

### **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

FIRST QUARTERLY REPORT 第一季度業績報告

## 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涌量之市場。

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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.

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

本報告之資料乃遵照聯交所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違。

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 ended 30 June 2017 together with the unaudited comparative figures for the corresponding period 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「本集團」)截至二零一七年六月三十日止三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 ended 30 June 2017 截至二零一七年六月三十日止三個月

### Three months ended 30 June

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		Note 附註	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)
Revenue Cost of sales	<b>收益</b> 銷售成本	3	2,015 (1,543)	6,367 (6,019)
Gross profit	毛利		472	348
Other income Distribution costs Administrative expenses Finance costs	其他收入 分銷成本 行政開支 融資成本		1,963 (898) (4,506)	468 (2,689) (7,678)
Loss before income tax Income tax refund/(expenses)	<b>除所得税前虧損</b> 所得税退回/(開支)	4	(2,969) 13	(9,551) (636)
Loss for the period from continuing operations Discontinued operations, net of tax	期內持續經營 業務虧損 已終止經營業務 (扣除税項)	5	(2,956)	(10,187) 83
Loss for the period	期內虧損		(2,956)	(10,104)

# 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 ended 30 June 2017 截至二零一七年六月三十日止三個月

### Three months ended 30 June

		Note 附註	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)/Profit for the period attributable to: Owners of the Company Non-controlling interests	以下人士應佔期內 (虧損)/溢利: 本公司擁有人 非控股權益		(3,142) 186	(7,726) (2,378)
			(2,956)	(10,104)
(Loss)/Profit for the period attributable to owners of the Company arises from Continuing operations	由下列產生之本公司 擁有人應佔期內 (虧損)/溢利 持續經營業務		(3,142)	(7,784)
Discontinued operations	已終止經營業務		-	58
			(3,142)	(7,726)
Loss per share attributable to the owners of the Company	本公司擁有人應佔 每股虧損			
Basic loss per share: (HK cents)	每股基本虧損: (港仙)			
From continuing operations From discontinued operations	由持續經營業務產生 由已終止經營業務	6	(0.23)	(0.57)
From loss of the period	産生 由期內虧損産生	6	(0.23)	(0.57)
Diluted loss per share:	田 期 内 断 損 雇 生		(0.23)	(0.57)
(HK cents) From continuing operations From discontinued operations	母放無海虧損· (港仙) 由持續經營業務產生 由已終止經營業務	6	(0.23)	(0.57)
	產生	6	-	-
From loss of the period	由期內虧損產生		(0.23)	(0.57)

# 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 ended 30 June 2017 截至二零一七年六月三十日止三個月

### Three months ended 30 June

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		Note 附註	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 for the period Other comprehensive income/(expense) Exchange differences arising on translation of foreign operations that will be reclassified	期內虧損 其他全面收益/ (開支) 其後將重新分類至 損益之換算海外 業務產生之匯兑差額		(2,956)	(10,104)
subsequently to profit or loss			459	(2,244)
Other comprehensive income/(expense) for the period, net of tax	期內其他全面收益/ (開支)(扣除税項)		459	(2,244)
Total comprehensive expense for the period, net of tax	期內全面開支總額 (扣除税項)		(2,497)	(12,348)
Total comprehensive expense for the period attributable to:	以下人士應佔期內 全面開支總額:			
Owners of the Company Non-controlling interests	本公司擁有人 非控股權益		(2,486) (11)	(9,545) (2,803)
			(2,497)	(12,348)
Total comprehensive (expense)/income for the period attributable to owners of the Company arises from	由下列產生之本公司 擁有人應佔期內 全面(開支)/收益 總額		(0.406)	
Continuing operations Discontinued operations	持續經營業務 已終止經營業務		(2,486)	(9,603) 58
	L 於 L 經 宮 未 筋		(0.400)	
			(2,486)	(9,545)

Notes:

#### 1. GENERAL INFORMATION

Yunbo Digital Synergy Group Limited (the "Company") 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 Company and its subsidiaries (collectively referred to as the "Group") are 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

雲博產業集團有限公司(「本公司」)於二零零零年五月八日根據開曼群島公司法於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 interim financial information of the Group for the three months ended 30 June 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 principle accounting policies used in the Condensed Financial Report are consistent with those adopted in the 2017 Annual Financial Statements.

The preparation of the Condensed Financial Report in conformity with HKFRSs requires management to make judgments, 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.

HKICPA has issued a number of new and revised HKFRSs. For those which are effective for accounting periods beginning on 1 April 2017, the adoption has no material effect on how the results and the financial position of the Group for the current or prior accounting periods have been prepared and presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

The Condensed Financial Report has been prepared under the historical cost convention. 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六月 三十日止三個月之未經審核簡明綜合中期財務資料(「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 年年度財務報表」)一併閱覽。 簡明財務報告與二零一七年年 度財務報表所採用之主要會計 政策貫徹一致。

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。

香港會計師公會已頒佈多項新 訂及經修訂香港財務報四 則。採納於二零一七年四月 時分之會計期間生效之 時始之會計期間生效之 對本集團本會計期間或過編 對本集團本 計期間業績及財務狀況之編。 計期 及呈列方式並無重大影響。計 集團並未採用任何於本會釋 間尚未生效之新準則或詮釋。

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1)。

#### 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。期 內確認之收益如下:

### Three months ended 30 June

		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)
Continuing operations	持續經營業務		
Revenue:	收益:		
Hardware	硬件	2,015	5,276
Services	服務	-	1,091
		2,015	6,367

#### 4. INCOME TAX (REFUND)/EXPENSE

No provision for Hong Kong profits tax has been made for the three months ended 30 June 2017 as the Group had incurred losses for taxation purpose (three months ended 30 June 2016: Nil as the Group had incurred losses for taxation purpose). No PRC enterprise income tax has been provided for the three months ended 30 June 2017 as the Group has incurred losses for taxation purposes. The PRC enterprise income tax has been provided at the rate of 25% for the three months ended 30 June 2016 on the estimated assessable profit for the period.

#### 4. 所得税(退回)/開支

### Three months ended 30 June

截至六月三十日止三個月

		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)
PRC enterprise income tax Current period Under provision in respect	<b>中國企業所得税</b> 本期內 過往年度撥備不足	-	636
of prior years Income tax refund in respect of prior years	過往年度所得税退回	15 (28)	_
		(13)	636

Deferred tax has not been provided for the Group because the Group had no material temporary differences at the reporting date (30 June 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(二零一六年六月 =+日:無)。

#### 5. 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 three months ended 30 June 2016 is as follows:

#### 5. 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(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。故此,Joy Epoch Limited 連同其附屬公司 (Norray Professional Computer Limited)之業績於「已終止經營業務」下單獨披露。

截至二零一六年六月三十日止 三個月的已終止經營業務之業 績分析如下:

		Three months ended 30 June 2016 截至 二零一六年 六月三十日
		HK\$'000 千港元 (unaudited) (未經審核)
Revenue Expenses	收益 開支	2,367 (2,284)
Profit before tax of discontinued operations Income tax expense	已終止經營業務 之税前溢利 所得税開支	83 -
Profits after tax of discontinued operations	已終止經營業務 之税後溢利	83
Profit for the period from discontinued operations attributable  - Owners of the parent  - Non-controlling interests	以下人士應佔已終止 經營業務期內溢利 一母公司擁有人 一非控股權益	58 25
		83

#### 6. LOSS PER SHARE

Basic loss per share (from continuing operations) is calculated by dividing the loss attributable to owners of the Company for the period of approximately HK\$3,142,000 (three months ended 30 June 2016: loss of HK\$7,784,000) by the weighted average number of 1,356,250,000 (30 June 2016: 1,356,250,000) ordinary shares in issue during the period.

Diluted loss per share for the three months ended 30 June 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.

Details of calculation of loss per share:

#### 6. 每股虧損

每股基本虧損(由持續經營業務產生)乃按本公司擁有人應 佔期內虧損約3,142,000港元 (截至二零一六年六月三十日 止三個月:虧損7,784,000港元),除以各期內已發行通 股加權平均數1,356,250,000 股(二零一六年六月三十日: 1,356,250,000股)計算。

由於行使認股權之潛在普通股 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 六月三十日止三個月之每股攤 薄虧損等於每股基本虧損。

每股虧損之計算詳情如下:

### Three months ended 30 June

			日工一個/1
		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) (來自持續經營業務)	(3,142)	(7,784)
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) (來自持續經營業務 及已終止經營業務)	(3,142)	(7,726)
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
Basic loss per share	每股基本虧損	HK cents 港仙	HK cents 港仙
from continuing operations from discontinued operations	來自持續經營業務 來自終止營業業務	(0.23)	(0.57)
		(0.23)	(0.57)
<b>Diluted loss per share</b> from continuing operations from discontinued operations	<b>每股攤薄虧損</b> 來自持續經營業務 來自終止營業業務	(0.23)	(0.57)
		(0.23)	(0.57)

#### 7. DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2017 (three months ended 30 June 2016: Nil).

#### 8. **RESERVES**

For the three months ended 30 June 2017:

#### 7. 股息

董事會不建議派付截至二零 一七年六月三十日止三個月之 中期股息(截至二零一六年六月 三十日止三個月:無)。

#### 8. 儲備

截至二零一七年六月三十日止 三個月:

		Share premium 股份溢價 (unaudited) (未經審核) HK\$'000 千港元	Warrant reserve 認股權證儲備 (unaudited) (未經審核) HK\$'000 千港元	Translation reserve 兑换储備 (unaudited) (未經審核) HK\$'000	Accumulated losses 累計虧損 (unaudited) (未經審核) HK\$'000 千港元	Non- controlling interests 非控股權益 (unaudited) (未經審核) HK\$'000	Total 總計 (unaudited) (未經審核) HK\$'000 千港元
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)
Comprehensive expense Loss for the period	<b>全面開支</b> 期內虧損	-	-	-	(7,726)	(2,378)	(10,104)
Other comprehensive expense Exchange differences arising on translation of foreign operations	<b>其他全面開支</b> 換算海外業務產生之匯兑差額	_	<u>-</u>	(1,819)	-	(425)	(2,244)
Total comprehensive expense for the period	期內全面開支總額	-	-	(1,819)	(7,726)	(2,803)	(12,348)
As at 30 June 2016	於二零一六年六月三十日	99,935	900	(4,196)	(129,180)	15,357	(17,184)
As at 31 March 2017 and 1 April 2017	於二零一七年三月三十一日 及二零一七年四月一日	99,935	900	(5,701)	(161,060)	(9,089)	(75,015)
Comprehensive expense (Loss)/Profit for the period	全面開支 期內(虧損)/溢利				(3,142)	186	(2,956)
Other comprehensive income/(expense) Exchange differences arising on translation of foreign operations	<b>其他全面收益</b> /(開支) 換算海外業務產生之匯兑差額		_	656	_	(197)	459
Total comprehensive income/(expense)	期內全面收益/(開支)			656	(3,142)	(11)	(2,497)
Release upon expiry of warrants	於認股權證到期後解除		(300)	-	300	-	-
As at 30 June 2017	於二零一七年六月三十日	99,935	600	(5,045)	(163,902)	(9,100)	(77,512)

#### **REVIEW AND PROSPECTS**

#### FINANCIAL REVIEW

During the three months ended 30 June 2017, the Group recorded revenue (from continuing operations) of approximately HK\$2,015,000, representing a decrease of approximately 68% when compared with the corresponding period last year of approximately HK\$6,367,000. Loss before income tax (from continuing operations) of the Group for the three months ended 30 June 2017 was approximately HK\$2,969,000, compared with loss before income tax of approximately HK\$9,551,000 for the corresponding period last year. Loss attributable to owners of the Company (including continuing and discontinued operations) for the three months ended 30 June 2017 was approximately HK\$3,142,000 compared with loss attributable to owners of the Company of approximately HK\$7,726,000 for the corresponding period last year.

#### **BUSINESS REVIEW**

For the past three months, which ended on 30 June 2017 (the "period under review"), the Group's performance remained stable compared to the last guarter. The current Ethernet-Passive Optical Network equipment and Gigabit-Passive Optical Network equipment market, which the wholly-owned subsidiary of the Company, China Mobile Payment Technology Group Company Limited (中國支付科 技集團有限公司) ("China Mobile Payment") engaged in, is still progressively congested with an explosive number of suppliers. It continuously inevitably exaggerated the industry competition. Furthermore, while the China Mobile Payment has been under revamping, its contribution to the overall financial turnover was limited during the last three months. Therefore, the turnover (from continuing operations) amounted to approximately HK\$2,015,000, indicating a decrease of approximately 68% compared with the corresponding period, which had ended on 30 June 2016. Loss attributable to owners of the Company for the period under review (including continuing and discontinued operations) was recorded to be approximately HK\$3,142,000 compared to the loss of approximately HK\$7,726,000 for the corresponding period last year.

#### 回顧及前景

#### 財務回顧

於截至二零一七年六月三十日止三個月,本集團錄得收益(來自持續經營業務)約2,015,000港元,較去年間期約6,367,000港元減少約68%。電子二零一七年六月三十日止三個月,在經營業務)約為2,969,000,港元,相比去年同期之除所得稅前虧損(來自持,結為9,551,000港元。截至二零一七年九月三十日止三個月,本公司擁有人應佔虧損(包括持續經營及已終五十八經,約為3,142,000港元,而去年同期本公司擁有人應佔虧損則約為7,726,000港元。

#### 業務回顧

截至二零一七年六月三十日止三個月 (「回顧期間|),本集團之表現與 |--季度比較維持穩定。目前的乙太網無 源光網絡設備及千兆無源光纖網路設 備市場日益擁擠, 有愈來愈多供應商 加入市場,不可避免地持續擴大行業 競爭。而本公司全資附屬公司中國支 付科技集團有限公司(「中國支付科 技1)於有關市場經營。此外,由於中 國支付科技一直處於調整階段,其於 過去三個月對整體財務營業額之貢 獻有限。故此,營業額(來自持續經 營業務)約2,015,000港元較截至二零 一六年六月三十日止相應期間減少約 68%。於回顧期間,錄得本公司擁有 人應佔虧損(包括持續經營及已終止 經營業務)約3,142,000港元,而去年 同期則錄得虧損約7,726,000港元。

Regarding to 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 pace of expansion by continuously working on existing projects such as constructing unified payment system platform with multi-parties, establishing comprehensive payment system platform, and implementing smart traffic system during the period under review.

For the project of development and construction of a unified payment system platform for China Mobile (Shenzhen) Company Limited\* (中國移動 (深圳) 有限公司) ("China Mobile Shenzhen"), Guangzhou YBDS had finished the first three phases of the monitoring and management system during 2016 and phase IV was under processing during the period under review. With the assistance of the above-stated payment platform, consumers or users could utilise mobile wallets as a payment transaction center which includes phone bills, credit points, gift cards and other mobile payment services. As a pivotal supplier of 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 Limited (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-commerce") on the development and construction of the e-commerce network platform of payment clearing and points-of-sale ("POS") terminal installation since 2015. Relving 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. And during the period under review, 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,於回 顧期間,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,如與多方合作建設統一支付系統 平台、建設綜合支付系統平台及執行 智能交诵系統。

就為中國移動(深圳)有限公司(「中國 移動深圳」) 開發及建設統一支付系統 平台的項目而言,廣州韻博於二零 一六年已經完成監控及管理系統的前 三期階段的建設,第四期於回顧期間 **處於進行中。於上述支付平台的協助** 下,消費者或用戶可利用手機錢包作 為付款交易中心,其中包括電話賬 單、積分、禮品卡及其他手機支付服 務。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 劃複製上述模式, 並將其銷售予中國 移動有限公司(股份代號:941)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。於回顧期 間,該POS安裝項目已擴大至北京其 他周邊地區。

Guangzhou YBDS has been cooperating in developing a comprehensive payment system platform within the business scope of the commercial property developer. Its preliminary stage is almost completed and has been inspected in late July 2017. 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, leveraging with their offline development processes in the future.

### 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 Holdings Limited 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");
- 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.

#### 流動資金、財務資源及資本結 構

為確保本公司財政穩定並具備足夠財政來源以繼續發展其建議項目,本公司於二零一三年八月五日已透過一項認購事項(「認購事項」)籌集所得款項淨額約100,000,000港元。緊隨認購事項完成後,Happy On Holdings Limited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:

- 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 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.

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」)。增資之意 向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(擁有 上述遞交標書限額規定附屬公司之控 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最終審批。

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.

**PROSPECT** 

Regarding the projects that are under processing, their financial contribution will be presented in the following quarters. Specifically, the unified payment system platform created with the cooperation of China Mobile Shenzhen will receive the preliminary inspection payment in the beginning of July. The installment payment from smart traffic project in Urumqi, Xinjiang Province, will be settled during the period of July to September 2017. On the other hand, the income from Urumqi project and the comprehensive payment system platform for commercial property developer will generate a significant financial performance in the upcoming quarter.

In light of China's prolonged economic slowdown and intensified competition in the telecommunications industry, the Group displays a relatively conservative but still positive stance to the future outlook. 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. The Company will put ceaseless efforts to build up an ecosystem composed of unified payment system platform, comprehensive payment system platform as well as third party connection point. We anticipate the three platforms can create synergy and enhance cooperation amongst the Group's projects to provide consumer-friendly payment services.

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。

#### 前景

有關進行中項目的財務貢獻將在未來季度裡陸續呈現。具體而言,與中系移動(深圳)合作開發的統一支付系統平台將於七月初收取初步驗收款項。惠及新疆烏魯木齊的智能交通項目的方期付款將於二零一七年七月至九月期間結付。另一方面,來自烏魯大河,與目及商業物業發展商的綜合支付系統平台的收入將為下一個季度帶來重大財務表現。

鑒於中國經濟持續放緩及電訊行業競爭加劇,本集團對未來前景持相對保守但仍正面積極的態度。隨著移的人工的人工的使用率獲得前所未有的人工的使用率獲得前所系統之之時,本集團將繼續以支付系統可之之,以為其核心集團將不斷努力構建由一次,以第三方連接系統組成可生態系團與大學,以第一方,以是一戶方好型的支付服務。

To optimise resources, the Group will embark on restructuring China Mobile Payment to diversify and upgrade its services by re-evaluating its management team, maintaining existing network and re-building new channels. The business of China Mobile Payment is expected to embrace a recovery, generate additional revenue for the Group and propel sustainable growth momentum in the future.

The management will continue to weigh on the unified payment system platform to promote its development and enrich services to customers. After the platform is complete and mature, the management will seek opportunities to replicate the existing model and sell it to other units and/ or subsidiaries of existing partners and potential new partners. 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.

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

As at 30 June 2017, Mr. Wang Xiaogi and Mr. Ho Yeung are interested in 382,000 and 43,701,500 ordinary shares of the Company, respectively, representing approximately 0.028% and 3.222% 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.

為優化資源,本集團將著手對中國支 付科技進行重組,透過重新評估其管 理團隊、維持現有網絡及重建新渠 道,豐富及優化其服務。預期中國支 付科技之業務將迎來好轉,為本集團 貢獻額外收益,並於未來推動持續增 長的勢頭。

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。待該 平台完善及成熟後,管理層將尋覓機 會以將此現有模式複製及銷售予現有 合作夥伴其他單位及/或附屬公司及 潛在新的合作夥伴。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 合作制定新商機,謀求共同發展。

#### 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 股份及債券之權益及淡倉

於二零一七年六月三十日,王曉琦 先生及何洋先生分別持有本公司 382.000 股及 43.701.500 股普通股 權益,分別佔本公司普通股總數約 0.028%及3.222%。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 司及聯交所之仟何權益或淡倉。

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

As at 30 June 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 an interest or short position 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及相關股份之權益及淡倉

於二零一七年六月三十日,據董事作出周詳查詢後所知悉,下列人士(並非本公司董事或主要行政人員)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:

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 June 2017 於二零一七年 六月三十日 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 ( <b>"Mr. Chan"</b> ) (Note 1) 陳富榮先生(「 <b>陳先生</b> 」)(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.
- 2. "L" means long positions in the shares.
- Based on 1,356,250,000 shares of the Company in issue as at 30 June 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。
- 2. [L]指股份之好倉。
- 根據本公司於二零一七年六月三十日已發 行1,356,250,000股股份計算。

Save as disclosed above, as at 30 June 2017, so far as the Directors are aware of and having made due enquiries, there were no other persons (other than 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, as at 30 June 2017, at no time during the three months ended 30 June 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 three months ended 30 June 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 three months ended 30 June 2017.

除上文披露者外,於二零一七年六月 三十日,據董事作出周詳查詢後知 悉,概無其他人十(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ト投票之已發 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,於二零一七年六月 三十日,於截至二零一七年六月三十 日止三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 仟何附屬公司亦無參與仟何安排,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六月三十日止三 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

於截至二零一七年六月三十日止三個月 內,本公司或其仟何附屬公司概無購 買、贖回或出售本公司任何上市證券。

### DIRECTORS' INTEREST IN COMPETING BUSINESS

As at the date of this report, none of the Directors, or the initial management shareholders or substantial shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) had any interests in a business which competed with or might compete with the 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 three months ended 30 June 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 consists of four members, namely Ms. Chan Nga Man, Mr. Lam Wing Keung, Mr. Lau Chor Ki and Mr. Tse Yee Hin, Tony, all of whom are 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, and cash flow forecast.

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

#### 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 之緊密聯繫人士(定義見創業板上市 規則)概無在足以或可能與本集團業 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,於截至二零一七年六月三十日止三個月內,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

審核委員會已審閱本集團截至二零一七年六月三十日止三個月之未經審核綜合業績。

#### SIGNIFICANT EVENTS AFTER THE END OF REPORTING PERIOD

RESTORATION OF PUBLIC FLOAT

On 6 July 2017, Mr. Ho Yeung ("Mr. Ho"), an executive Director, 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, are 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 13 June 2017 and 10 July 2017.

By order of the Board

#### Yunbo Digital Synergy Group Limited Lam Chi Man

Director

Hong Kong, 14 August 2017

As at the date of this report, the executive Directors of the Company are Mr. Wang Xiaogi, Mr. Lam Chi Man and Mr. Ho Yeung; 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.

\* For identification purpose only

#### 報告期末後的重大事項

恢復公眾持股量

於二零一十年十月六日,執行董事 何洋先生(「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 二零一十年六月十三日及二零一十年 七月十日的公告。

> 承董事會命 雲博產業集團有限公司 董事 林志文

香港,二零一十年八月十四日

於本報告日期,本公司執行董事為王 曉琦先生、林志文先生及何洋先生; 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