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Oriental Unicorn Agricultural Group Limited

東麟農業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8120)

DISCLOSEABLE TRANSACTION: ACQUISITION OF THE ENTIRE REGISTERED CAPITAL OF THE TARGET

THE SP AGREEMENT

The Board is pleased to announce that after trading hours on 17 January 2014, the Purchaser entered into the SP Agreement with the Vendor, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to acquire the entire registered capital of the Target at the aggregate Consideration of HK\$3,000,000. Upon completion of the Acquisition, the Target will become an indirect wholly-owned subsidiary of the Company.

GEM LISTING RULES IMPLICATIONS

As the applicable percentage ratios as defined under the GEM Listing Rules for the Acquisition is over 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company pursuant to Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

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A summary of the principal terms of the SP Agreement is set out below.

Date:

17 January 2014

Parties:

- (1) the Purchaser; and
- (2) the Vendor.

The Vendor is a company incorporated in Hong Kong with limited liability and to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, it is principally engaged in the business of investment holding and provision of professional IT contract and maintenance services. The Vendor is an indirect wholly-owned subsidiary of DX.com Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the GEM (Stock Code: 8086).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Vendor and its ultimate beneficial owners is an Independent Third Party.

Assets to be acquired:

The Vendor has agreed to sell and the Purchaser has agreed to purchase the entire registered capital of the Target. The SP Agreement does not contain any restriction relating to the subsequent disposal of the registered capital of the Target.

The registered capital of the Target in the sum of US\$1,000,000 is wholly and beneficially owned by the Vendor as at the date of this announcement.

Consideration:

The Consideration of HK\$3,000,000 shall be settled in cash by the Purchaser in the following manner:

- (1) a sum of HK\$1,800,000 shall be payable within 3 working days from the date of signing of the SP Agreement;
- (2) a sum of HK\$1,200,000 shall be payable within 3 working days from the date of completion of the Acquisition.

The Consideration was determined after arm's length negotiations between the Purchaser and the Vendor, taking into account the net asset value of the Target as at 30 November 2013.

Completion:

Completion of the Acquisition shall take place upon the completion of the relevant PRC regulatory procedures for the transfer of the entire registered capital of the Target from the Vendor to the Purchaser.

Upon completion of the Acquisition, the Target will become an indirect wholly-owned subsidiary of the Company.

INFORMATION ON THE TARGET

The Target is a company incorporated in the PRC with limited liability on 4 January 1993 and is a wholly foreign-owned enterprise. It is principally engaged in the provision of professional IT contract and maintenance services.

Set out below is certain financial information of the Target for the two years ended 31 December 2012, which were extracted from its PRC statutory audited financial statement of the Target and were prepared in accordance with the PRC Generally Accepted Accounting Principles.

	For the year ended 31 December 2011 '000	For the year ended 31 December 2012 '000
Net profit/(loss) before taxation	RMB(148) (equivalent to approximately HK\$186)	RMB223 (equivalent to approximately HK\$281)
Net profit/(loss) after taxation	RMB(148) (equivalent to approximately HK\$186)	RMB223 (equivalent to approximately HK\$281)

The unaudited total asset value and net liabilities value of the Target as at 30 June 2013, which were prepared in accordance with the Hong Kong Generally Accepted Accounting Principles (“**HKGAAP**”), were approximately HK\$21,574,000 and HK\$14,943,000 respectively. On 30 November 2013, the Target had settled the shareholder’s loan in the amount of approximately HK\$13,745,000 and the Vendor had waived the remaining balance of the shareholder’s loan owed from the Target to the Vendor. The unaudited total asset value and net asset value of the Target as at 30 November 2013 (after the aforesaid repayment and wavier of shareholder’s loan), which were prepared in accordance with the HKGAAP, were approximately HK\$8,604,000 and HK\$2,983,000 respectively.

INFORMATION ON THE GROUP

The Group is principally engaged in feedstock and related businesses, mainly involving in the manufacturing, development and distribution of feedstock products, animal husbandry and related activities.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Directors are of the view that with the assistance from the Target, the Group would be able to explore and launch online sale and online marketing of the Group’s agricultural products, so as to diversify the sale and marketing channels of the Group. Such established online platform may also facilitate the Group’s other future business development. The Directors (including independent non-executive Directors) are of the view that the terms of the SP Agreement are fair and reasonable and are in the best interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS ON THE ACQUISITION

As the applicable percentage ratios as defined under the GEM Listing Rules for the Acquisition is over 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company pursuant to Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements pursuant to Chapter 19 of the GEM Listing Rules.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“Acquisition”	the acquisition by the Purchaser of the entire registered capital of the Target pursuant to the SP Agreement
“Board”	the board of Directors of the Company

“Company”	Oriental Unicorn Agricultural Group Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the GEM
“Consideration”	the sum of HK\$3,000,000 in aggregate, being the consideration payable by the Purchaser to the Vendor for the Acquisition
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Independent Third Party”	a party who is a third party independent of the Company and its connected persons and their respective associates (within the meaning of the GEM Listing Rules)
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange
“PRC”	the Peoples’ Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau special Administrative Region of the People’s Republic of China and Taiwan
“Purchaser”	Oasis Island Ventures Limited (興業創投有限公司), a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SP Agreement”	the sale and purchase agreement entered into on 17 January 2014 between the Purchaser and the Vendor in relation to the Acquisition
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Target”	易寶電腦系統(北京)有限公司 (in English, for identification purpose only, EPRO Computer Systems (Beijing) Company Limited), a wholly foreign-owned enterprise established in the PRC with limited liability, which is wholly and beneficially owned by the Vendor as at the date of this announcement
“US\$”	United States dollars, the lawful currency of the United States of America
“Vendor”	EPRO Systems (China) Limited (易寶系統(中國)有限公司), a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of DX.com Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the GEM (Stock Code: 8086)
“%”	per cent.

In this announcement, for the purpose of illustration only, amounts quoted in RMB has been converted into HK\$ at the rate of RMB1.00 to HK\$1.26. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

On behalf of the Board
Oriental Unicorn Agricultural Group Limited
Zhou Jing
Chairman and Chief Executive Officer

Hong Kong, 17 January 2014

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Zhou Jing, Mr. Zhang Xiaobin and Ms. Tam Wai Chi; and three independent non-executive Directors, namely Mr. Siu Kam Chau, Mr. Lee Kin Fai and Mr. Lin Chuen Chow Andy.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will appear on the GEM website (www.hkgem.com) for at least seven days after the date of publication and on the website of the Company at www.irasia.com/listco/hk/orientalunicorn/index.htm.