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**IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
MISCELLANEOUS PROCEEDINGS NO. 541 OF 2015**

**IN THE MATTER  
OF  
ECONTEXT ASIA LIMITED  
環亞智富有限公司**

**AND**

**IN THE MATTER  
OF  
THE COMPANIES ORDINANCE,  
CHAPTER 622 OF THE LAWS OF  
THE HONG KONG SPECIAL ADMINISTRATIVE REGION**

**SCHEME OF ARRANGEMENT**

**Under Section 673 of the Companies Ordinance**

**Chapter 622 of the Laws of Hong Kong Special Administrative Region**

**NOTICE OF COURT MEETING**

NOTICE IS HEREBY GIVEN that, by an order dated 24 March 2015 (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed a meeting (the “**Meeting**”) to be convened of the Scheme Shareholders (as defined in the scheme of arrangement hereinafter mentioned) for the purposes of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between econtext Asia Limited (the “**Company**”) and the registered holders of the Scheme Shares (as defined in the Scheme), and that the Meeting will be held at Gloucester

Room II, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 23 April 2015 at 10:00 a.m. at which place and time all Scheme Shareholders (as defined in the Scheme) are requested to attend.

A copy of the Scheme and a copy of an explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme, required to be furnished pursuant to Section 671 of the above mentioned Ordinance, are incorporated in the composite document of which this Notice forms part.

In compliance with the Takeovers Code (as defined in the Scheme), Shares (as defined in the Scheme) held by parties acting in concert (as defined in the Scheme) with the Offeror (as defined in the Scheme) may not be voted at the Meeting and, hence, only Shares held by Independent Shareholders (as defined in the Scheme) are eligible for voting thereat.

The above-mentioned Independent Shareholders may vote in person at the Meeting or they may appoint one or more persons, whether a member of the Company or not, as their proxy or proxies to attend and vote in their stead. A pink form of proxy for use at the Meeting is enclosed with the composite document of which this Notice forms part. If more than one proxy is appointed, the number of Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.

In the case of joint holders of a share of the Company, the vote of the most senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the share.

It is requested that forms appointing proxies, together with the letter or power of attorney under which it is signed (if any) or a notarially certified copy thereof (in the case of a corporation either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company) if any, be lodged with the Company’s share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the appointed time for the holding of the Meeting or any adjournment thereof. Forms of proxy may also be handed to the chairman of the Meeting at the Meeting if not so lodged. A vote cast by proxy shall not be invalidated by the revocation of the appointment of the proxy or of the authority under which the appointment was made unless notice in writing of such revocation shall have been received by the Company’s share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, before the commencement of the Meeting or any adjournment thereof, or by the company secretary of the Company or the chairman of the Meeting on the day and at the place, but before the commencement, of the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a Scheme Shareholder from attending the Meeting or any adjournment thereof and voting in person if he/she so wishes. In the event that a Scheme Shareholder attends and votes at the Meeting or any adjournment thereof after having lodged his/her form of proxy, his/her form of proxy will be revoked by operation of law.

For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 16 April 2015 to Thursday, 23 April 2015, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Meeting, all transfers accompanied by the relevant share certificate(s) must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 15 April 2015.

By the Order, the High Court has appointed Mr. Takashi Okita, or, failing him, Mr. Tomohiro Yamaguchi, or, failing him, Mr. Toshio Kinoshita or any other available director of the Company to act as chairman of the Meeting and has directed the chairman of the Meeting to report the outcome thereof to the High Court.

The Scheme will be subject to the subsequent approval of the High Court as set out in the Explanatory Statement contained in the composite document of which this Notice forms part.

Dated the 2nd day of April 2015.

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*As at the date of this notice, the Board comprises Kaoru Hayashi (Chairman), Takashi Okita, Tomohiro Yamaguchi and Keizo Odori as executive directors; Joi Okada and Adam David Lindemann as non-executive directors; and Toshio Kinoshita, Takao Nakamura and Toshiyuki Fushimi as independent non-executive directors.*