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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)

### MEMORANDUM OF UNDERSTANDING

This announcement is made by Yunbo Digital Synergy Group Limited (the **“Company”**, together with its subsidiaries, the **“Group”**) pursuant to Rule 17.10(2) of the Rules Governing the Listing of Securities (**“GEM Listing Rules”**) on the Growth Enterprise Market (**“GEM”**) of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(**“SFO”**).

#### MEMORANDUM OF UNDERSTANDING

The board of directors of the Company (the **“Board”**) announces that after trading hours on 12 April 2013, YBDS Multimedia Company Limited (**“YBDS”**), a wholly owned subsidiary of the Company, entered into a non-legally binding memorandum of understanding (**“MOU”**) with New5TV (Cayman) CO., LTD. (**“New5TV”**), pursuant to which, YBDS intends to engage New5TV to establish, develop, and create a variety of online platforms by employing the use of various marketing concepts and adopting the “narrowcasting” television channel operating mode to reach the specific and intended targeted audiences and groups around the world including the People’s Republic of China (the **“Cooperation”**).

New5TV is a media operator which uses a combination of cloud computing technologies, creative content and proprietary terminal hardware and integrates software, hardware and media to establish narrowcasting platforms. To the best of the directors (**“Directors”**) of the Company’s knowledge, information and belief and having made all reasonable enquiries, New5TV and its ultimate beneficial owners are independent third parties which are independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

Pursuant to the MOU, YBDS and New5TV agreed that neither party shall, directly or indirectly, make, solicit, initiate, discuss, encourage, accept or consider any proposal or offer from any third party relating to the Cooperation, for a period of 3 months commencing from the date of the MOU, except for those proposals or offers which either party was in the process of discussion, planning and implementation with any third party as of the date of the MOU.

The MOU shall terminate and be of no force and effect on the earlier of (i) the date on which

formal agreements in respect of the Cooperation (“**Formal Agreements**”) are executed, or (ii) one year from the date of the MOU or (iii) either YBDS or New5TV terminating the MOU by giving each other one month prior written notice. Termination of the MOU shall not affect any accrued rights that a party may have against the other party in respect of any antecedent breach.

Under the MOU, YBDS and New5TV shall enter into the Formal Agreements within 3 months from the date of the MOU unless otherwise agreed between them.

#### **REASONS FOR AND BENEFIT OF ENTERING INTO THE MOU**

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. Through the Cooperation, the Group hopes to be able to establish, develop, and create a variety of online platforms which could reach a larger group of audiences around the world..

The Directors believe that the Cooperation is in line with the Group’s strategy and enables the Group to broaden its income base and enhance the growth potential of the Group by establishing online platforms. The Directors consider that the Cooperation is in the interest of the Company and its shareholders as a whole.

#### **GENERAL**

Other than the terms in relation to the exclusivity, expenses, confidentiality and the governing laws of the MOU, the MOU does not constitute legally-binding obligations on YBDS and New5TV.

The Cooperation is subject to the signing of the Formal Agreements. Accordingly, it may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company. Further announcement(s) will be made by the Company in respect of the Cooperation if and when required by the GEM Listing Rules and the SFO.

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

Hong Kong, 12 April 2013

*As at the date of this announcement, the executive Directors 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 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*

*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](http://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>.*