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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

SANCTION OF THE SCHEME OF ARRANGEMENT BY THE HIGH COURT

AND

PROPOSED WITHDRAWAL OF THE LISTING OF THE 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

The High Court hearing of the petition for the sanction of the Scheme of Arrangement and the confirmation of the capital reduction of the Company was held on Tuesday, 2 June 2015. The Scheme of Arrangement was sanctioned without modification and the reduction of share capital of the Company involved in the Scheme of Arrangement was confirmed by the High Court at this hearing.

An office copy of the order of the High Court made on Tuesday, 2 June 2015 sanctioning the Scheme of Arrangement and confirming, under Section 229 of the Companies Ordinance, the reduction of capital of the Company involved in the Scheme of Arrangement, together with the minute and the return containing the particulars required by Section 230 of the Companies Ordinance is expected to be delivered to the Registrar of Companies of Hong Kong on or before Wednesday, 3 June 2015 for registration.

Subject to the registration of the order of the High Court, the minute and the return by the Registrar of Companies of Hong Kong, and the fulfillment or waiver, as applicable, of the remaining conditions as set out under paragraphs (d) to (k), the full details of which can be found on pages 57 to 58 of the Scheme Document, the Scheme of Arrangement is expected to become effective on Wednesday, 3 June 2015. A further announcement will be made when the Scheme of Arrangement has become effective.

The Hong Kong Stock Exchange has approved the withdrawal of listing of the Shares on the Hong Kong Stock Exchange with effect from 9:00 a.m. on Thursday, 4 June 2015, subject to the Scheme of Arrangement becoming effective.

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 (i) 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; and (ii) the announcement jointly issued by the Offeror and the Company dated 23 April 2015 in relation to the results of the Court Meeting and the General Meeting. Unless otherwise defined or the context otherwise requires, capitalised terms referred to herein shall have the meanings given to them in the Scheme Document.

SANCTION OF THE SCHEME OF ARRANGEMENT BY THE HIGH COURT

The High Court hearing of the petition for the sanction of the Scheme of Arrangement and the confirmation of the capital reduction of the Company was held on Tuesday, 2 June 2015. The Scheme of Arrangement was sanctioned without modification and the reduction of share capital of the Company involved in the Scheme of Arrangement was confirmed by the High Court at this hearing.

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WARNING

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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, 2 June 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.