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If you have sold or transferred all your shares in **Yunbo Digital Synergy Group Limited**, you should at once hand this circular to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

MAJOR TRANSACTION:

**COLLABORATION WITH CHINA TELECOM GUANGDONG
TO DEVELOP, ESTABLISH AND OPERATE
AN ONLINE EDUCATION PLATFORM
UNDER THE GUANGDONG ONLINE EDUCATION
PLATFORM PROJECT
AND
USE AND ACCESS OF THE CTG IPTV NETWORK AND PLATFORM
UNDER THE COLLABORATION AGREEMENT**

A letter from the Board is set out on pages 4 to 16 of this circular.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high 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.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Beijing Yunbo”	北京韻博港信息科技有限公司 (Beijing YBDS IT Co., Ltd.*), a wholly foreign owned enterprise established on 19 December 2012 in the PRC with limited liability, and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors
“Chinasoft”	Chinasoft International Limited (中軟國際有限公司*), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 354)
“China Telecom”	China Telecom Corporation Limited (中國電信股份有限公司), a joint stock limited company incorporated in the PRC with limited liability on 10 September 2002, whose shares are listed on the main board of the Stock Exchange (Stock Code: 728)
“China Telecom Guangdong”	the Guangdong branch of China Telecom
“Collaboration Agreement”	a collaboration agreement dated 22 April 2013 entered into between Guangzhou YBDS and China Telecom Guangdong in relation to the Guangdong Online Education Platform Project
“Company”	Yunbo Digital Synergy Group Limited 雲博產業集團有限公司, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“connected persons”	has the meaning as ascribed in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM	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

DEFINITIONS

“Guangdong Department of Education”	the Department of Education of Guangdong Province of the PRC (中華人民共和國廣東省教育廳)
“Guangdong Online Education Platform Project”	the project to be implemented by Guangdong Department of Education for the establishment of an online education platform in Guangdong Province
“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, and an indirect wholly-owned subsidiary of the Company
“Happy On”	Happy On Holdings Limited, a controlling Shareholder holding 537,888,771 Shares, representing approximately 59.35% of the issued share capital of the Company as at the Latest Practicable Date, and is wholly owned by Mr. Chan Foo Wing
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“IPTV”	Internet Protocol Television, digital television service delivered to televisions through high speed internet (broadband) connection
“Latest Practicable Date”	28 May 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholders”	holders of Shares

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wireless City Project”	the project to be implemented by China Mobile Group Guangdong Company Limited for the construction of a wireless city infrastructure in the PRC
“%”	per cent

* For identification purposes only

In this circular, the translation of Renminbi into Hong Kong dollars is based on the exchange rate of RMB1:HK\$1.25, for illustration purposes only.



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)

Executive Directors:

Mr. Yau Hoi Kin
Mr. Kwong Wai Ho Richard
Mr. Huang Youmin

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Non-executive Director:

Mr. Hsu Chia-Chun

*Head Office and Principal Place of Business
in Hong Kong:*

Room 2, 27/F
Golden Centre
188 Des Voeux Road Central
Central
Hong Kong

Independent Non-executive Directors:

Mr. Chow Ka Ming, Jimmy
Mr. Liu Zhiqun
Mr. Wong Wing Lit

30 May 2013

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION:

**COLLABORATION WITH CHINA TELECOM GUANGDONG
TO DEVELOP, ESTABLISH AND OPERATE
AN ONLINE EDUCATION PLATFORM
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UNDER THE COLLABORATION AGREEMENT**

INTRODUCTION

Reference is made to the announcement of the Company dated 22 April 2013. The purpose of this circular is to provide you with the information relating to, among other things, further details of the Collaboration Agreement together with other information required under the GEM Listing Rules.

LETTER FROM THE BOARD

On 22 April 2013 (after trading hours), Guangzhou YBDS entered into the Collaboration Agreement with China Telecom Guangdong, on a non-exclusive basis, to develop, establish and operate an integrated online education platform under the Guangdong Online Education Platform Project.

Set out below are the salient terms of the Collaboration Agreement:

COLLABORATION AGREEMENT

Date

22 April 2013

Parties

- (i) Guangzhou YBDS, an indirect wholly-owned subsidiary of the Company; and
- (ii) China Telecom Guangdong, the Guangdong branch of China Telecom Corporation Limited.

The Board confirms that, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, China Telecom Guangdong, China Telecom and their ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

Background Information

- (i) In line with the medium to long term strategic planning for the development of education in the PRC, Guangdong Department of Education issued "The Development of Informationization in Education in Guangdong Province "12th 5-Year" Plan"* (廣東省教育信息化發展“十二五”規劃) on 30 August 2012 to promulgate its intention to expedite current movements in raising the standard of education levels in Guangdong Province through the advancements of technology. Guangdong Department of Education intends to standardize education of primary and secondary schools in Guangdong Province such that students in rural areas will be able to enjoy the same quality of education as those enjoyed by students in the urban areas. To achieve this objective, Guangdong Department of Education decided to establish an online education platform so that all education administration and research institutions, primary and secondary schools, as well as all teachers and students in Guangdong Province would uniformly have access to the same education content.
- (ii) It is under this premise that Guangzhou YBDS and China Telecom Guangdong have decided to combine their resources by collaborating with each other to develop, establish and operate an integrated online education platform (the “**Online Education Platform**”) under the Guangdong Online Education Platform Project to support the policy of Guangdong Department of Education.

* For identification purposes only

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- (iii) The Online Education Platform intends to serve all education administration and research institutions, more than 20,000 primary and secondary schools and 890,000 teachers, and over 18,000,000 students in Guangdong Province.

Major Terms

- (i) China Telecom Guangdong will be responsible for the construction of a specific network dedicated to the Online Education Platform to facilitate the stable transmission of educational information and content covering all education administration and research institutions and all primary and secondary schools in Guangdong Province. China Telecom Guangdong will operate and maintain this dedicated network, which include upgrading and testing of the access terminals and access terminal equipment, installation services, as well as provide technical support.
- (ii) Guangzhou YBDS will be responsible for investing a total of RMB700,000,000 (equivalent to approximately HK\$875,000,000) for construction of the Online Education Platform and provide the Online Education Platform with overall management and operation services which include technical services, software and hardware, studios and work space for video recording as well as project implementation, market demand analysis, system integration, computing technology, technical support, network testing and liaising with the various education administration departments in Guangdong Province. After its establishment, all intangible assets which include but not limited to the Group's proprietary intellectual property related to the procurement of various software applications, property leases, human resources, etc., and all tangible assets which include but not limited to telecommunications hardware, servers, telephone system, computer equipment, encoders, video recording equipment as well as all leasehold improvements, among others, relating to the Online Education Platform will become properties of Guangzhou YBDS. The successful development of the Online Education Platform by Guangzhou YBDS is not a condition precedent of the Collaboration Agreement.

The above proposed investment of RMB700 million is Guangzhou YBDS's capital budget and amount it needs to construct the Online Education Platform, which is expected to be able to support up to 6 million subscribers. The amount to be invested is not a capital commitment nor is it a condition for entering into the Collaboration Agreement. Actual investment to be made by the Group will depend on the then circumstances as well as the overall progress and development of the Guangdong Online Education Platform Project. The proposed capital investment is expected to be funded by the Group through further fund raising exercises and internal resources.

The Online Education Platform is expected to be up and running before the end of this year. It will initially be launched to targeted audiences in Guangzhou. Thereafter, as it develops, it is hoped that the Online Education Platform will be fully accessible by all education administration and research institutions, and the

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more than 20,000 primary and secondary schools and 890,000 teachers, and over 18,000,000 students in all cities, counties and rural areas in Guangdong Province within 2 to 3 years' time, depending on market acceptance, availability of the financial resources to build the necessary infrastructure, content, and most importantly, China Telecom Guangdong's development and construction of the specific network dedicated to the Online Education Platform. Actual timing and capital expenditures to be incurred will be contingent on the actualisation and/or materialisation of these variables.

The Company intends to commence discussions to raise funds for the Guangdong Online Education Platform Project after it has renewed its general mandate to issue Shares in the third quarter of this year.

(iii) Guangzhou YBDS will pay China Telecom Guangdong a total amount of RMB30,000,000 (equivalent to approximately HK\$37,500,000) (the "Fee") as the fee for using and accessing China Telecom Guangdong's existing IPTV network and platform (the "CTG IPTV Network and Platform"), which will be payable by instalments in 3 consecutive years following the signing of the Collaboration Agreement in the following manner:

- RMB10,000,000 (equivalent to approximately HK\$12,500,000) shall be payable within 1 year, of which RMB3,000,000 (equivalent to approximately HK\$3,750,000) shall be payable in 6 months, and RMB3,000,000 (equivalent to approximately HK\$3,750,000) and RMB4,000,000 (equivalent to approximately HK\$5,000,000) shall be payable within the following next two quarters, respectively; and
- RMB10,000,000 (equivalent to approximately HK\$12,500,000) shall be payable in the second and third year after the signing of the Collaboration Agreement, but in any event by no later than 10 December of the corresponding year.

The Fee payable to China Telecom Guangdong was negotiated between the two parties and determined on normal commercial basis. The Directors considered a fixed payment amount to be considerably more preferable and economically feasible than having to be responsible for a monthly cost per each new subscriber. For instance, assuming that the Company is required to pay China Telecom Guangdong RMB5 per month for each new subscriber originating from the CTG IPTV Network and Platform and there are 200,000 new subscribers, the monthly and annual fees due to China Telecom Guangdong would be RMB1,000,000 and RMB12,000,000 respectively; and if such new subscriptions reach 500,000, the monthly and annual fees would be incrementally increased to RMB2,500,000 and RMB30,000,000 respectively. The Board considers that the Fee, which will be paid in instalments over 3 years' time, is reasonable in view that it provides the Guangdong Online Education Platform Project with a significant competitive advantage particularly from a sales and marketing perspective, allowing the Group to have immediate access to a large pool of over 2,000,000 potential subscribers, and that payment by instalment would ease the financial burden of the Company of having to pay the Fee in one lump sum.

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By agreeing to pay the Fee, the Group can offer products and services through the CTG IPTV Network and Platform before the Online Education Platform is launched. However, as at the Latest Practicable Date, Guangzhou YBDS and China Telecom Guangdong have yet to reach a mutual agreement as to whether to offer any products and services through the CTG IPTV Network and Platform.

The Group expects to fund the Fee through revenues generated during the ordinary course of business from the Online Education Platform and, where required, from other internal resources of the Group.

- (iv) Guangzhou YBDS and China Telecom Guangdong will, through their own resources including through the CTG IPTV Network and Platform, jointly market and promote the products and services to be provided under the Guangdong Online Education Platform Project.
- (v) China Telecom Guangdong will be responsible for collecting fees from subscribers of the Online Education Platform through its existing distribution network and fee and payment collection channels.
- (vi) The revenue generated from services offered by Guangzhou YBDS under the Guangdong Online Education Platform Project will be distributed between Guangzhou YBDS (70–80%) and China Telecom Guangdong (20–30%). Details of revenue sharing arrangement, including taxation issues, will be set out in a separate supplemental agreement(s) to be entered into between the parties.

As at the Latest Practicable Date, Guangzhou YBDS and China Telecom Guangdong have yet to enter into any agreement regarding the revenue sharing arrangement. Further announcement(s) will be made by the Group when Guangzhou YBDS enters into such an agreement in accordance with the requirements of the GEM Listing Rules, if applicable.

Term

The Collaboration Agreement is for a term of 11 years, which can be extended upon mutual consent by the parties in writing before expiry.

Non-Exclusivity

The Collaboration Agreement was entered into on a non-exclusive basis. As such, the use and access of the CTG IPTV Network and Platform is not exclusive to Guangzhou YBDS. China Telecom Guangdong may, at its sole discretion, enter into separate agreement(s) with other third party or parties to develop, establish and operate platform(s) similar to the Online Education Platform. In the event of such an occurrence, online education platform(s) developed, established and operated by China Telecom Guangdong and other third party or parties would likely be direct competitors of the Online Education Platform. As the Group is not a party to such transaction(s), it would not be entitled to any income generated from such platform(s) of third party or parties.

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INFORMATION ON THE GUANGDONG ONLINE EDUCATION PLATFORM PROJECT

The Online Education Platform is an integrated online platform that enables its subscribers to access educational contents through data-streaming for a monthly subscription fee. An additional fee will be charged for viewing access to special programming made available by video on demand. Once completed, it is intended that the Online Education Platform will be able to serve all education administration and research institutions, all primary and secondary schools, as well as all teachers and students in Guangdong Province.

When implementing the Guangdong Online Education Platform Project, Guangzhou YBDS will be responsible for construction of the Online Education Platform as well as providing various technical services, including developing various software applications for content distribution, data streaming, video on demand, content compression, management of the subscribers bases, and an information and data control centre, developing a comprehensive content delivery/distribution network or a large distributed system of several thousand servers deployed in multiple data centres across the Internet capable of supporting up to 6 million subscribers, and manufacture of required amount of encoders or set-up boxes equipped with wireless remote controls and headphone capability, setting up offices as well as studios and work space for video recording (it anticipates to lease up to 6,600 square metres of space in Guangzhou, and up to 500 square metres of space in the other 20 satellite offices in cities within Guangdong Province), renovation work, all heating, ventilation and air-conditioning, office furniture, computer equipment, related video recording equipment, staffing of up to 1,100 people consisting of professionals, technicians as well as service and maintenance personnel, among others, project implementation, computing technology, market demand analysis, system integration, technical support, and network testing as well as liaising with the various education administration departments in Guangdong Province.

At present, Guangzhou YBDS is expected to be contracting party who will be outsourcing or legally purchasing the relevant educational content; while China Telecom Guangdong will be responsible for distribution and will be the contracting party with subscribers. China Telecom Guangdong normally requires subscribers to pay their monthly subscription services in arrears.

Guangzhou YBDS intends to commence construction of the Online Education Platform in the third quarter of this year with the first phase of the Online Education Platform expected to be up and running before year end. The Online Education Platform will be able to generate revenue after it is operational and after China Telecom Guangdong's specific network has been constructed.

INFORMATION ON THE GROUP AND CHINA TELECOM GUANGDONG

The Group is principally engaged in provision of system integration services and other value-added technical consultation services and hardware-related business.

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China Telecom Guangdong is the Guangdong branch of China Telecom. As disclosed in the 2012 annual report of China Telecom, China Telecom is a full services integrated information service operator and the world's largest wireline telecommunications, CDMA mobile network and broadband Internet services provider, providing basic telecommunications services such as wireline telecommunications services and mobile telecommunications services, and value-added telecommunications services such as Internet access services and information services in the PRC. As at the end of 2012, China Telecom has wireline access lines in service of about 163 million, wireline broadband subscribers of about 90 million and mobile subscribers of about 161 million.

REASONS FOR AND BENEFITS OF ENTERING INTO THE COLLABORATION AGREEMENT

The Group is expanding into the PRC 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 procure mobile application services.

As disclosed in the announcement of the Company dated 12 April 2013, the Group intends to cooperate with New5TV (Cayman) CO., LTD. to establish, develop, and create a variety of online platforms that employ a "narrowcasting" television channel operating mode. In addition, as disclosed in the announcement of the Company dated 18 April 2013, the Group has also entered into a cooperation agreement with South China Normal University to work on a project to research, develop, design and produce micro lectures in physics with the intention of distributing the creation made under the project to targeted audiences in the PRC through the aforesaid online platforms.

The Directors believe that the entering into of the Collaboration Agreement is part and parcel to the Group's strategy in broadening its income base and enhancing its growth potential.

The Directors consider that the Collaboration Agreement, including the using and accessing of the CTG IPTV Network and Platform and the Fee, has been made on normal commercial terms and that such terms are fair and reasonable so far as the Company and its Shareholders are concerned and that the entering into of the Collaboration Agreement is in the interest of the Company and its Shareholders as a whole.

RISKS RELATING TO THE GUANGDONG ONLINE EDUCATION PLATFORM PROJECT

If the Online Education Platform is unable to successfully attract and retain subscribers, the underlying business would be adversely affected

The Guangdong Online Education Platform Project is a green field project, the start-up of which are not just capital and labor intensive but resources intensive as well. The speed at which the Guangdong Online Education Platform Project will rollout will therefore be heavily dependent on China Telecom Guangdong and Guangzhou YBDS's

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ability to provide subscribers with a quality experience when viewing the services provided by the Online Education Platform. If subscribers do not perceive the services offered to be of value, the Online Education Platform may not be able to attract and retain subscribers. As a result, the ability to successfully commence and grow the businesses under the Guangdong Online Education Platform Project will be adversely affected.

The increasingly long-term and fixed-cost nature of acquiring content licenses may adversely affect the Group's financial condition and future financial results

When obtaining streaming and video on demand content, it is expected multi-year, fixed-fee licenses with content owners and other content distributors will be entered into. The Online Education Platform is intended to increase the level of committed content licensing in anticipation of the service and subscriber base growing at a certain rate. To the extent subscribers and/or revenue growth do not meet expectations, the liquidity and results of operations of the Online Education Platform could be adversely affected as a result of the content licensing commitments and the flexibility to plan, or react to changes in the changing environment and the market segments in which the Online Education Platform operates could be limited.

Any significant disruption in the Group's computer systems or those of third-parties that the Group utilizes in its operations could result in a loss or degradation of service and could have adverse impact on the Online Education Platform

Potential subscribers will access the Group's services through the Online Education Platform. The ability to attract, retain and serve subscribers is dependent upon the reliable performance of the Group's computer systems and those of third-parties that the Group utilizes in its operations. Interruptions to these systems or with the Internet, including discriminatory network management practices, could make the Group's service unavailable or degraded or otherwise hinder the Online Education Platform's ability to provide access or deliver content.

The Group's servers and those of third-parties the Group uses in its operations are also vulnerable to computer viruses, physical or electronic break-ins and other similar disruptions, which could lead to interruptions and delays in the Group's service and operations as well as loss, misuse or theft of data. Any attempts by hackers to disrupt the Group's service or its internal systems, if successful, could harm the Group's business, be expensive to remedy and damage the Group's reputation. Efforts to prevent hackers from entering the Group's computer systems are likely to be expensive to implement and may limit the functionality of the Group's services. Any significant disruption to the Group's service or internal computer systems could result in a loss of subscribers and adversely affect the Online Education Platform and results of the Group's operations.

If there is any adverse change in the PRC's government regulations relating to the Internet, the Group may need to alter the manner in which the Group conducts its business, or incur greater operating expenses

The adoption or modification of laws or regulations relating to the Internet or other areas of the Group's business could limit or otherwise adversely affect the manner in

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which the Group is able to conduct its business. If the Group is required to comply with the new regulations or legislation or new interpretations of existing regulations or legislation, this compliance could cause the Group to incur additional expenses or alter its business model.

Changes in how network operators handle and charge for access to data that travel across their networks could adversely impact the Group's business

Potential subscribers access the Group's service provided by the Online Education Platform through the Internet. To the extent that network operators implement usage based on pricing, including meaningful bandwidth caps, or otherwise try to monetize access to their networks by data providers, the Group could incur greater operating expenses and the ability of the Online Education Platform to increase or retain the then existing subscriber levels could be negatively impacted.

The Guangdong Online Education Platform Project is subject to economic, political, regulatory and other risks arising from the PRC

Operating in the PRC market requires significant resources and management attention and will subject the Guangdong Online Education Platform Project to their regulatory, economic and political risks including:

- *Political or social unrest and economic instability* – The PRC government continues to play a significant role in regulating industries and the economy through policy measures. The Group cannot predict whether changes in PRC economic, political or social conditions and in PRC laws, regulations and policies will have any adverse effect on the current and future overall development of the Guangdong Online Education Platform Project or on the future business, financial condition or results of operations the Online Education Platform. In addition, many of the economic reforms carried out and measures implemented by the PRC government are unprecedented or experimental which may evolve and change over time. Other external and internal political, economic and social factors may also lead to further changes and adjustments to the PRC government's current reform measures and policies which may or may not have a positive or negative effect on the Guangdong Online Education Platform Project's business development;
- *Unexpected changes in regulatory requirements* – The Guangdong Online Education Platform Project entails the development, establishment and operation of the Online Education Platform which requires the parties to procure permits, licenses and certificates from the relevant government authorities in the PRC. Changes in the rules and regulations in the PRC or the implementation thereof (from time to time) may require Guangzhou YBDS to obtain additional approvals and licenses. In the event of such changes, Guangzhou YBDS may need to incur additional expenses to comply with such requirements. This will in turn affect Guangzhou YBDS's financial performance, as Guangzhou YBDS's business cost will increase. Moreover, the Group cannot be assured that such approvals or licenses will be promptly granted, or at all. If Guangzhou YBDS experiences delays or is unable to obtain such required approvals or licenses, the Group's operations and business in the PRC, and hence the Group's overall financial performance will be adversely affected;

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- *Operating environment* – Prospects of the Online Education Platform and results of operations may be materially and adversely affected by unforeseen policies of the PRC government such as measures to control inflation and or tighten monetary policy, changes in the rates and/or methods of taxation, and the imposition of additional restrictions on currency conversion. These events as well as future measures and/or policies by the PRC government may have a direct or indirect impact on the operations of the Online Education Platform, and in turn may have a material adverse effect on the Group’s prospective business and financial condition;
- *Fluctuations in currency exchange rates could negatively impact the Group’s capital budget* – From 1999 through 2005, conversion of the Renminbi into foreign currencies was largely based on exchange rates set and published daily by the People’s Bank of China (the “PBOC”). Since then, the currency has been revalued, the floating band against which it was traded was enlarged, and the PBOC’s announced intention to reform the Renminbi exchange rate regime to increase the currency’s exchange rate flexibility have all resulted in the Renminbi appreciating by around 30% against the U.S. Dollar. Construction of the Online Education Platform has been budgeted by the Company to cost RMB700 million. It is likely that any appreciation of the Renminbi will increase the Company’s Renminbi denominated financial obligations under the Collaboration Agreement as the Group expects to finance the Guangdong Online Education Platform Project through funds raising exercises in a currency other than the Renminbi. Conversely, any depreciation of the Renminbi will lower the Group’s overall financing requirements;
- *Profit repatriation and other restrictions on the transfer of funds* – The Group hopes to finance the construction of the Online Education Platform with funds raised from capital markets, and the proceeds of which may be transferred into Guangzhou YBDS by means of additional capital contributions and/or shareholder’s loan(s). Any increase in the registered share capital of, or, the provision of shareholder’s loans to Guangzhou YBDS is subject to the relevant PRC regulations, including approval from the Ministry of Commerce (MOC) and registration with the State Administration of Foreign Exchange (SAFE) or their local counterparts. The Group cannot assure that it will be able to obtain such government registrations or approvals on a timely basis, or at all. Failure to obtain such registrations or approvals will hinder the Group’s ability to capitalize Guangzhou YBDS and will materially and adversely affect its ability to construct the Online Education Platform in the time stipulated;
- *New and different sources of competition* – The Collaboration Agreement entered into between Guangzhou YBDS and China Telecom Guangdong to develop, establish and operate the Online Education Platform was on a non-exclusive basis. As such, China Telecom Guangdong is free to enter into any further separate agreement(s) with any third party or parties to develop, establish and operate platform(s) similar to the Online Education Platform. In the event of such an occurrence, online education platform(s) developed, established and operated by China Telecom Guangdong and other third party or parties will likely to compete directly with the Online Education Platform and may have a material and adverse impact on the development and future business and operations of the Online Education Platform; and

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- *Availability of reliable broadband connectivity and wide area networks in targeted areas for expansion* – Irrespective of whether content from the Online Education Platform is data streamed or accessed by way of video on demand, transmission is made via a broadband connection and over the Internet. The unavailability of a reliable and stable broadband network or connectivity may materially and adversely affect the quality of services provided under the Online Education Platform, and in turn, may affect the Group's ability to grow its subscriber base. In addition, any delays or failure by China Telecom Guangdong to build the specific network to targeted areas for expansion will materially and adversely affect the Guangdong Online Education Platform Project to grow its business with a negative impact on the Group's operations and financial condition.

The lack or unavailability of quality content may have a material and adverse impact on the business development of the Guangdong Online Education Platform Project

If the Group is unable to legally purchase or secure the necessary quality and quantity of educational content to be offered under the Guangdong Online Education Platform Project, it may have a material and adverse impact on the business development and growth of the Guangdong Online Education Platform Project. In such case, Guangzhou YBDS will not be able to offer the type of services needed to attract, retain, and grow the subscriber base, which in turn will materially and adversely affect the economic viability of the Online Education Platform.

The Group may not be able to raise the amount to adequately construct the Online Education Platform

The Online Education Platform, when completed, is expected to be able to support up to 6 million subscribers and the budgeted amount for its construction is RMB700 million. The Group may not be able to raise, in whole or in part, the amount needed to construct the Online Education Platform when required. The unavailability of the funds at the time when such funds are required may have an adverse impact on the progress and overall development of the Guangdong Online Education Platform Project.

The Group may lose key employees or may be unable to hire qualified employees or may have difficulties in effectively managing and operating the Online Education Platform

The Group relies on the continued service of its senior management and other key employees and the hiring of new qualified employees when developing, establishing and operating the Online Education Platform. Within the telecommunications industry in the PRC, there is substantial and continuous competition for highly skilled business, product development, technical and other personnel which may lead to an unexpected substantial increase in Guangzhou YBDS's budgeted operating cost structure. As such, the Group may not be successful in recruiting new personnel and in retaining and motivating existing personnel, which causes management distractions and may be disruptive to its overall business development and ability to effectively manage and operate the Online Education Platform.

LETTER FROM THE BOARD

There is no definite timeframe relating to the entering into of revenue sharing agreement with China Telecom Guangdong and the Group may not be able to collect or recover in a timely manner the revenue due to it under the revenue sharing agreement

China Telecom Guangdong is the contracting party with subscribers of the Online Education Platform. As such, all revenue generated from the Online Education Platform is collected by China Telecom Guangdong before the allocated portion due to the Group under the revenue sharing agreement (which will be executed in due course) is remitted to Guangzhou YBDS. The entering into of the revenue sharing agreement is not a condition precedent to the Collaboration Agreement and there is presently no definite timeframe as to when the revenue sharing agreement will be executed. In the absence of a revenue sharing agreement, Guangzhou YBDS may consider not to proceed with the launch of the Online Education Platform. However, if the Group decides to proceed and Guangzhou YBDS is subsequently unable to collect or recover in a timely manner the revenue due to it, it may have a material and adverse impact on the operations of the Online Education Platform and in turn will have a material and adverse impact on the financial condition of the Group.

IMPLICATIONS UNDER THE GEM LISTING RULES

The Fee payable by Guangzhou YBDS to China Telecom Guangdong for using and accessing the CTG IPTV Network and Platform under the Collaboration Agreement constitutes an operating lease. As one or more of the applicable percentage ratios as calculated under Chapter 19 of the GEM Listing Rules in respect of the using and accessing of the CTG IPTV Network and Platform exceed(s) 25% but are less than 100%, the using and accessing of the CTG IPTV Network and Platform by Guangzhou YBDS constitutes a major transaction of the Company and is therefore subject to the reporting, announcement and shareholders' approval requirements under the GEM Listing Rules.

So far as the Directors are aware after making reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approving the using and accessing of the CTG IPTV Network and Platform. In lieu of holding an extraordinary general meeting, the Company has obtained the written approval on the Collaboration Agreement and the transactions contemplated thereunder (including the using and accessing of the CTG IPTV Network and Platform and the Fee payable by Guangzhou YBDS) from Happy On (a company wholly owned by Mr. Chan Foo Wing), a controlling Shareholder holding more than 50% of the nominal value of the issued share capital of the Company giving the right to attend and vote at the extraordinary general meeting if such a meeting were to convene for approving the using and accessing of the CTG IPTV Network and Platform. As such, the Company is not required to convene an extraordinary general meeting to approve the using and accessing of the CTG IPTV Network and Platform pursuant to Rule 19.44 of the GEM Listing Rules. As at the Latest Practicable Date, Happy On is interested in 537,888,771 Shares, representing approximately 59.35% of the issued share capital of the Company.

LETTER FROM THE BOARD

RECOMMENDATION

Having considered the reasons set out herein, the Directors are of the view that the Collaboration Agreement, including the using and accessing of the CTG IPTV Network and Platform and the Fee, are on normal commercial terms and that such terms are fair and reasonable so far as the Company and its Shareholders are concerned and that the entering into of the Collaboration Agreement is in the interest of the Company and its Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favour of the using and accessing of the CTG IPTV Network and Platform if a physical meeting of Shareholders were to be convened for approving the using and accessing of the CTG IPTV Network and Platform.

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Financial Information of the Group) and Appendix II (General Information) to this circular.

Yours faithfully,
By order of the Board
Yunbo Digital Synergy Group Limited
Yau Hoi Kin
Director

1. FINANCIAL INFORMATION

The financial information of the Group for (i) the six months ended 30 September 2012 is disclosed in the interim report of the Company published on 16 November 2012; (ii) the year ended 31 March 2012 is disclosed in the annual report of the Company published on 28 June 2012; (iii) the year ended 31 March 2011 is disclosed in the annual report of the Company published on 29 June 2011; and (iv) the year ended 31 March 2010 is disclosed in the annual report of the Company published on 28 June 2010, all of which have been published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (<http://www.ybds.com.hk>).

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 March 2013, being the latest practicable date for the purpose of this statement of indebtedness, the Group had an outstanding short term loan in the amount of HK\$10 million and unutilised bank facilities amounting to HK\$90 million. The Group also has certain operating lease commitments in respect of rented premises and equipment in the amount of HK\$883,237.

Save as aforesaid or as otherwise disclosed herein, as at the close of business on 31 March 2013, the Group did not have outstanding any other loan liabilities under acceptances or acceptable credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the financial resources available to the Group, including its internally generated funds and existing available bank facilities, the Group has sufficient working capital for its present requirements for at least the next twelve months from the Latest Practicable Date, in the absence of any unforeseen circumstances.

4. MATERIAL ADVERSE CHANGE

As disclosed in the interim report for the six months ended 30 September 2012, the increase in the Group's turnover was approximately 1.51% and decrease in profit attributable to Shareholders for the six months ended 30 September 2012 was approximately 148.7% on the corresponding period in 2011 respectively.

Further, as disclosed in the announcement of the Company dated 19 April 2013 and the final results announcement of the Company dated 27 May 2013, loss attributable to owners of the Company for the year ended 31 March 2013 was approximately HK\$11,860,000 as compared to a profit of approximately HK\$6,233,000 for the year ended 31 March 2012. The net loss for the year ended 31 March 2013 was mainly attributable to the absence of a gain on the disposal of subsidiaries as disclosed in the circular of the Company dated 16 March 2011 for the year ended 31 March 2013. Further management

discussion and analysis on the results of the Group are set out in the final results announcement published by the Company on 27 May 2013.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2012 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

5. FINANCIAL IMPACT OF THE TRANSACTION

The Fee, in the amount of RMB30,000,000 (equivalent to approximately HK\$37,500,000), payable to China Telecom Guangdong for using and accessing the CTG IPTV Network and Platform is expected to be paid through revenues generated during the ordinary course of business from the Online Education Platform and, where required, from other internal resources of the Group. In the event that the Fee is required to be financed through other internal resources of the Group, there will be an increase in the Group's expenses and a decrease in cash and earnings with no immediate impact on liabilities of the Group. As at 31 March 2013, the consolidated unaudited cash and cash equivalents of the Group amounted to HK\$28.16 million.

The RMB700 million capital budget needed for the construction of the Online Education Platform will be financed through further fund raising exercises and internal resources. The proposed amount is not a capital commitment nor is it a condition for the entering into of the Collaboration Agreement.

As at the Latest Practicable Date, the Company has yet to commence or enter into any discussion for any fund raising exercise.

The Collaboration Agreement is not expected to have any material adverse impact on the assets and liabilities of the Group or on the Group's cash flow position or its business operations.

6. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in provision of system integration services and other value-added technical consultation services and hardware-related business.

In 2012, the Group had decided to enter into the PRC market to explore and develop business opportunities 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 procure mobile application services. Guangzhou YBDS and Beijing Yunbo were set up to facilitate these potential ventures.

The Group has had some initial success in its endeavor to enter into the telecommunications industry in the PRC. As disclosed in the announcement of the Company dated 2 August 2012, the Company entered into a non-legally binding letter of intent with Chinasoft, pursuant to which the Company and Chinasoft will collaborate with each other on bidding for specific parts of the Wireless City Project. As further disclosed in the announcement of the Company dated 7 May 2013, 北京掌中無限信息技術有限公司 (MMIM Info. Technology Co., Ltd.*) (“**MMIM**”), a wholly-owned subsidiary of Chinasoft in the PRC, has submitted open tender documents for specific parts of the Wireless City Project to China Mobile Group Guangdong Company Limited (the “**Telecommunication Operator**”). On 7 May 2013, Excellent Master Investments Limited, a wholly-owned subsidiary of the Company, Chinasoft International (Hong Kong) Limited, a wholly-owned subsidiary of Chinasoft, the Company and Chinasoft have entered into a project implementation agreement to implement the specific parts of the Wireless City Project in the event that the aforesaid bidding is successful (in which case MMIM and the Telecommunication Operator will enter into a formal project agreement).

In addition, the Group generated HK\$35.04 million in revenues in the trading of gigabit-passive optical network (G-PON) equipment.

Moreover, in line with the PRC’s medium to long term strategic planning for the development of education and Guangdong Department of Education’s intention to standardize education programs in Guangdong Province, Guangzhou YBDS and China Telecom Guangdong have decided to combine their resources by collaborating with each other to develop, establish, and operate the Online Education Platform to support the policy of Guangdong Department of Education.

Once completed, it is expected that the Online Education Platform will be able to support up to 6 million subscribers and is hoped to serve all education administration and research institutions, all primary and secondary schools as well as all teachers and students in Guangdong Province.

Further, as disclosed in the announcement of the Company dated 12 April 2013, the Group intends to cooperate with New5TV (Cayman) CO., LTD. to establish, develop, and create a variety of online platforms that employ a “narrowcasting” television channel operating mode. As disclosed in the announcement of the Company dated 18 April 2013, the Group has also entered into a cooperation agreement with South China Normal University to work on a project to research, develop, design and produce micro lectures in physics with the intention of distributing the creation made under the project to targeted audiences in the PRC through the aforesaid online platforms.

The Directors believe that the entering into of the aforesaid agreements is part and parcel to the Group’s new corporate strategy in broadening its income base and enhancing its growth potential.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors 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, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

2. DISCLOSURE OF INTERESTS**(i) Interests of Directors**

As at the Latest Practicable Date, none of the Directors or the chief executive of the Company had any interests and short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO), or (b) pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or (c) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

(ii) Interests of substantial Shareholders and other persons

As at the Latest Practicable Date, so far as is known to any Director and the chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and section 336 of the SFO or, who will be, directly or indirectly, interested in 10% or more of the nominal value of any class of

share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Long positions in the Shares:

Name of shareholder	Capacity	Number of Shares interested (Long position)	Approximate percentage of the issued share capital of the Company (Note 1)
Happy On	Beneficial owner	537,888,771	59.35%
Mr. Chan Foo Wing (Note 2)	Interest in controlled corporation	537,888,771	59.35%

Notes:

1. The percentage is calculated based on the total issued share capital of the Company as at the Latest Practicable Date.
2. Mr. Chan is the sole beneficial shareholder of Happy On, and is therefore deemed to be interested in the 537,888,771 Shares interested by Happy On.

Save as disclosed above, as at the Latest Practicable Date, the Directors and the chief executive of the Company were not aware of any other person (not being a Director or the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and section 336 of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group or had any options in respect of such shares.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, there is no existing or proposed service contract between any of the Directors and any member of the Group other than service contracts that are expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

4. INTERESTS IN CONTRACT OR ARRANGEMENT

None of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

5. INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31 March 2012, the date to which the latest published audited financial statements of the Group were made up, acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or the controlling Shareholders or their respective associates had any interests in businesses which compete or may compete with the business of the Group or had any other conflict of interests which any such person has or may have with the Group.

7. LITIGATION

So far as the Directors are aware, as at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

8. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by the Company or any of its subsidiaries within the two years immediately preceding the date of this circular and are or may be material:

- (i) a share placing agreement dated 28 March 2012 entered into between the Company as issuer and Quam Securities Company Limited (“**Quam**”) as placing agent, in relation to the placing of up to a maximum of 30,000,000 placing shares at the price of HK\$0.27 per placing share on a best effort basis, which had lapsed on 1 May 2012;
- (ii) a warrant placing agreement dated 28 March 2012 entered into between the Company as issuer and Quam as placing agent, in relation to the placing of up to a maximum of 90,000,000 warrants at the price of HK\$0.02 per warrant, entitling the holders to subscribe for a maximum of 90,000,000 warrant shares at the initial subscription price of HK\$0.35 per warrant share (subject to adjustments) on a best effort basis, which had lapsed on 1 May 2012;
- (iii) a share placing agreement dated 17 May 2012 entered into between the Company as issuer and KGI Asia Limited (“**KGI**”) as placing agent, in relation to the placing of up to a maximum of 15,000,000 placing shares at the price of HK\$0.185 per placing share on a best effort basis;

- (iv) a warrant placing agreement dated 17 May 2012 entered into between the Company as issuer and KGI as placing agent, in relation to the placing of up to a maximum of 30,000,000 warrants at the price of HK\$0.01 per warrant, entitling the holders to subscribe for a maximum of 30,000,000 warrant shares at the initial subscription price of HK\$0.185 per warrant share (subject to adjustments) on a best effort basis;
- (v) a share placing agreement dated 6 July 2012 entered into between the Company as issuer and KGI as placing agent, in relation to the placing of up to a maximum of 10,000,000 placing shares at the price of HK\$0.141 per placing share on a best effort basis;
- (vi) a warrant placing agreement dated 6 July 2012 entered into between the Company as issuer and KGI as placing agent, in relation to the placing of up to a maximum of 60,000,000 warrants at the price of HK\$0.01 per warrant, entitling the holders to subscribe for a maximum of 60,000,000 warrant shares at the initial subscription price of HK\$0.141 per warrant share (subject to adjustments) on a best effort basis;
- (vii) a non-legally binding letter of intent dated 2 August 2012 entered into between the Company and Chinasoft, pursuant to which the Company and Chinasoft will collaborate with each other on the bidding for specific parts of the Wireless City Project;
- (viii) an underwriting agreement dated 31 October 2012 entered into between the Company and Happy On in relation to the underwriting and the relevant arrangements in respect of the open offer of 156,250,000 Shares at the subscription price of HK\$0.10 per offer share;
- (ix) a share placing agreement dated 12 March 2013 entered into between the Company as issuer and KGI as placing agent, in relation to the placing of up to a maximum of 125,000,000 placing shares at the price of HK\$0.145 per placing share on a best effort basis;
- (x) the non-legally binding memorandum of understanding dated 12 April 2013 entered into between YBDS Multimedia Company Limited, a wholly owned subsidiary of the Company, and New5TV (Cayman) CO., LTD. in relation to establishing, developing, and creating a variety of online platforms using various marketing concepts and adopting the “narrowcasting” television channel operating mode;
- (xi) the cooperation agreement dated 18 April 2013 entered into between Guangzhou YBDS and South China Normal University in relation to the research, design, development and production of 100 units of 10-minute micro lectures in physics, using the cognitive learning technique, for secondary school students in the PRC at the cost of RMB605,000 (equivalent to approximately HK\$756,250);

- (xii) the Collaboration Agreement; and
- (xiii) the project implementation agreement dated 7 May 2013, entered into between Excellent Master Investments Limited, a wholly-owned subsidiary of the Company, Chinasoft International (Hong Kong) Limited, a wholly-owned subsidiary of Chinasoft, the Company and Chinasoft with respect to the Wireless City Project.

9. AUDIT COMMITTEE

The Audit Committee of the Company comprises three members, namely, Mr. Liu Zhiquan, Dr. Chow Ka Ming, Jimmy and Dr. Wong Wing Lit, all of whom are independent non-executive Directors. Mr. Liu Zhiquan is the 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.

Mr. Liu Zhiquan (劉志全) (“**Mr. Liu**”), an independent non-executive Director, is the secretary of the board of directors of Guangdong Nan Yue Logistics Company Limited, the shares of which are listed on the Stock Exchange (stock code: 3399). Mr. Liu is the director and the general manager of Guangdong Nan Yue Logistics (HK) Limited since July 2009. He obtained an executive master's degree of business management in 1999. He graduated from the course of Advanced Study for Secretary of Board of Directors provided by the training centre of the Ministry of Commerce of the PRC in 2004. Mr. Liu is currently a member of the Hong Kong Institute of Chartered Secretaries and possesses professional technical qualification as an economist.

Dr. Chow Ka Ming, Jimmy (周嘉明) (“**Dr. Chow**”), an independent non-executive Director, is currently the Chairman of the Hong Kong Information and System Security Professional Association, and also a member of the British Computer Society. Dr. Chow has more than 10 years of managerial experience in the information technology, engineering and education fields. His current research interests include mobile robotics, soft-computing, computer networking and Information security and he has published more than 20 international journal papers in his research fields. Dr. Chow received his BEng (Hons) in Electrical Engineering (First Class Honor) and Doctor of Philosophy in Electrical Engineering from The Hong Kong Polytechnic University in 1997 and 2001 respectively. He was also one of the awardees of the Sir Edward Youde Memorial Scholarships and Sir Edward Youde Memorial Fellowships during his undergraduate and doctoral degree studies respectively.

Dr. Wong Wing Lit (黃榮烈) (“**Dr. Wong**”), an independent non-executive Director, is currently teaching actuary science and statistics in a university in Hong Kong. He is the Chairman of The Hong Kong Mathematical Olympiad Association, a statistician and associate actuary. Dr. Wong is a member of a number of professional bodies in Hong Kong including but not limited to Actuarial Society of Hong Kong and Hong Kong Statistical Society, and was conferred the title of Associate of The Society of Actuaries (ASA) in USA since 1993. Dr. Wong graduated from The Chinese University of Hong Kong with a Master of Philosophy degree and a Bachelor's degree in Statistics. He furthered his studies at the University of Pittsburgh, where he received his Doctorate and Master degree in Statistics and Mathematics.

10. MISCELLANEOUS

- (a) The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The head office and principal place of business of the Company in Hong Kong is located at Room 2, 27/F, Golden Centre, 188 Des Voeux Road Central, Central, Hong Kong.
- (b) The branch share registrar of the Company in Hong Kong is Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (c) The company secretary of the Company is Mr. Tung Tat Chiu, Michael, a practicing solicitor in Hong Kong.
- (d) The Company's compliance officer is Mr. Kwong Wai Ho Richard, an executive Director.
- (e) The English text of this circular shall prevail over the Chinese text in the case of any inconsistency.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Company at Room 2, 27/F, Golden Centre, 188 Des Voeux Road Central, Central, Hong Kong during normal business hours from the date of this circular up to and including 13 June 2013:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the material contracts referred to in the paragraph headed "Material Contracts" in this Appendix;
- (c) the annual reports of the Company for the two years ended 31 March 2011 and 2012;
- (d) the interim report of the Company for the six months ended 30 September 2012; and
- (e) this circular.