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DX.com Holdings Limited

DX.com 控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8086)

DISCLOSEABLE TRANSACTION — DISPOSAL OF SHARES ON EXCHANGE

The Board announces that the Company disposed of the Sale Shares, being a total of 17,060,000 GET Shares in a series of transactions conducted on 22 February 2016 and 23 February 2016, at an aggregate cash consideration of approximately HK\$2.93 million, on the Stock Exchange.

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Disposal exceeds 5% but all percentage ratios are less than 25%, the Disposal 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.

THE DISPOSAL

The Board announces that the Company disposed of the Sale Shares, being a total of 17,060,000 GET Shares in a series of transactions conducted on 22 February 2016 and 23 February 2016, at an aggregate cash consideration of approximately HK\$2.93 million, on the Stock Exchange.

The Sale Shares amounted to approximately 1.38% of the issued share capital of GET as at the date of this announcement.

As the Disposal was made on the open market, the Company is not aware of the identities of the counterparties of the Disposal or of their respective principal business activities. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the counterparties of the Disposal and their respective ultimate beneficial owners is an Independent Third Party.

The aggregate cash consideration of the Disposal is approximately HK\$2.93 million. The Group is expected to receive a net proceeds of approximately HK\$2.92, which is intended to be used by the Group as general working capital of the Group. The Consideration represented the market prices of the GET Shares at the time of the Disposal.

After the Disposal, the Group still holds 57,358,600 GET Shares, representing approximately 4.65% of the issued share capital of GET as at the date of this announcement.

INFORMATION OF GET

GET is a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM (Stock Code: 8100). GET and its subsidiaries are principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business, (v) provision of insurance and mandatory provident fund schemes brokerage business and (vi) provision of corporate management solutions and I.T. contract services.

The GET Shares that the Group held and is holding were the consideration shares issued by GET to the Company as disclosed in the Company's announcement dated 10 June 2014.

Set out below is a summary of certain audited consolidated financial information of GET for the two years ended 31 December 2014 shown in its annual report for the year ended 31 December 2014:

	For the year ended 31 December 2013	For the year ended 31 December 2014
	<i>HK\$'000</i>	<i>HK\$'000</i>
Profit/(loss) before tax	(176,378)	107,979
Profit/(loss) after tax	(183,176)	88,979

The unaudited consolidated total asset value and net asset value of GET as at 30 June 2015 were approximately HK\$1,193 million and approximately HK\$1,064 million respectively as shown in its interim report for the six months ended 30 June 2015.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is principally engaged in e-commerce business and provision of online sales platform.

The Directors are of the view that the Disposal enables the Group to realise its investment in the Sale Shares. The Directors expect to recognise an unaudited loss of approximately HK\$690,000 from the Disposal, being the difference between the Consideration and the book value after impairment attributable to the Sale Shares. Shareholders should note that the actual amount of gain/loss on the Disposal to be recorded by the Company will be subject to review by the auditors of the Company.

The Directors consider the Disposal is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Disposal exceeds 5% but all percentage ratios are less than 25%, the Disposal 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

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Consideration”	the total aggregate consideration of the Disposal
“Company”	DX.com Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares on the market of the Stock Exchange by the Group on 22 February 2016 and 23 February 2016
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GET”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued shares of which are listed on GEM (Stock Code: 8100)

“GET Share(s)”	share(s) of HK\$0.01 each in the issued share capital of GET
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	a third party independent of the Company and the connected persons (within the meaning of the GEM Listing Rules) of the Company
“Sale Shares”	a total of 17,060,000 GET Shares
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

On behalf of the Board
DX.com Holdings Limited
HUANG Shaokang
Chairman

Hong Kong, 23 February 2016

As at the date of this announcement, the executive Directors are Mr. Huang Shaokang, Mr. Chow Siu Kwong and Mr. Hung Kenneth; the non-executive Director is Mr. Meng Hu; and the independent non-executive Directors of the Company are Mr. Fong Fuk Wai, Mr. Zhu Zhi and Mr. Lin Xiaofeng.

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 remain on the “Latest Company Announcements” page of the GEM website <http://www.hkgem.com> for at least 7 days from the date of its publication and on the website of the Company at <http://www.dxholdings.com>.