知悉，概無其他人士（除本公司董事或主要行政人員外）於本公司股份或相關股份中擁有本公司根據證券及期貨條例第336條須存置之登記冊所記錄之權益或淡倉及／或直接或間接擁有附帶權利可在任何情況下於本集團任何其他成員公司之股東大會上投票之已發行股本5%或以上權益。

## **董事購買股份或債券之權利**

除上文披露者外，於截至二零一七年十二月三十一日止九個月內任何時間，概無授出權利予任何董事、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訂立任何安排，致使董事於任何其他法人團體獲得該等權利。

## **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 nine months ended 31 December 2017.

## **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 nine months ended 31 December 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.

## **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及回報。

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十二月三十一日止九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**

於截至二零一七年十二月三十一日止九個月內，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。

## CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance to safeguard the interests of its Shareholders and enhance its corporate value. The Company's corporate governance practices are based on the principles, code provisions and certain recommended best practices as set out in the Corporate Governance Code and Corporate Governance Report in Appendix 15 to the GEM Listing Rules.

## 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 nine months ended 31 December 2017.

## 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 three members, namely, Ms. Chan Nga Man, Mr. Lau Chor Ki and Mr. Tse Yee Hin, Tony, all of whom were independent non-executive Directors. Mr. Tse Yee Hin, Tony is the current chairman of the Audit Committee. The primary duties of the Audit Committee are to review the Group's audit findings, accounting policies and standards, changes of accounting rules (if any), compliance with the GEM Listing Rules, internal and audit control, risk management and cash flow forecast.

## 企業管治常規

本公司致力達致高水平的企業管治以保障股東權益及提升企業價值。本公司的企業管治常規乃基於創業板上市規則附錄十五的企業管治守則及企業管治報告所載的原則、守則條文及若干建議最佳常規。

## 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，於截至二零一七年十二月三十一日止九個月內，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。

## 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。審核委員會由三名成員組成，即陳雅雯女士、柳楚奇先生及謝宇軒先生，彼等均為獨立非執行董事。謝宇軒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。

The unaudited consolidated results of the Group for the nine months ended 31 December 2017 have been reviewed by the Audit Committee.

By order of the Board  
**Quantum Thinking Limited**  
**Wang Xiaoqi**  
*Director*

Hong Kong, 14 February 2018

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

\* *For identification purpose only*

審核委員會已審閱本集團截至二零一七年十二月三十一日止九個月之未經審核綜合業績。

承董事會命  
**量子思維有限公司**  
**董事**  
**王曉琦**

香港，二零一八年二月十四日

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

Quantum Thinking Limited  
量子思維有限公司