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econtext Asia Limited
環亞智富有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 1390)

NOTICE IS HEREBY GIVEN that a general meeting (the “**Meeting**”) of econtext Asia Limited (the “**Company**”) will be held at Gloucester Room II, 3rd Floor, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 23 April 2015 at 10:30 a.m. (or so soon thereafter as the Court Meeting (as defined in the scheme of arrangement hereinafter mentioned) convened for the same day and place shall have concluded or adjourned), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as a special resolution:

SPECIAL RESOLUTION

“**THAT:**

- (A) the proposed scheme of arrangement (the “**Scheme**”) between the Company and registered holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved by the High Court of the Hong Kong Special Administrative Region (the “**High Court**”), be and is hereby approved;
- (B) for the purposes of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
- (i) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares;
 - (ii) subject to and forthwith upon the said reduction of capital taking effect, the share capital of the Company shall be increased to its former amount by the creation of such number of New Shares (as defined in the Scheme) as is equal to the number of Scheme Shares cancelled; and

- (iii) the Company shall apply the credit arising in its books of account as a result of the said reduction of capital in paying up in full such number of New Shares (as defined in the Scheme) as is equal to the number of Scheme Shares cancelled and those New Shares shall be allotted and issued, credited as fully paid, to Digital Garage, Inc.;
- (C) the directors of the Company be and are hereby authorised to make application to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the withdrawal of the listing of the Company’s shares on the Stock Exchange, subject to the Scheme taking effect; and
- (D) the directors of the Company be and are hereby unconditionally authorised to allot and issue the shares referred to in paragraph (B)(iii) above and to do all other acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of capital, including (without limitation) the giving, on behalf of the Company, of consent to any modifications of, or additions to, the Scheme, which the High Court may see fit to impose and to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the Proposal (as defined in the document of which the notice of this resolution forms part) as a whole.”

By order of the Board
econtext Asia Limited
Takashi Okita
Executive Director and Chief Executive Officer

Hong Kong, 2 April 2015

Notes:

- (i) At the Meeting, the chairman of the Meeting will put the above resolution to be voted by way of poll under Article 61 of the articles of association of the Company.
- (ii) A white form of proxy for use at the Meeting is enclosed with the composite document.
- (iii) A member entitled to attend and vote at the Meeting is entitled to appoint one or more persons, whether a member of the Company or not, as his/her proxy or proxies to attend and vote instead of him/her. 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.
- (iv) In order to be valid, the white form of proxy, 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, 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 48 hours before the appointed time for the holding of the Meeting or any adjournment thereof. 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 white form of proxy will not preclude a member from attending the Meeting or any adjournment thereof and voting in person if he/she so wishes. In the event that a member 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.

- (v) In the case of joint holders of a Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.
- (vi) 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.
- (vii) If a tropical cyclone warning signal No.8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the respective websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify members of the date, time and venue of the rescheduled meeting.

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.