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**GLOBAL STRATEGIC
(HOLDING) GROUP LIMITED**

*(Incorporated in Samoa with
limited liability)*



DIGITALHONGKONG.COM

*(Incorporated in the Cayman
Islands with limited liability)*

(Stock Code: 8007)



**CHAMPION TECHNOLOGY
HOLDINGS LIMITED**

*(Continued in Bermuda with
limited liability)*

(Stock Code: 92)

JOINT ANNOUNCEMENT

(1) AGREEMENT IN RELATION TO THE SALE AND PURCHASE OF SHARES IN DIGITALHONGKONG.COM; (2) MANDATORY UNCONDITIONAL CASH OFFER BY



BRIDGE PARTNERS

**BRIDGE PARTNERS CAPITAL LIMITED
ON BEHALF OF
GLOBAL STRATEGIC (HOLDING) GROUP LIMITED
FOR ALL THE ISSUED SHARES IN
DIGITALHONGKONG.COM
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY
GLOBAL STRATEGIC (HOLDING) GROUP LIMITED
AND PARTIES ACTING IN CONCERT WITH IT);
AND**

(3) RESUMPTION OF TRADING

Financial Adviser to Global Strategic (Holding) Group Limited



BRIDGE PARTNERS

BRIDGE PARTNERS CAPITAL LIMITED

The Agreement

On 2 September 2014, the Purchaser and the Vendor entered into and completed the Agreement, pursuant to which the Purchaser acquired and the Vendor sold the Sale Shares, being an aggregate of 106,050,000 Shares and representing 70.7% of the existing issued share capital of the Company, for a total consideration of HK\$169,680,000, representing HK\$1.60 per Sale Share.

The Agreement constituted a discloseable transaction on the part of the Vendor under the Listing Rules.

Mandatory unconditional cash offer

Prior to the Completion, the Offeror and parties acting in concert with it are not interested in any Shares. Immediately after the Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it are interested in 106,050,000 Shares, representing 70.7% of the issued share capital of the Company. The Offeror is required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code upon the Completion.

Bridge Partners, on behalf of the Offeror will make the Offer on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

For every Offer Share HK\$1.60 in cash

As at the date of this joint announcement, the Company has a total of 150,000,000 Shares in issue. The entire issued share capital of the Company is valued at HK\$240,000,000 and the 43,950,000 Offer Shares are valued at HK\$70,320,000 based on the Offer Price.

The Offer will be financed by the internal resources of the Offeror's holding companies. Bridge Partners, being the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are available to the Offeror for meeting its obligation in case of the full acceptance of the Offer.

MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on GEM after the close of the Offer and will undertake to the Stock Exchange to take appropriate steps as soon as possible following the close of the Offer to ensure that a sufficient public float exists for the Shares. The Company and the Offeror will issue a separate announcement as and when necessary regarding the decision of any such steps if the circumstances warrant.

The Stock Exchange has stated that if, upon closing of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25%, of the Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares.

General

The Offeror and the Board intend that a Composite Document in connection with the Offer setting out, among other things, details of the Offer (accompanied by the acceptance and transfer form) and incorporating the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser on the Offer will be issued and despatched by the Offeror and the Company jointly to the Shareholders in accordance with the Takeovers Code. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document should be posted to the Shareholders within 21 days of the date of this joint announcement or such other date as may be permitted by the Takeovers Code and agreed by the Executive and in compliance with the requirements of the Takeovers Code.

The Company has established the Independent Board Committee comprising all the independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Alec Ho Yat Wan, Ms. Shao Xiang Ming and Mr. Kong Siu Chee, to advise the Independent Shareholders in respect of the Offer. As the two non-executive Directors, Mr. Leo Kan Kin Leung and Mr. Lai Yat Kwong, are also executive directors of the Vendor, they are not independent in relation to the Offer and will not sit in the Independent Board Committee. An Independent Financial Adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Offer. The appointment of the Independent Financial Adviser is subject to the approval of the Independent Board Committee. A further announcement will be made when the Independent Financial Adviser is appointed.

Resumption of trading

At the request of the Vendor and the Company, trading in the shares of the Vendor and Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Tuesday, 2 September 2014 pending the release of this joint announcement. An application has been made by the Vendor and the Company to the Stock Exchange for the resumption of trading in the shares of the Vendor and Shares with effect from 9:00 a.m. on Friday, 5 September 2014.

On 2 September 2014, the Purchaser and the Vendor entered into and completed the Agreement, pursuant to which the Purchaser acquired and the Vendor sold the Sale Shares, being an aggregate of 106,050,000 Shares and representing 70.7% of the existing issued share capital of the Company, for a total consideration of HK\$169,680,000, representing HK\$1.60 per Sale Share. The Agreement constituted a discloseable transaction on the part of the Vendor under the Listing Rules.

THE AGREEMENT

Date 2 September 2014

Parties

Vendor: Champion Technology Holdings Limited, a company continued in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 92).

Purchaser: Global Strategic (Holding) Group Limited, a company incorporated in Samoa with limited liability.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser, its ultimate beneficial owners and parties acting in concert with any of them are third parties independent of the Group and its connected persons.

To the best of the Vendor Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser, its ultimate beneficial owners and parties acting in concert with any of them are third parties independent of the Vendor and its connected persons.

Subject matter

Pursuant to the Agreement, the Purchaser agreed to acquire, and the Vendor agreed to sell, the Sale Shares, being an aggregate of 106,050,000 Shares, representing 70.7% of the existing issued share capital of the Company as at the date of this joint announcement. The Sale Shares were acquired free from encumbrances and together with all rights and benefits attaching or accruing thereto including all dividends and distribution declared, made or paid on or after the date of Completion. Upon the Completion, the Vendor does not hold any Shares and the Company has ceased to be a subsidiary of the Vendor.

The Company is a company incorporated in the Cayman Islands on 27 January 2000. It is principally engaged in the provision of internet and e-commerce enabling solutions, IT consulting and technical services; strategic investments in selected technologies and applications; investment in lifescience and health related projects; promotion and trading of cultural products and related services. For the two years ended 30 June 2014, its net loss both before and after taxation were about HK\$2,662,000 and HK\$2,055,000 respectively. For these two years, the Group did not have any extraordinary items.

The Sale Shares had a book value of about HK\$2,554,000 based on the audited net asset value per Share of approximately HK\$0.02408 as at 30 June 2014.

Consideration

The total consideration for the Sale Shares is HK\$169,680,000 (equivalent to HK\$1.60 per Sale Share) was determined after arm's length negotiations among the parties to the Agreement and paid by the Offeror in full in cash at Completion.

The Vendor Directors consider that the terms of Agreement are fair and reasonable and in the interests of the shareholders of the Vendor as a whole.

For the Vendor, there is a gain of about HK\$167,126,000 over book value arising on the disposal of the Sale Shares.

Completion

Completion took place on 2 September 2014 immediately after the signing of the Agreement.

Use of proceeds

The proceeds of the Sale Shares will be used by the Vendor as additional working capital.

REASONS FOR THE DISPOSAL OF THE SALE SHARES

The Vendor disposed of the Sale Shares to realise its gain on investment in the Company.

INFORMATION OF THE VENDOR

The Vendor Group is principally engaged in sales of systems and licensing, including sales of systems products, software licensing and customisation, provision of services, leasing of systems products and provision of e-lottery services. It also holds strategic investments in advanced technology product development companies and e-commerce projects.

MANDATORY UNCONDITIONAL CASH OFFER

Prior to the Completion, the Offeror and parties acting in concert with it are not interested in any Shares. Immediately after the Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it are interested in 106,050,000 Shares, representing 70.7% of the issued share capital of the Company. The Offeror is required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code.

As at the date of this joint announcement, the Company had 150,000,000 Shares in issue. Accordingly, there are 43,950,000 Shares subject to the Offer, representing 29.3% of the existing issued share capital of the Company. The Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

Principle terms of the Offer

Bridge Partners, on behalf of the Offeror will make the Offer on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

For every Offer Share HK\$1.60 in cash

The Offer Price of HK\$1.60 per Offer Share under the Offer is the same as the purchase price per Sale Share under the Agreement.

Comparison of value

The Offer Price of HK\$1.60 per Offer Share represents:

- (i) a premium of approximately 14.29% over the closing price of HK\$1.40 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 25.98% over the average closing price of HK\$1.27 per Share as quoted on the Stock Exchange for five consecutive trading days up to and including the Last Trading Day of HK\$1.40 per Share;
- (iii) a premium of approximately 37.93% over the average closing price of HK\$1.16 per Share as quoted on the Stock Exchange for ten consecutive trading days up to and including the Last Trading Day of HK\$1.40 per Share;
- (iv) a premium of approximately 6,544.52% over the audited net asset value of the Group of approximately HK\$0.02408 per Share as at 30 June 2014, based on a total of 150,000,000 Shares in issue as at the date of this joint announcement and the audited net asset value of the Group of approximately HK\$3,612,000 as at 30 June 2014.

Highest and lowest Share prices

During the six-month period immediately preceding the date of this joint announcement, the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.96 per Share on 11 August 2014 and the highest closing price of the Shares as quoted on the Stock Exchange was HK\$1.51 per Share on 18 March 2014.

Value of the Offer

On the basis of the Offer Price of HK\$1.60 per Offer Share and 150,000,000 Shares in issue as at the date of this joint announcement, the entire issued share capital of the Company is valued at HK\$240,000,000 and the 43,950,000 Offer Shares are valued at HK\$70,320,000 based on the Offer Price.

Financial resources available to the Offeror

The Offer will be financed by the internal resources of the Offeror's holding companies. Bridge Partners, being the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are available to the Offeror for meeting its obligation in case of full acceptance of the Offer.

Payment

Payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event within seven business days (as defined under the Takeovers Code) following the date on which the relevant documents of title are received by the Offeror to render each such acceptance complete and valid.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

Taxation advice

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Company, Bridge Partners and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Overseas Shareholders

The making of the Offer to a person with a registered address in a jurisdiction outside Hong Kong may be affected by the applicable laws of the relevant jurisdiction. Shareholders with registered addresses in jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal requirements in their own jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such Shareholders in respect of such jurisdictions).

Stamp duty

In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by the relevant Independent Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, and will be deducted from the cash amount payable by the Offeror to the relevant Independent Shareholders accepting the Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

Other arrangements

The Offeror confirms that, save as disclosed in this joint announcement, as at the date hereof,

- (i) none of the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them owns or has control or direction over any voting rights or rights over the Shares or convertible securities, options, warrants or derivatives of the Company;
- (ii) there is no outstanding derivatives in respect of the securities in the Company which has been entered into by the Offeror, its ultimate beneficial owners and/or any person acting in concert with any of them;
- (iii) there is no other arrangement (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offer;

- (iv) there is no agreement or arrangement to which the Offeror is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;
- (v) none of the Offeror, its ultimate beneficial owners and parties acting in concert with any of them has received any irrevocable commitment to accept the Offer; and
- (vi) none of the Offeror, its ultimate beneficial owners and parties acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

Dealing and interests in the Company's securities

Save for the Agreement, none of the Offeror, its ultimate beneficial owners nor parties acting in concert with any of them has dealt in the Shares, derivatives, warrants or other securities convertible into Shares during the six-month period prior to and including the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table set out the shareholding structure of the Company (i) immediately before the Completion and (ii) immediately following the Completion and as at the date of this joint announcement:

	Immediately before the Completion		Immediately following the Completion and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>% of issued Shares (approximately)</i>	<i>Number of Shares</i>	<i>% of issued Shares (approximately)</i>
The Vendor Lawnside International Limited (Note)	106,050,000 5,670,520	70.7% 3.8%	- 5,670,520	- 3.8%
The Offeror and parties acting in concert with it	-	-	106,050,000	70.7%
Public	38,279,480	25.5%	38,279,480	25.5%
Total	150,000,000	100.0%	150,000,000	100.0%

Note: Lawnside International Limited is beneficially wholly-owned by Professor Paul Kan Man Lok, the chairman of the Company and an executive Director.

Professor Paul Kan Man Lok has not yet decided whether to accept or reject the Offer and relevant information on his intention to accept or reject the Offer will be disclosed in the Composite Document pursuant to the Takeovers Code.

INFORMATION OF THE OFFEROR

The Offeror is an investment holding company incorporated in Samoa with limited liability on 27 August 2014. The directors of the Offeror are Mr. Wei Yue Tong, Mr. Zheng Zhu Ping and Mr. Weng Lin Lei. As at the date of this joint announcement, save for entering into and completion of the Agreement, the Offeror was not engaged in any business activities. As at the date of this joint announcement, the Offeror is beneficially wholly-owned by Global Strategic Fund Holdings Limited (“**GSF**”), which is an investment holding company incorporated in Hong Kong with limited liability. GSF is beneficially owned as to 51% by Liang Tan Yi Xing International Foundation Company Limited (“**Liang Tan Yi Xing Foundation**”) and 49% by Hotex Holdings Limited (“**Hotex**”). Liang Tan Yi Xing Foundation is an investment holding company incorporated in Hong Kong with limited liability, which is beneficially owned as to 90% by Mr. Wei Yue Tong and 10% by Mr. Zheng Zhu Ping. Hotex is a company incorporated in Hong Kong with limited liability, which is beneficially wholly-owned by Mr. Weng Lin Lei. Hotex is principally engaged in trading of commodities.

OFFEROR’S INTENTION ON THE COMPANY

The Offeror intends to continue the principal business of the Group, which comprises of the provision of internet and e-commerce enabling solutions, IT consulting and technical services; strategic investments in selected technologies and applications; investment in lifescience and health related projects; promotion and trading of cultural products and related services.

The Offeror will, following the completion of the Offer, conduct a detailed review of the business operations and financial position of the Group for the purpose of developing a sustainable business plan or strategy for the Group. Subject to the result of the review and should suitable investment or business opportunities arise, the Offeror may diversify the business of the Group with the objective of broadening its sources of income. However, as of the date of this joint announcement, no such investment or business opportunities had been identified nor had the Offeror entered into any agreement, arrangements, understandings or negotiation in relation to the injection of any assets or business into the Group. The Offeror has not entered into any agreement, arrangements, understandings or negotiations in relation to the continued employment of the employees, disposal and/or redeployment of the assets (including fixed assets) of the Group, or termination or scaling down of any of the Group’s business other than in the ordinary course of business.

MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on GEM after the close of the Offer and will undertake to the Stock Exchange to take appropriate steps as soon as possible following the close of the Offer to ensure that a sufficient public float exists for the Shares. The Company and the Offeror will issue a separate announcement as and when necessary regarding the decision of any such steps if the circumstances warrant.

The Stock Exchange has stated that if, upon closing of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25%, of the Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in

the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares.

PROPOSED CHANGE OF BOARD COMPOSITION

The Board is currently made up of seven Directors, comprising two executive Directors, namely Professor Paul Kan Man Lok and Ms. Shirley Ha Suk Ling, two non-executive Directors, namely Mr. Leo Kan Kin Leung and Mr. Lai Yat Kwong, and three independent non-executive Directors, namely Mr. Alec Ho Yat Wan, Ms. Shao Xiang Ming and Mr. Kong Siu Chee. The Company has appointed Mr. Zheng Jian Peng (“**Mr. Zheng**”) and Mr. Fan Wei Guo (“**Mr. Fan**”) as executive Directors with effect from the earliest time permitted under the Takeovers Code. The Offeror may nominate additional Directors to the Board, but such persons have not been determined as at the date of this joint announcement. All current Directors have tendered their resignation to the Board on the Completion to take effect on the earliest time permitted under the Takeovers Code. Any changes to the Board will be made in compliance with the Takeovers Code and the GEM Listing Rules and a further announcement will be made accordingly.

Further details of Mr. Zheng and Mr. Fan are set out below:

Mr. Zheng

Mr. Zheng, aged 31, holds a Bachelor Degree of Business Administration in accounting from The Open University of Hong Kong and a Master Degree of Laws from The Chinese University of Hong Kong. He is an associate member of The Hong Kong Institute of Certified Public Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. Mr. Zheng has been an executive director and the chief executive officer of a PRC based property developing company since 1 April 2012. Prior to that, Mr. Zheng had been the financial controller of China Fortune Investments (Holding) Limited (Stock Code: 8116, formerly known as China Public Healthcare (Holding) Limited), a company listed on GEM, for the period from 1 March 2010 to 31 March 2012. In a previous career, Mr. Zheng worked in various international accountants firms for several years. He is currently an executive director of Sing Pao Media Enterprises Limited (Stock Code: 8010), a company listed on GEM. Mr. Zheng is the son of Mr. Zheng Zhu Ping.

Mr. Fan

Mr. Fan, aged 50, has extensive experience in investment management and resources management. He was an executive director of North Mining Shares Company Limited (Stock Code: 433), a company listed on the Main Board of the Stock Exchange, until his resignation on 1 March 2013.

DEALING DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the respective associates (as defined under the Takeovers Code and including a person who owns or controls 5% or more of any class of relevant securities) of the Company and the Offeror (within the meaning of the Takeovers Code) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

GENERAL

The Offeror and the Board intend that a Composite Document in connection with the Offer setting out, among other things, details of the Offer (accompanied by the acceptance and transfer form) and incorporating the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser on the Offer will be issued and despatched by the Offeror and the Company jointly to the Shareholders in accordance with the Takeovers Code. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document should be posted to the Shareholders within 21 days of the date of this joint announcement or such other date as may be permitted by the Takeovers Code and agreed by the Executive and in compliance with the requirements of the Takeovers Code.

The Company has established the Independent Board Committee comprising all the independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Alec Ho Yat Wan, Ms. Shao Xiang Ming and Mr. Kong Siu Chee, to advise the Independent Shareholders in respect of the Offer. As the two non-executive Directors, Mr. Leo Kan Kin Leung and Mr. Lai Yat Kwong, are also executive directors of the Vendor, they are not independent in relation to the Offer and will not sit in the Independent Board Committee.

An independent financial adviser of the Company will be appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Offer. The appointment of the independent financial adviser is subject to the approval of the Independent Board Committee. A further announcement will be made when the Independent Financial Adviser is appointed.

RESUMPTION OF TRADING

At the request of the Vendor and the Company, trading in shares of the Vendor and Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Tuesday, 2 September 2014 pending the release of this joint announcement. An application has been made by the Vendor and the Company to the Stock Exchange for the resumption of trading in shares of the Vendor and Shares with effect from 9:00 a.m. on Friday, 5 September 2014.

DEFINITION

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Agreement”	the sale and purchase agreement dated 2 September 2014 and entered into between the Purchaser and the Vendor in relation to the sale and purchase of 106,050,000 Shares
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Bridge Partners”	Bridge Partners Capital Limited, a corporation licensed under the SFO to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities
“Company”	DIGITALHONGKONG.COM, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM of the Stock Exchange (Stock Code: 8007)
“Completion”	completion of the Agreement

“Composite Document”	the document proposed to be jointly issued by or on behalf of the Offeror and the Company to all Independent Shareholders in accordance with the Takeovers Code in respect of the Offer containing, among other things, the details of the Offer, the form of acceptance and transfer of the Shares, the respective letters of advice from the Independent Financial Adviser and the Independent Board Committee in respect of the Offer
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegates of the executive director
“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
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company comprising all the independent non-executive Directors formed to advise the Independent Shareholders on the Offer
“Independent Financial Adviser”	the independent financial adviser to be appointed by the Board and approved by Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in relation to the Offer
“Independent Shareholders”	Shareholders other than the Offeror and parties acting in concert with it as regards the Offer
“Last Trading Day”	1 September 2014, being the last trading day of the Shares immediately prior to its suspension in trading on the Stock Exchange on 2 September 2014 pending the release of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC

“Offer”	the mandatory unconditional cash offer to be made by Bridge Partners on behalf of the Offeror for all the Shares other than those already owned by or agreed to be acquired by the Offeror and the parties acting in concert with it in accordance with the Takeovers Code
“Offer Price”	the price at which the Offer will be made, i.e. at HK\$1.60 per Offer Share
“Offer Share(s)”	Share(s) in respect of which the Offer is made, being Share(s) not already owned or agreed to be acquired by the Offeror and the parties acting in concert with it
“Offeror” or “Purchaser”	Global Strategic (Holding) Group Limited, a company incorporated in Samoa with limited liability
“PRC”	The People’s Republic of China which, for the purpose of this joint announcement, shall exclude Hong Kong, Macau and Taiwan
“Sale Shares”	an aggregate of 106,050,000 Shares acquired by the Purchaser from the Vendor pursuant to the terms and conditions of the Agreement
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vendor”	Champion Technology Holdings Limited, a company continued in Bermuda with limited liability and the issued Shares of which are listed on Main Board of the Stock Exchange (Stock Code: 92)
“Vendor Director(s)”	the director(s) of the Vendor
“Vendor Group”	the Vendor and its subsidiaries

“HK\$” Hong Kong dollar(s), the lawful currency of Hong Kong

“%” per cent.

By Order of
the board of directors of
**Global Strategic (Holding)
Group Limited**
WEI Yue Tong
Director

By Order of
the Board
DIGITALHONGKONG.COM
Shirley HA Suk Ling
Director

By Order of
the board of directors of
**Champion Technology
Holdings Limited**
Professor Paul KAN Man Lok
Chairman

Hong Kong, 4 September 2014

As at the date of this joint announcement, the executive directors of the Vendor are Prof. Paul Kan Man Lok, Mr. Leo Kan Kin Leung and Mr. Lai Yat Kwong; the non-executive director is Ms. Shirley Ha Suk Ling; and the independent non-executive directors are Mr. Terry John Miller, Mr. Frank Bleackley and Mr. Lee Chi Wah.

As at the date of this joint announcement, the executive Directors are Prof. Paul Kan Man Lok and Ms. Shirley Ha Suk Ling; the non-executive Directors are Mr. Leo Kan Kin Leung and Mr. Lai Yat Kwong; and the independent non-executive Directors are Mr. Alec Ho Yat Wan, Ms. Shao Xiang Ming and Mr. Kong Siu Chee.

All the Vendor Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint 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 joint 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 joint announcement misleading.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Vendor and the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the information relating to the Vendor and the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

This joint announcement will remain on the GEM website at “www.hkgem.com” on the “Latest Company Announcements” page for 7 days from the day of its posting.