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Digital Garage, Inc.
(incorporated under the laws of Japan)



econtext Asia Limited
環亞智富有限公司
(incorporated in Hong Kong with limited liability)
(Stock Code: 1390)

JOINT ANNOUNCEMENT

PROPOSAL TO PRIVATISE
ECONTEXT ASIA LIMITED

BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 673 OF THE COMPANIES ORDINANCE

RESULTS OF THE COURT MEETING AND
THE GENERAL MEETING

PROPOSED WITHDRAWAL OF THE LISTING OF
ECONTEXT ASIA LIMITED

CLOSURE OF REGISTER OF MEMBERS OF
ECONTEXT ASIA LIMITED

RESUMPTION OF TRADING IN SHARES OF
ECONTEXT ASIA LIMITED

Financial Adviser to Digital Garage, Inc.

NOMURA

Nomura International (Hong Kong) Limited

Financial Adviser to econtext Asia Limited

Daiwa
Capital Markets

Daiwa Capital Markets Hong Kong Limited

Independent Financial Adviser
to the Independent Board Committee
of econtext Asia Limited

OPTIMA
CAPITAL

Optima Capital Limited

RESULTS OF THE COURT MEETING AND THE GENERAL MEETING

The Scheme of Arrangement was approved by the Scheme Shareholders at the Court Meeting and the special resolution proposed at the General Meeting was also duly passed by the Shareholders.

CURRENT STATUS OF THE CONDITIONS OF THE PROPOSAL

As at the date of this announcement, the Scheme of Arrangement remains subject to the satisfaction or waiver, as applicable, of conditions (c) to (k) as set out in the section entitled “Conditions of the Proposal and the Scheme of Arrangement” in the explanatory statement appearing on pages 57 to 58 of the Scheme Document.

Assuming that all of these conditions are fulfilled or waived, as applicable, it is expected that the Scheme of Arrangement will become effective on Wednesday, 3 June 2015.

PROPOSED WITHDRAWAL OF THE LISTING OF THE SHARES

Subject to the Scheme of Arrangement becoming effective, the listing of the Shares on the Hong Kong Stock Exchange is expected to be withdrawn at 9:00 a.m. on Thursday, 4 June 2015. The Company has applied to the Hong Kong Stock Exchange for the withdrawal of the listing of the Shares from the Hong Kong Stock Exchange in accordance with Rule 6.15 of the Listing Rules, subject to the Scheme of Arrangement being duly approved by the High Court and all other conditions having been fulfilled or waived, as applicable.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Scheme Shareholders who are qualified for entitlements under the Scheme of Arrangement, the register of members of the Company will be closed from Saturday, 30 May 2015 onwards. During such period, no transfers of the Shares will be effected. In order to qualify for entitlements under the Scheme of Arrangement, all transfers accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong before 4:30 p.m. on Friday, 29 May 2015.

RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Hong Kong Stock Exchange was halted from 9:00 a.m. on Thursday, 23 April 2015 pending the release of this announcement. An application has been made to the Hong Kong Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on Friday, 24 April 2015.

The Shareholders and/or potential investors should be aware that the implementation of the Proposal is subject to the conditions set out in the Scheme Document being fulfilled or waived, as applicable, and thus the Proposal may or may not become effective. Accordingly, they are advised to exercise caution when dealing in the Shares.

INTRODUCTION

Reference is made to the scheme document (the “**Scheme Document**”) issued jointly by Digital Garage, Inc. (the “**Offeror**”) and econtext Asia Limited (the “**Company**”) on 2 April 2015 in relation to the proposal to privatise the Company by way of a scheme of arrangement under section 673 of the Companies Ordinance. Reference is also made to the notices convening the Court Meeting and the General Meeting, which are contained in the Scheme Document. Unless otherwise defined or the context otherwise requires, capitalised terms referred to herein shall have the meanings given to them in the Scheme Document.

RESULTS OF THE COURT MEETING AND THE GENERAL MEETING

The Court Meeting and the General Meeting were held on Thursday, 23 April 2015 at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong.

Tricor Investor Services Limited, the share registrar of the Company, acted as the scrutineer for the vote-taking at the Court Meeting and the General Meeting.

(i) Results of the Court Meeting

The poll result in respect of the resolution to approve the Scheme of Arrangement proposed at the Court Meeting was as follows:

	Number of votes cast	
	FOR	AGAINST
To approve the Scheme of Arrangement	143,893,002 (approximately 97.73% of total number of votes cast)	3,340,040 (approximately 2.27% of total number of votes cast and approximately 1.56% of votes attaching to all of the Scheme Shares held by the Independent Shareholders)

As at the date of the Court Meeting: (1) the total number of Shares in issue was 518,750,000 Shares; (2) the total number of Scheme Shares was 215,275,002 Shares, representing approximately 41.5% of the issued Shares; and (3) the total number of Shares entitled to be voted at the Court Meeting in respect of the Scheme of Arrangement was 214,275,002 Shares, representing approximately 41.3% of the issued Shares.

As at the date of the Court Meeting, the Offeror beneficially owned 303,474,998 Shares, representing approximately 58.5% of the issued Shares. The Shares beneficially owned by the Offeror do not form part of the Scheme Shares and, as such, were not voted at the Court Meeting.

As at the date of the Court Meeting, Mr. Kaoru Hayashi, chairman and an executive Director of the Company, was interested in 1,000,000 Shares, representing approximately 0.2% of the issued Shares. As Mr. Kaoru Hayashi was presumed under the Takeovers Code to be acting in concert with the Offeror, he was not entitled to vote at the Court Meeting pursuant to the Takeovers Code. In addition, Mr. Kaoru Hayashi had irrevocably undertaken to the Offeror to abstain, and did abstain, from voting at the Court Meeting. The Shares held by Mr. Kaoru Hayashi form part of the Scheme Shares.

There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the Scheme of Arrangement pursuant to Rule 13.40 of the Listing Rules. Save as disclosed above, no Shareholders were required under the Listing Rules to abstain from voting in respect of the Scheme of Arrangement at the Court Meeting nor did any person (other than Mr. Kaoru Hayashi) state any intention in the Scheme Document to vote against or to abstain from voting in respect of the Scheme of Arrangement at the Court Meeting.

The Scheme of Arrangement was approved (by way of poll) in compliance with sections 673 and 674(2) of the Companies Ordinance by at least 75% of the votes attaching to the Scheme Shares held by Scheme Shareholders cast, in person or by proxy, at the Court Meeting, with the number of votes cast (by way of poll) against the Scheme of Arrangement at the Court Meeting not exceeding 10% of the votes attaching to all Disinterested Shares. Further, the Scheme of Arrangement was approved (by way of poll) in compliance with Rule 2.10 of the Takeovers Code by at least 75% of the votes attaching to the Scheme Shares held by the Independent Shareholders cast either in person or by proxy at the Court Meeting, with the votes cast (by way of poll) against the Scheme of Arrangement at the Court Meeting not exceeding 10% of the votes attaching to all of the Scheme Shares held by such Independent Shareholders. Accordingly, the Scheme of Arrangement was duly approved at the Court Meeting.

(ii) Results of the General Meeting

The poll result in respect of the special resolution proposed at the General Meeting held immediately after the conclusion of the Court Meeting was as follows:

	Number of votes cast (approximate % of votes cast)	
	FOR	AGAINST
To approve the Scheme and the related reduction of the share capital of the Company and the issue and allotment of the New Shares	448,374,000 (99.18%)	3,720,040 (0.82%)

At the date of the General Meeting, the total number of Shares in issue was 518,750,000 and all Shareholders were entitled to vote for or against the special resolution to approve and give effect to the Scheme of Arrangement (including the approval of the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares and the issue to the Offeror of such number of New Shares as is equal to the number of the Scheme Shares cancelled) at the General Meeting.

There were no Shares entitling the holders thereof to attend and abstain from voting in favour of the special resolution at the General Meeting pursuant to Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting on the special resolution at the General Meeting nor did any person state any intention in the Scheme Document to vote against or to abstain from voting on the special resolution at the General Meeting.

The special resolution was approved (by way of poll) by a majority of not less than 75% of the votes cast by the Shareholders present and voting in person or by proxy at the General Meeting. Accordingly, the special resolution was duly passed.

CURRENT STATUS OF THE CONDITIONS OF THE PROPOSAL

As at the date of this announcement, the Scheme of Arrangement remains subject to the satisfaction or waiver, as applicable, of conditions (c) to (k) as set out in the section entitled “Conditions of the Proposal and the Scheme of Arrangement” in the explanatory statement appearing on pages 57 to 58 of the Scheme Document.

All of the conditions will have to be fulfilled or waived, as applicable, on or before Tuesday, 18 August 2015 (or such later date as the Offeror and the Company may agree or (to the extent applicable) as the High Court may direct and as may be permitted under the Takeovers Code), otherwise, and subject to the requirements of the Takeovers Code, the Scheme of Arrangement will lapse. Assuming that all of these conditions are fulfilled or, as applicable, waived, it is expected that the Scheme of Arrangement will become effective on Wednesday, 3 June 2015.

PROPOSED WITHDRAWAL OF THE LISTING OF THE SHARES

Subject to the Scheme of Arrangement becoming effective, the listing of the Shares on the Hong Kong Stock Exchange is expected to be withdrawn at 9:00 a.m. on Thursday, 4 June 2015. The Company has applied to the Hong Kong Stock Exchange for the withdrawal of the listing of the Shares from the Hong Kong Stock Exchange in accordance with Rule 6.15 of the Listing Rules, subject to the Scheme of Arrangement being duly approved by the High Court and all other conditions having been fulfilled or waived, as applicable.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Scheme Shareholders who are qualified for entitlements under the Scheme of Arrangement, the register of members of the Company will be closed from Saturday, 30 May 2015 onwards. During such period, no transfers of the Shares will be effected. In order to qualify for entitlements under the Scheme of Arrangement, all transfers accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong before 4:30 p.m. on Friday, 29 May 2015.

RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Hong Kong Stock Exchange was halted from 9:00 a.m. on Thursday, 23 April 2015 pending the release of this announcement. An application has been made to the Hong Kong Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on Friday, 24 April 2015.

WARNING

The Shareholders and/or potential investors should be aware that the implementation of the Proposal is subject to the conditions set out in the Scheme Document being fulfilled or waived, as applicable, and thus the Proposal may or may not become effective. Accordingly, they are advised to exercise caution when dealing in the Shares.

By Order of the board of directors of

Digital Garage, Inc.

Mr. Yasuyuki Rokuyata

Director and Chief Operations Officer

By Order of the Board

econtext Asia Limited

Mr. Takashi Okita

Executive Director and Chief Executive Officer

Hong Kong, 23 April 2015

As at the date of this announcement, the board of directors of the Offeror comprises Mr. Kaoru Hayashi, as representative director; Mr. Yasuyuki Rokuyata, Mr. Naohiko Iwai, Mr. Makoto Soda, Mr. Keizo Odori, Mr. Masashi Tanaka and Mr. Joi Okada as directors; and Mr. Joichi Ito, Mr. Kenji Fujiwara and Mr. Emi Omura as outside directors.

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

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Company, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement by the Company, have been arrived at after due and careful consideration and there are no facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.