

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



Yunbo Digital Synergy Group Limited

雲博產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8050)

ENTERING INTO COOPERATION AGREEMENT WITH SOUTH CHINA NORMAL UNIVERSITY

This announcement is made by the Company pursuant to Rule 17.10(2) of the GEM Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

The Board is pleased to announce that after trading hours on 18 April 2013, Guangzhou YBDS, a wholly owned subsidiary of the Company, entered into the Cooperation Agreement with SCNU in respect of the research, design, development and production of micro lectures in physics for secondary school students in the PRC.

This announcement is made by the Company pursuant to Rule 17.10(2) of the GEM Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

COOPERATION AGREEMENT

The Board is pleased to announce that after trading hours on 18 April 2013, Guangzhou YBDS, an indirectly wholly owned subsidiary of the Company, entered into the Cooperation Agreement with SCNU in respect of the Project.

Date

18 April 2013

Parties

- (a) Guangzhou YBDS; and
- (b) SCNU, an institution of higher education in Guangzhou, the PRC.

To the best of the Directors' knowledge, information and belief and having made all

reasonable enquiries, SCNU and its ultimate beneficial owners are Independent Third Parties.

Major terms

The major terms of the Cooperation Agreement, among others, are as follows:

- (1) The “Cognitive and Teaching” team (“認知與教學” 團隊) comprising leading academics of SCNU will, inter alia, design a course curriculum in the secondary school subject - physics, and be responsible for course planning and implementation, content effect and impact, design, development, production of 100 units of micro lectures for distribution to secondary school students in the PRC. It intends to specifically focus on the key points, as well as difficult, confusing and examination aspects of physics to produce 10-minute micro lectures per unit by adopting the cognitive learning technique. In addition, a team comprising “special ranked teachers” (“特級老師”) in Guangdong Province will deliver the said 100 units of micro lectures, so as to increase the teaching standards of the teachers, increase the interest and learning efficiency of students. Each unit of the micro lecture is expected have at least 2 versions, including a “school edition” and “student home edition”.
- (2) Guangzhou YBDS will be responsible for investing, strategic planning, participating, and assisting in the creation of the education content under the Project as well as all relevant expenses incurred in relation thereof with the design, development and production of each of the micro lectures.
- (3) SCNU will, based on the update of physics curriculum for secondary school, re-produce any completed micro lecture, should there be a need to make corresponding updates of the content of the relevant micro lecture in the next three years without charges.
- (4) SCNU shall assist Guangzhou YBDS to establish an online platform business in Guangdong Province by introducing the physics micro lectures developed under the Project to the relevant educational authorities, schools, teachers and students. It will also provide constructive advices and strategies to assist Guangzhou YBDS in its business endeavor in the education field.
- (5) During the course of implementing the Project, Guangzhou YBDS reserves the right to evaluate and make recommendations on how to modify each micro lecture to meet its specifications.
- (6) The micro lectures and the intellectual property rights and copyrights in relation to the Project shall belong to persons as specified by Guangzhou YBDS.
- (7) Guangzhou YBDS will invest RMB605,000 (equivalent to approximately HK\$750,200) in the Project, which shall be payable in full to SCNU in four installments in the following manner:

- (i) as to RMB121,000 (equivalent to approximately HK\$150,040), representing 20% of the total payment to SCNU, after the signing of the Cooperation Agreement;
- (ii) as to RMB121,000 (equivalent to approximately HK\$150,040), representing 20% of the total payment to SCNU, after completing the design of the 100 units of micro lectures;
- (iii) as to RMB272,250 (equivalent to approximately HK\$337,590), representing 45% of the total payment to SCNU, after completing the production of the micro lectures; and
- (iv) as to RMB90,750 (equivalent to approximately HK\$112,530), representing 15% of the total payment to SCNU, after all units of micro lectures have been made readily available for viewing by secondary school students.

If Guangzhou YBDS fails to pay any amount due to SCNU in accordance with the Cooperation Agreement, it shall, for each month that it is in default, pay to SCNU a sum equivalent to 0.1% of the overdue amount.

- (8) SCNU agreed that, except with the prior written consent of Guangzhou YBDS, it shall not cooperate with other third parties whose businesses may directly or indirectly compete with Guangzhou YBDS, to work on the Project. SCNU agrees that it would further the two parties' cooperation to cover other secondary school subjects on terms and conditions similar to those as stipulated in the Cooperation Agreement, if the cooperation shows positive effect.

REASONS FOR AND BENEFIT OF ENTERING INTO THE COOPERATION AGREEMENT

The Group is principally engaged in provision of system integration services and other value-added technical consultation services and hardware-related business. The Group is also expanding into the China market in the areas of, among others, manufacturing of ancillary high-tech software products specifically designed for smart phones; developing and establishing an integrated platform for distribution of mobile products and provision of value-added services; and setting up joint venture cooperation with multinational companies to introduce and produce mobile application services.

SCNU was established in 1933, and is one of the various reputable Normal Universities. It is a key university in Guangdong Province, consisting of comprehensive and diverse branches of learning, such as philosophy, economics, law, education, literature, history, science, engineering, and management. It is one of the key universities included in National "Project 211" among the higher education institutions of Guangdong province.

As disclosed in an announcement of the Company dated 12 April 2012, the Group intends to cooperate with New5TV (Cayman) CO., LTD. to establish, develop, and create a variety of online platforms that employs a "narrowcasting" television channel operating mode.

It is hoped that the creation under the Project can eventually be distributed to its intended targeted audiences in the PRC through the aforesaid online platforms. The Directors believe that the entering into of the Cooperation Agreement is part and parcel to its strategy to broaden the Group's income base and enhance its growth potential. The Directors consider that the Cooperation Agreement is in the interest of the Company and its Shareholders as a whole.

DEFINITIONS

“associates”	has the meaning given to that term in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Yunbo Digital Synergy Group Limited 雲博產業集團有限公司, a company incorporated in Cayman Islands with limited liability and the shares of which are listed on GEM
“Cooperation Agreement”	the agreement dated 18 April 2013 entered into between Guangzhou YBDS and SCNU in respect of the Project
“connected person(s)”	has the meaning given to that term in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Guangzhou YBDS”	廣州韻博信息科技有限公司 (Guangzhou YBDS IT Co., Ltd*), a wholly foreign owned enterprise established on 18 September 2012 in the PRC with limited liability, an indirect wholly-owned subsidiary of the Company
“Independent Third Party (Parties)”	independent third party (parties) not connected with the chief executive, the directors, substantial shareholder(s) of the Company or any of its subsidiaries or their respective associates
“PRC”	the People's Republic of China
“Project”	the research, design, development and production of micro lectures in Physics for secondary school students in the PRC

“SCNU”	South China Normal University, an institution of higher education in Guangzhou, the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning given to that term in the GEM Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

**For identification purpose only.*

For the purpose of illustration only, unless otherwise specified in this announcement, amounts denominated in RMB have been translated into HK\$ at the rate of RMB1 = HK\$1.24.

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

Hong Kong, 18 April 2013

As at the date of this announcement, the executive directors of the Company are Mr. Yau Hoi Kin, Mr. Kwong Wai Ho Richard and Dr. Huang Youmin; the non-executive director is Mr. Hsu Chia-Chun; and the independent non-executive directors are Dr. Chow Ka Ming, Jimmy, Mr. Liu Zhiquan and Dr. Wong Wing Lit.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge

and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at <http://ybds.com.hk>.