

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yunbo Digital Synergy Group Limited, you should at once hand this circular and the accompanying form(s) of proxy to the purchaser or other transferee or to the licensed securities dealer, or to the bank, or to other agents through whom the sale or transfer 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)

**PROPOSED CHANGE OF COMPANY NAME,
RE-ELECTION OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting (the "EGM") of Yunbo Digital Synergy Group Limited (the "Company") to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 16 November 2017 at 2:00 p.m. is set out on pages 8 to 9 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours (i.e. not later than 2:00 p.m. on Tuesday, 14 November 2017) before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

This circular 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 website of the Company at www.ybds.com.hk.

25 October 2017

CHARACTERISTICS OF GEM OF 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.

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DEFINITION

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

“Articles of Association”	the articles of association of the Company as amended and restated from time to time and “Article” shall mean an article of the Articles of Association;
“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 the Cayman Islands with limited liability and whose shares are listed on GEM;
“Director(s)”	the director(s) of the Company;
“EGM”	an extraordinary general meeting of the Company to be held at the Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 16 November 2017 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 8 to 9 of this circular, or any adjournment thereof;
“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;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	20 October 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Proposed Change of Company Name”	the proposed change of the Chinese name and the English name of the Company, details of which are set out in this circular;

DEFINITION

“Share(s)” ordinary share(s) of HK\$0.10 each in the share capital of the Company;

“Shareholder(s)” shareholder(s) of the Company;

“Stock Exchange” The Stock Exchange of Hong Kong Limited.



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. Ho Yeung
Mr. Lam Chi Man
Mr. Wang Xiaoqi

Independent Non-executive Directors:

Ms. Chan Nga Man
Mr. Lam Wing Keung
Mr. Lau Chor Ki
Mr. Tse Yee Hin, Tony

Registered Office:

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

*Head office and principal place of
business in Hong Kong:*

Unit 1201-5
China Resources Building
No. 26 Harbour Road
Wanchai, Hong Kong

25 October 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME,
RE-ELECTION OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 16 October 2017 in respect of the Proposed Change of Company Name. The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the EGM for the Shareholders to consider and, if thought fit, to approve, among others, (i) the Proposed Change of Company Name; and (ii) the re-election of Director; and the notice of EGM.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “Yunbo Digital Synergy Group Limited” to “Quantum Thinking Limited” and to adopt the Chinese name “量子思維有限公司” as the new dual foreign name of the Company in place of its existing Chinese name “雲博產業集團有限公司”.

Conditions

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name and the new names being entered in the register of companies by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date on which the Registrar of Companies in the Cayman Islands issues a Certificate of Incorporation on Change of Name confirming that the new names have been registered. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group’s business development and its direction of future development. The Board believes that the new names can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect the rights of any Shareholder or the Company’s daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing names of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new names of the

LETTER FROM THE BOARD

Company. Should the Proposed Change of Company Name becoming effective, any issue of share certificates thereafter will bear the new names of the Company and the securities of the Company will be traded on the Stock Exchange under the new names.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. Further announcement will be made by the Company relating to, among other things, the results of the EGM, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company.

3. PROPOSED RE-ELECTION OF DIRECTOR

The Board currently consists of seven Directors including three executive Directors and four independent non-executive Directors.

Pursuant to Article 83 of the Articles of Association, any Director appointed by the Board to fill casual vacancy shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Reference is made to the Company's announcement dated 1 August 2017 regarding the appointment of Ms. Chan Nga Man as an independent non-executive Director with effect from 1 August 2017. Pursuant to Article 83 of the Articles of Association, Ms. Chan shall retire at the EGM and, being eligible, will offer herself for re-election.

Particulars of Ms. Chan as required under Rule 17.46A of the GEM Listing Rules are set out in the Appendix to this circular.

4. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 8 to 9 of this circular. At the EGM, resolutions will be proposed to approve, inter alia, the Proposed Change of Company Name and the re-election of Director.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. Accordingly, all the proposed resolutions will be put to vote by way of poll at the EGM. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.ybds.com.hk) respectively. Whether or not you are able to attend the EGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell

LETTER FROM THE BOARD

Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. not later than 2:00 p.m. on Tuesday, 14 November 2017) before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

5. 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 in this circular misleading.

6. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and re-election of Director are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

7. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix (Details of Director Proposed for Re-election at the EGM) to this circular.

Yours faithfully,
By Order of the Board
Yunbo Digital Synergy Group Limited
Lam Chi Man
Director

Pursuant to the GEM Listing Rules, the details of the Director who will retire at the EGM according to the Articles of Association and will be proposed to be re-elected at the EGM are provided below.

Ms. Chan Nga Man (陳雅雯女士) (“Ms. Chan”)

Ms. Chan, aged 24, was appointed as an independent non-executive Director on 1 August 2017. She obtained a bachelor’s degree in Business (major in marketing) from Griffith University in 2014. Ms. Chan worked for Coffee Concept (Hong Kong) Limited from July 2013 to March 2015. She also worked for Shenzhen Xinglida Limited (深圳興利達工藝品有限公司) as a sales manager from April 2015 to February 2017.

Ms. Chan has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company for a term of 3 years commencing on 1 August 2017, subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Chan is entitled to a director’s fee of HK\$120,000 per annum, which was determined with reference to the prevailing market conditions, her expertise and duties and responsibilities of Ms. Chan on the Company’s affairs. The Letter of Appointment can be terminated by either party by giving 1 month’s notice in writing.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan (i) has not held any directorships in the last three years preceding the date of this announcement in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has not held any other position with the Company or any other members of the Group; and (iii) has no other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan (i) did not have any interests in the Shares within the meaning of Part XV of the SFO; and (ii) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Ms. Chan has confirmed there is no other information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter relating to her appointment that needs to be brought to the attention of the Shareholders or the Stock Exchange.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Yunbo Digital Synergy Group Limited (the “Company”) will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 16 November 2017 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

SPECIAL RESOLUTION

1. “THAT subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Yunbo Digital Synergy Group Limited” to “Quantum Thinking Limited” and the Chinese name “量子思維有限公司” be adopted as the new dual foreign name of the Company in place of its existing Chinese name “雲博產業集團有限公司” (the “Proposed Change of Company Name”), and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of giving effect to the Proposed Change of Company Name and to instruct the Cayman Islands registered office of the Company to attend to any necessary registration and/or filing for and on behalf of the Company.”

ORDINARY RESOLUTION

2. To re-elect Ms. Chan Nga Man as an independent non-executive director of the Company.

By Order of the Board
Yunbo Digital Synergy Group Limited
Lam Chi Man
Director

Hong Kong, 25 October 2017

Notes:

- (a) The register of members of the Company will be closed from Monday, 13 November 2017 to Thursday, 16 November 2017, both days inclusive, during which period no transfer of shares will be registered. In order to attend the EGM, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 10 November 2017.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy 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.
- (c) 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 Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. not later than 2:00 p.m. on Tuesday, 14 November 2017) before the time appointed for holding the EGM or any adjourned meeting (as the case may be).
- (d) Completion and return of the form of proxy shall not preclude members from attending and voting in person at the EGM 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.
- (e) Where there are joint registered holders of any share(s) of the Company, 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 were solely entitled thereto; but if more than one of such joint holders are 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 of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.
- (f) Details of the director of the Company proposed to be re-elected are set out in the Appendix to the Circular.
- (g) A form of proxy for use at the EGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.ybds.com.hk).

As at the date of this notice, the executive directors of the Company are Mr. Ho Yeung, Mr. Lam Chi Man and Mr. Wang Xiaoqi; and the independent non-executive directors of the Company are Ms. Chan Nga Man, Mr. Lam Wing Keung, Mr. Lau Chor Ki and Mr. Tse Yee Hin, Tony.

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