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**DVN (HOLDINGS) LIMITED**  
**天地數碼(控股)有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 00500)**

**DISCLOSEABLE TRANSACTION**  
**LOAN TO A JOINTLY CONTROLLED ENTITY**

On 23 May 2013, Guangdong SinoFocus has entered into the Loan Facility Agreement with Midas and GroupM (Shanghai), pursuant to which each of Guangdong SinoFocus and GroupM (Shanghai) agrees to extend a loan facility of up to RMB30 million (equivalent to HK\$37.5 million) to Midas.

The loan facility granted by Guangdong SinoFocus constitutes a discloseable transaction for the Company under the Listing Rules.

**THE LOAN FACILITY AGREEMENT**

The principal terms of the Loan Facility Agreement are set out below:

**Date:**

23 May 2013

**Parties:**

Borrower: Midas

Lenders: Guangdong SinoFocus and GroupM (Shanghai)

Save for GroupM (Shanghai) is a fellow subsidiary of WPP, a joint venture shareholder of Midas, to the best knowledge, information and belief of the Directors, GroupM (Shanghai) and its beneficial owners are third parties independent of the Company and its connected persons.

**Loan Facility:**

Up to RMB30 million (equivalent to HK\$37.5 million) from each of Guangdong SinoFocus and GroupM (Shanghai). If for any reason Midas cannot repay any amount of the loan due to Guangdong SinoFocus or GroupM (Shanghai) under the loan facility, the corresponding loss suffered by Guangdong SinoFocus or GroupM (Shanghai) shall be shared equally by each of them.

\* For identification purpose only

**Interest:**

4.48% per annum, calculated on the actual amount of the loan facility utilised, payable at any repayment of the principal amount.

The interest rate is determined by the parties to the Loan Facility Agreement after arm's length negotiation and by reference to the market interest rate.

**Terms:**

Midas can drawdown and utilise the loan facility under the Loan Facility Agreement until 30 September 2013 and shall repay any outstanding amount to the respective parties on such date.

**REASONS FOR THE LOAN FACILITY AGREEMENT**

Midas is a jointly controlled entity owned as to 50% indirectly by the Company, and 50% by WPP. It has a registered and paid-up capital of RMB10 million (equivalent to HK\$12.5 million) and is engaged in the advertising agency and brand consulting business in the People's Republic of China.

Midas is expanding its advertising agency business and needs additional working capital to maintain its daily operation and to secure additional advertising resources. The loan facility provides Midas with more flexibility to strengthen its financial position when in need. The Company will use its internal financial resources to fulfill the obligation of Guangdong SinoFocus under the Loan Facility Agreement. The Directors consider that the terms of the Loan Facility Agreement are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

**LISTING RULES IMPLICATIONS**

The loan facility granted by Guangdong SinoFocus constitutes a discloseable transaction for the Company under the Listing Rules.

**DEFINITIONS**

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

“Company”	DVN (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited
“connected persons”	has the meaning as ascribed to it in the Listing Rules
“Directors”	directors of the Company
“GroupM (Shanghai)”	GroupM (Shanghai) Advertising Co., Ltd., a fellow subsidiary of WPP
“Guangdong SinoFocus”	Guangdong SinoFocus Media Limited, a wholly-owned subsidiary of Sinofocus

“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Loan Facility Agreement”	the agreement in relation to the provision of the loan facility entered into by Guangdong SinoFocus, GroupM (Shanghai) and Midas on 23 May 2013
“Midas”	Midas Media Limited, a 50% indirectly owned jointly controlled entity of the Company established between Sinofocus and WPP
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Sinofocus”	Sinofocus Media Limited, an indirect wholly-owned subsidiary of the Company
“WPP”	WPP Marketing Communications (Hong Kong) Limited, the joint venture shareholder of Midas

By order of the Board  
**DVN (Holdings) Limited**  
**Chan Kam Kwan, Jason**  
*Company Secretary*

Hong Kong, 23 May 2013

*The exchange rate used to convert RMB into HK\$ in this announcement is RMB1.00=HK\$1.25.*

*As at the date of this announcement, the executive Directors are Mr Ko Chun Shun, Johnson (Chairman), Mr Luo Ning, Mr Jin Wei, Mr Xu Qiang (Chief Operating Officer) and Mr Hu Qinggang (Acting Chief Executive Officer and Chief Financial Officer); and the independent non-executive Directors are Mr Chu Hon Pong, Mr Liu Tsun Kie and Mr Yap Fat Suan, Henry.*