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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)*

## **VOLUNTARY ANNOUNCEMENT BUSINESS UPDATE**

This voluntary announcement is made by DX.com Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to provide the shareholders of the Company and potential investors an update on the business operations and the latest business developments of the Group.

### **A. SHARE SUBSCRIPTION**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 20 October 2017, the Company entered into a share subscription agreement (the “**Share Subscription Agreement**”) with Strong Network International Limited (the “**Target**”) as the issuer and the ultimate beneficial owner of the Target as the covenantor, pursuant to which the Company conditionally agreed to subscribe from the Target, and the Target conditionally agreed to issue to the Company 50 shares in the share capital of the Target (the “**Subscription Share**”) at the total consideration of HK\$15.0 million (the “**Share Subscription**”).

The Subscription Share represents 25% of the issued share capital of the Target as enlarged by the allotment and issue of the Subscription Share.

A subsidiary of the Target is in negotiation in acquiring the entire issued share capital of Y&P Culture Media Company Limited\* (上海源品文化傳媒有限公司) (“**Y&P**”) (“**Proposed Acquisition**”). Completion of the Share Subscription (the “**Completion**”) is conditional upon, amongst others, the completion of the Proposed Acquisition.

Y&P is a service provider for distribution agency and sale marketing channel of licenced IP products. Y&P currently holds innovative technologies, artistic, educational, sports and other projects, it generates income from providing customized licensed IP contents, sub-licensing to sub-agencies and supplying supporting facilities, technologies and services.

Pursuant to the Share Subscription Agreement, the Company shall have the right to nominate a director to the board of directors of the Target upon Completion.

The Directors believe that the businesses of Y&P will have strong synergy with the Group's existing e-commerce and online sales platform business and newly entered IP developing, operating and distribution business and that the Share Subscription will allow the Group to strengthen the distribution channel and enrich the licensed IP products portfolio. The Group is expected to benefit from the cross-selling advantage, increased customer base and the positive share of profit from the strategic investment. Such investment expects to build more solid strategic cooperation between the Group and Y&P.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Target and its shareholders are each a third party independent of the Company and its connected person(s) (as defined under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**")).

As all the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Share Subscription are less than 5%, the Share Subscription did not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules.

**As completion of the Share Subscription is subject to the fulfilment and/or waiver of certain conditions under the Share Subscription Agreement, the Share Subscription may or may not proceed. Shareholders of the Company and potential investors are reminded to exercise caution when dealing in the shares of the Company.**

## **B. BUSINESS UPDATE OF SENSE MEDIA GROUP**

The Board is pleased to announce that Sense Media Group Limited ("**Sense Media**", together with its subsidiaries ("**Sense Media Group**")) has recently generated new business opportunities and revenue to the Group, including sponsorship income and strategic cooperation opportunities attracted by ""Dinner Time Story": Marco Polo", a licensed IP right which has been incorporated with augmented reality technology owned by Sense Media Group.

In October 2017, the Sense Media Group entered into a cooperation agreement (the “**Marco Polo Agreement**”) with Shanghai Pudong New Area Shangri-La Hotel Co., Ltd (上海浦東新區香格里拉酒店有限公司) (“**Pudong Shangri-la**”), pursuant to which Pudong Shangri-la, as the exclusive restaurant partner of the Sense Media Group ““Dinner Time Story”: Marco Polo” events in Pudong, Shanghai, shall pay Sense Media Group a fixed fee in relation to the authorised use of the IP rights and Sense Media Group shall be responsible for certain communication and preparation works in relation to IP authorisation and the provision of the relevant equipment.

The Marco Polo Agreement has indicated the success of the Company in broadening its income source, continuously researching and developing IP products, and enhancing its brand value, which is in line with the Company’s objectives to further enhance the Company’s financial performance and strengthen Sense Media Group’s position as an international IP developer, operator and distributor, and a pioneer of the “Intellectual Property + Augmented Reality + Food & Beverage” business concept in China.

### **Summary from the Board**

The Board is pleased with new cooperation with various recognised brands, the rapid expansion and development of its products, and the diversification of income sources. The Board believes that upon the successful launch of the abovementioned cooperation plans, the Group’s reputation will be further enhanced and thus reinforcing its business development.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

*\* For identification purposes only*

For and on behalf of the Board  
**DX.com Holdings Limited**  
**Poon Man Sum**  
*Chairman*

Hong Kong, 20 October 2017

*As at the date of this announcement, the executive Directors are Mr. Poon Man Sum, Mr. Hung Kenneth and Mr. Ai Kuiyu; the non-executive Director is Mr. Chang Eric Jackson; and the independent non-executive Directors are Mr. Fong Fuk Wai, Dr. Fung Kam Man and Mr. Chan Ngai Fan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited 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 at <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>.*