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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Yunbo Digital Synergy Group Limited (the “**Company**”) will be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Monday, 29 July 2013 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments:

ORDINARY RESOLUTION

1. “**THAT**

- (i) the subscription agreement (the “**Subscription Agreement**”) dated 2 June 2013 entered into between the Company as issuer and Happy On Holdings Limited as subscriber (the “**Subscriber**”) in relation to the proposed subscription (the “**Subscription**”) of 450,000,000 new shares of HK\$0.10 each in the share capital of the Company (each a “**Subscription Share**”, collectively, the “**Subscription Shares**”) at the price of HK\$0.225 (the “**Subscription Price**”) per Subscription Share (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (ii) conditional upon the Growth Enterprise Market Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares to the Subscriber pursuant to the Subscription Agreement (the “**Specific Mandate**”) be and is hereby approved and the Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the directors of the Company (each a “**Director**”, collectively, the “**Directors**”) by the shareholders of the Company in the annual general meeting of the Company held on 8 July 2013 or such other general or specific mandate(s) that may have been granted to the Directors prior to the passing of this resolution; and

- (iii) any one Director be and is hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his absolute discretion consider necessary or desirable or expedient for the purpose of or in connection with the Subscription Agreement and to make and agree to such variations of a non-material nature in or to the terms of the Subscription Agreement as he may in his absolute discretion consider desirable or necessary.”

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

Hong Kong, 11 July 2013

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Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company (“**Share(s)**”) may appoint one or more proxies to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
2. The form of proxy must be signed by a member or the attorney of the member duly authorised in writing or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer or attorney so authorised.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be).
4. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Meeting or at any adjourned meeting (as the case may be) should they so wish, and in such case, the form of proxy previously submitted by such member(s) shall be deemed to be revoked.
5. Where there are joint registered holders of any share(s), any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if he was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.

As at the date of this notice, 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 notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited 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 notice 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 notice misleading.

This notice 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://www.ybds.com.hk>.