



# 2016/2017

THIRD QUARTERLY REPORT  
第三季度業績報告

## YUNBO

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

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8050



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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

## 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

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

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*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 three months and nine months ended 31 December 2016 together with the unaudited comparative figures for the corresponding periods in 2015 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」)截至二零一六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，連同二零一五年同期之未經審核比較數字載列如下：

## Condensed Consolidated Statement of Comprehensive Income (Unaudited)

### 簡明綜合全面收益表(未經審核)

For the three months and nine months ended 31 December 2016 截至二零一六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	
			2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Revenue</b>	收益	3	<b>9,088</b>	102,715	<b>29,745</b>	298,342
Cost of sales and services	銷售及服務成本		<b>(5,340)</b>	(82,217)	<b>(20,196)</b>	(246,413)
<b>Gross profit</b>	毛利		<b>3,748</b>	20,498	<b>9,549</b>	51,929
Other income	其他收入		<b>2,112</b>	558	<b>3,124</b>	1,749
Distribution costs	分銷成本		<b>(3,683)</b>	(5,831)	<b>(9,642)</b>	(14,215)
Administrative expenses	行政開支		<b>(19,915)</b>	(10,743)	<b>(35,072)</b>	(30,145)
Finance costs	財務成本		-	(22)	-	(22)
<b>(Loss)/Profit before taxation</b>	稅前(虧損)/溢利		<b>(17,738)</b>	4,460	<b>(32,041)</b>	9,296
Taxation	稅項	4	<b>2,380</b>	(2,389)	<b>1,121</b>	(3,322)
<b>(Loss)/Profit for the period</b>	期內(虧損)/溢利		<b>(15,358)</b>	2,071	<b>(30,920)</b>	5,974
<b>Other comprehensive expense</b>	其他全面開支					
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>(2,222)</b>	(1,605)	<b>(4,799)</b>	(4,914)
<b>Other comprehensive expense for the period, net of tax</b>	期內其他全面開支 (扣除稅項)		<b>(2,222)</b>	(1,605)	<b>(4,799)</b>	(4,914)
<b>Total comprehensive (expense)/ income for the period, net of tax</b>	期內全面(開支)/收益總額 (扣除稅項)		<b>(17,580)</b>	466	<b>(35,719)</b>	1,060

# Condensed Consolidated Statement of Comprehensive Income (Unaudited) (Continued)

## 簡明綜合全面收益表(未經審核)(續)

For the three months and nine months ended 31 December 2016 截至二零一六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	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
	Note 附註				
<b>(Loss)/Profit for the period attributable to:</b>	以下人士應佔期內 (虧損)/溢利:				
Owners of the Company	本公司擁有人	(8,007)	1,338	(18,777)	3,458
Non-controlling interests	非控股權益	(7,351)	733	(12,143)	2,516
		<b>(15,358)</b>	2,071	<b>(30,920)</b>	5,974
<b>Total comprehensive (expense)/ income for the period attributable to:</b>	以下人士應佔期內全面 (開支)/收益總額:				
Owners of the Company	本公司擁有人	(10,033)	1,661	(22,901)	(308)
Non-controlling interests	非控股權益	(7,547)	(1,195)	(12,818)	1,368
		<b>(17,580)</b>	466	<b>(35,719)</b>	1,060
<b>(Loss)/Earnings per share attributable to the owners of the Company</b>	本公司擁有人應佔每股 (虧損)/盈利				
- Basic (in HK cents)	- 基本(港仙)	5	0.10	(1.38)	0.25
- Diluted (in HK cents)	- 攤薄(港仙)	5	0.09	(1.38)	0.24

Notes:

## 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 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company’s principal place of business is situated at Room 1602, 16/F., AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong.

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

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

附註：

## 1. 一般資料

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

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

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

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial information of the Group for the nine months ended 31 December 2016 (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 2016 (the “**2016 Annual Financial Statements**”). The principal accounting policies used in the Condensed Financial Report are consistent with those adopted in the 2016 Annual Financial Statements, except for the adoption of the new or amended HKFRSs which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 April 2016.

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

本集團截至二零一六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二零一六年三月三十一日止年度之年度財務報表(「**二零一六年度財務報表**」)一併閱覽。此簡明財務報告所採用之主要會計政策與二零一六年度財務報表所採納者貫徹一致，惟採納對本集團於二零一六年四月一日開始年度期間之財務報表相關且生效之新訂或經修訂香港財務報告準則除外。

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	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Revenue:</b>	<b>收益：</b>				
Hardware	硬件	7,559	100,722	23,611	292,167
Software	軟件	35	237	865	1,263
Services	服務	1,494	1,756	5,269	4,912
		<b>9,088</b>	<b>102,715</b>	<b>29,745</b>	<b>298,342</b>

### 4. TAXATION

No provision for Hong Kong profits tax has been made for the three months and nine months ended 31 December 2016 and 2015 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 2015: 25%). No provision for PRC enterprise income tax has been made as the Group had incurred losses for taxation purpose in the PRC on the estimated assessable profit for the nine months and three months ended 31 December 2016.

### 4. 稅項

由於本集團於香港錄得稅項虧損，故截至二零一六年及二零一五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。中國企業所得稅乃按25%稅率計提撥備(截至二零一五年十二月三十一日止九個月及三個月：25%)。由於本集團於中國錄得稅項虧損，故並無根據截至二零一六年十二月三十一日止九個月及三個月之估計應課稅溢利就中國企業所得稅計提撥備。

## 4. TAXATION (CONTINUED)

## 4. 稅項(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	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
<b>PRC enterprise income tax</b>	<b>中國企業所得稅</b>				
Current period	本期間	195	2,389	1,454	3,322
Over-provision in prior years	過往年度的超額撥備	(2,575)	-	(2,575)	-
<b>Taxation</b>	<b>稅項</b>	<b>(2,380)</b>	2,389	<b>(1,121)</b>	3,322

Deferred tax has not been provided for the Group because the Group had no material temporary differences at the reporting date (31 December 2015: Nil).

由於本集團在報告日期並無重大暫時差額，故並無就遞延稅項計提撥備(二零一五年十二月三十一日：無)。

## 5. (LOSS)/EARNINGS PER SHARE

Basic loss per share for the three months and nine months ended 31 December 2016 is calculated by dividing the loss attributable to owners of the Company for the period of approximately HK\$8,007,000 and approximately HK\$18,777,000 respectively (three months and nine months ended 31 December 2015: profit of approximately HK\$1,338,000 and approximately HK\$3,458,000 respectively) by the weighted average number of 1,356,250,000 (three months and nine months ended 31 December 2015: 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.

## 5. 每股(虧損)/盈利

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基本虧損乃根據期內本公司擁有人應佔虧損分別為約8,007,000港元及約18,777,000港元(截至二零一五年十二月三十一日止三個月及九個月：分別溢利約1,338,000港元及約3,458,000港元)，除以各期內已發行普通股加權平均數，即1,356,250,000股(截至二零一五年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。



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

Diluted earnings per share for the three months and nine months ended 31 December 2015 is calculated by dividing the profit attributable to owners of the Company for the period of approximately HK\$1,338,000 and approximately HK\$3,458,000 respectively by the weighted average number of 1,356,250,000 ordinary shares in issue during the period and adjusting for the potential ordinary shares on exercise of 90,000,000 warrants for converting into ordinary shares.

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

## 5. 每股(虧損)/盈利(續)

截至二零一五年十二月三十一日止三個月及九個月之每股攤薄盈利乃根據期內本公司擁有人應佔溢利分別為約1,338,000港元及約3,458,000港元，除以各期內已發行普通股加權平均數，即1,356,250,000股計算，並就行使認股權證轉換的90,000,000普通股之潛在普通股作出調整。

每股(虧損)/盈利之計算詳情如下：

		Three months ended 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	
		2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (unaudited) (未經審核)
(Loss)/Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔(虧損)/溢利(千港元)	(8,007)	1,338	(18,777)	3,458
Weighted average number of ordinary shares in issue during the period for the purpose of basic (loss)/earnings per share (in thousands)	期內用作每股基本(虧損)/溢利之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
Effect of dilutive potential ordinary shares on exercise of warrants	有攤薄作用的潛在普通股因行使認股權證之影響	71,483	83,732	75,364	85,879
Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share (in thousands)	用作每股攤薄(虧損)/溢利之普通股加權平均數(千股)	1,427,733	1,439,982	1,431,614	1,442,129
		HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙
Basic (loss)/earnings per share	每股基本(虧損)/盈利	(0.59)	0.10	(1.38)	0.25
Diluted (loss)/earnings per share	每股攤薄(虧損)/盈利	(0.59)	0.09	(1.38)	0.24

## 6. DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2016 (nine months ended 31 December 2015: Nil).

## 7. RESERVES

For the nine months ended 31 December 2016

## 6. 股息

董事會不建議派付截至二零一六年十二月三十一日止九個月之中期股息(截至二零一五年十二月三十一日止九個月：無)。

## 7. 儲備

截至二零一六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 2015	於二零一五年四月一日	99,935	900	605	(117,201)	20,801	5,040
Profit for the period	期內溢利	-	-	-	3,458	2,516	5,974
<b>Other comprehensive (expense)/income</b>	<b>其他全面(開支)/收益</b>						
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	(3,766)	-	(1,148)	(4,914)
<b>Total comprehensive (expense)/income</b>	<b>其他全面(開支)/收益</b>	-	-	(3,766)	3,458	1,368	1,060
As at 31 December 2015	於二零一五年十二月三十一日	99,935	900	(3,161)	(113,743)	22,169	6,100
As at 1 April 2016	於二零一六年四月一日	<b>99,935</b>	<b>900</b>	<b>(2,377)</b>	<b>(121,454)</b>	<b>18,160</b>	<b>(4,836)</b>
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	<b>99,935</b>	<b>900</b>	<b>(6,501)</b>	<b>(140,231)</b>	<b>5,515</b>	<b>(40,382)</b>

## REVIEW AND PROSPECTS

### Financial review

During the nine months ended 31 December 2016, the Group recorded revenue of approximately HK\$29,745,000, representing a decrease of approximately 90% when compared with the corresponding period last year of approximately HK\$298,342,000.

Loss before income tax of the Group for the nine months ended 31 December 2016 was approximately HK\$32,041,000, compared with profit before income tax of approximately HK\$9,296,000 for the corresponding period last year. Loss attributable to owners of the Company for the nine months ended 31 December 2016 was approximately HK\$18,777,000 compared with profit attributable to owners of the Company of approximately HK\$3,458,000 for the corresponding period last year.

### Business review

During the period in review, the significant decrease in revenue was principally due to the market being overcrowded with an overwhelming number of Ethernet-Passive Optical Network (“E-PON”) equipment and Gigabit-Passive Optical Network (“G-PON”) equipment suppliers which had greatly increased the level of competition. The number of E-PON equipment being traded by China Mobile Payment Technology Group Company Limited (中國支付科技集團有限公司) (“China Mobile Payment”) had fallen dramatically by more than 88.23% when compared with the corresponding period last year. As such, the total sales volume had proportionately fallen by more than 88.85% with the average price of each E-PON equipment unit having fallen by approximately 5.32%. China Mobile Payment had underestimated the level of market competition and were unsuccessful in all of their bids to supply G-PON equipment. As such, it did not record any trading of G-PON equipment and it had written off slow moving inventories of approximately HK\$10,000,000. In view, the Company will monitor the changes in market conditions more closely in hopes of regaining lost market share without having to sacrifice pricing.

### Prospects

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

## 回顧及前景

### 財務回顧

於截至二零一六年十二月三十一日止九個月，本集團錄得收益約29,745,000港元，較去年同期約298,342,000港元減少約90%。

截至二零一六年十二月三十一日止九個月，本集團之除所得稅前虧損約為32,041,000港元，相比去年同期之除所得稅前溢利約為9,296,000港元。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約18,777,000港元，而去年同期本公司擁有人應佔溢利則約3,458,000港元。

### 業務回顧

回顧期內收益顯著減少，主要由於市場上乙太網無源光網絡(「E-PON」)設備及千兆無源光纖網路(「G-PON」)設備供應商數目氾濫，以致市場過份擁擠，競爭遠比之前激烈。中國支付科技集團有限公司(「中國支付科技」)買賣E-PON設備數目較去年同期跌超過88.23%。因此，總銷售量按比例下跌逾88.85%，而每件E-PON設備之平均價格則下跌約5.32%。中國支付科技低估了市場競爭的激烈程度，其供應G-PON設備之所有投標均不成功，故並未錄得任何G-PON設備之買賣，並已撇銷為數約10,000,000港元之滯銷存貨。鑑於有關情況，本公司將更密切注視市場狀況變化，以期望重奪損失的市場佔有率，並盡可能避免價格上的讓步。

### 前景

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

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

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

The Company started working with 天翼電子商務有限公司上海分公司 (Shanghai China Telecom Bestpay E-commerce Ltd.\*) (“Shanghai CT E-commerce”) from 2015 on the development and construction of the e-commerce network platform of payment and settlement function and POS installation and its promotion to enhance products competitiveness and enrichment of services to customers. As of 31 December 2016, the Company has already completed the installation of 300 POS terminals in certain retail locations under one network.

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

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

本公司與卓望信息技術(北京)有限公司（「卓望」）繼續矢志根據代理框架協議以雙方互惠互利的方式合作。我們繼續就發展擬定聯營方式與卓望對話，保持緊密聯繫讓卓望的統一通訊業務得以推廣及分銷。管理層有信心該等討論不久將達致成果。

本公司自二零一五年起開展與天翼電子商務有限公司上海分公司（「上海天翼電子商務」）的合作，以開發及建設集支付結算功能於一身的電子商務網絡平台及安裝POS終端機，並進行銷售推廣，以提升產品競爭力及豐富其客戶服務。截至二零一六年十二月三十一日，本公司已完成於同一個網絡若干零售點安裝超過300個POS終端機。

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

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

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

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

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

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

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

## 流動資金、財務資源及資本結構

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

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

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

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.

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.

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。

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。

## 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 2016, Mr. Wang Xiaoqi is interested in 382,000 ordinary shares of the Company, representing approximately 0.028% of the total number of ordinary shares of the Company. Saved as disclosed above, none of the Directors and chief executives of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the listed issuer and the Stock Exchange pursuant to the required standards of dealing by directors of listed issuer as referred to in Rules 5.46 of the GEM Listing Rules.

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

As at 31 December 2016, so far as the Directors are aware of and having made due enquires, the following persons (not being a Director or chief executive of the Company) had, or were deemed to have interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group:

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

於二零一六年十二月三十一日，王曉琦先生持有本公司382,000股普通股權益，佔本公司普通股總數約0.028%。除上文所披露者外，概無本公司董事以及最高行政人員於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券證中擁有本公司根據證券及期貨條例第352條須予備存之登記冊所記錄，或根據創業板上市規則第5.46條所指上市發行人董事進行證券交易之標準須另行知會上市發行人及聯交所之任何其他權益或淡倉。

主要股東及其他人士於本公司股份或相關股份中擁有之權益及淡倉

於二零一六年十二月三十一日，據董事作出周詳查詢後所知悉，下列人士（並非本公司董事或最高行政人員）於本公司股份或相關股份中擁有或被視作擁有本公司根據證券及期貨條例第336條須存置之登記冊所記錄之權益或淡倉及／或直接或間接擁有附帶權利可在任何情況下於本集團任何其他成員公司之股東大會上投票之已發行股本5%或以上權益：

Name of shareholder	Capacity	Number of issued ordinary shares held	Approximate percentage of issued share capital as at 31 December 2016
股東名稱／姓名	身份	所持已發行普通股數目 (Note 2) (附註2)	於二零一六年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 2016.

Save as disclosed above, as at 31 December 2016, so far as the Directors are aware of and having made due enquiries, there were no other persons (other than the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

## DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the nine months ended 31 December 2016 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## OPTIONS TO SUBSCRIBE FOR SHARES IN THE COMPANY

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

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. 根據本公司於二零一六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，於二零一六年十二月三十一日，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，於截至二零一六年十二月三十一日止九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。



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 2016.

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

Neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the nine months ended 31 December 2016.

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

As at the date of this report, none of the Directors, or the initial management shareholders or the substantial shareholders of the Company or their respective close 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.

## **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 (the "CG Code").

## **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 2016.

自本公司採納購股權計劃以來，概無購股權根據有關計劃授出，或於截至二零一六年十二月三十一日止九個月內任何時間已發行在外、失效、註銷或行使。

## **購買、贖回或出售本公司之上市證券**

於截至二零一六年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緊密聯繫人（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。

## **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（「企業管治守則」）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，於截至二零一六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。

## AUDIT COMMITTEE

The Audit Committee (the “**Audit Committee**”) was established in May 2000, and the Company had adopted a revised specific terms of reference as of November 2016 in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The Audit Committee comprised four members, namely, Mr. Lam Wing Keung, Dr. Wong Wing Lit, Mr. Gao Ping 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, risk management, internal and audit control, and cash flow forecast.

The unaudited consolidated results of the Group for the nine months ended 31 December 2016 have been reviewed by the Audit Committee.

By order of the Board  
**Yunbo Digital Synergy Group Limited**  
**Mr. Wang Xiaoqi**  
*Director*

Hong Kong, 14 February 2017

*As at the date of this report, the executive Directors are Mr. Lam Chi Man and Mr. Wang Xiaoqi, the independent non-executive Directors are Mr. Lam Wing Keung, Dr. Wong Wing Lit, Mr. Gao Ping and Mr. Tse Yee Hin, Tony.*

\* For identification purpose only

## 審核委員會

審核委員會(「**審核委員會**」)於二零零零年五月成立，而本公司已根據創業板上市規則第5.28至5.33條，於二零一六年十一月採納經修訂特定職權範圍。審核委員會由四名成員組成，即林永強先生、黃榮烈博士、高平先生及謝宇軒先生，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、風險管理、內部及審核監控以及現金流量預測。

審核委員會已審閱本集團截至二零一六年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  
**雲博產業集團有限公司**  
*董事*  
**王曉琦先生**

香港，二零一七年二月十四日

於本報告日期，執行董事為林志文先生及王曉琦先生；獨立非執行董事為林永強先生、黃榮烈博士、高平先生及謝宇軒先生。

\* 僅供識別

**YUNBO**

DIGITAL SYNERGY GROUP LIMITED

雲博產業集團有限公司