



BlueFocus International and Cogint Announce Agreement to Combine Businesses

September 7, 2017

Creates World-Class Global Marketing Services Company Powered by Creative, Digital and Performance Marketing Capabilities

BlueFocus to own 63% of the combined company on a fully diluted basis; Cogint shareholders to own 37% and receive cash dividend

The combined company is expected to be listed on NASDAQ

NEW YORK--(BUSINESS WIRE)--Sep. 7, 2017-- BlueFocus International Limited ('BlueFocus'), a wholly-owned Hong Kong subsidiary of BlueFocus Communications Group Co. Ltd (publicly traded Chinese Company SHE: 300058), and Cogint, Inc. (NASDAQ: COGT), today announced they have entered into a definitive agreement by which they will combine assets to form a new global marketing services organization.

BlueFocus is contributing its largest international assets including Vision7 International – which holds the agencies Cossette, Vision7 Media, Citizen Relations and The Camps Collective – in addition to the global socially-led creative agency, We Are Social.

Cogint is adding its U.S.-based performance marketing platform business Fluent, which brings a unique data-driven and performance-based approach that is increasingly in demand by CMOs and business leaders.

BlueFocus will own 63% of the combined company on a fully-diluted basis. Existing Cogint shareholders will own 37% of the combined company on a fully-diluted basis. In addition, BlueFocus, Vision7 International and We Are Social will contribute \$100 million in cash to fund a special dividend to pre-closing stockholders; the amount of the cash dividend is subject to reduction for transaction expenses and other amounts under the terms of the deal and will be paid contingent on closing of the transaction.

When the deal is closed, each of the brands will continue to operate as separate entities with their own management teams under the existing Cogint legal entity, which will be renamed. This newly combined company is expected to be listed on NASDAQ and its name and ticker symbol will be announced before closing.

The combined revenue is in excess of \$400 million and the combined EBITDA is in excess of \$50 million over the past 12 months.

Fluent's digital performance marketing platform and insight engine are expected to bolster the already strong North American capabilities of Vision7 International agencies and We Are Social, which achieved solid revenue and EBITDA growth in the past year.

In turn, the combination of capabilities with Vision7 International and We Are Social will accelerate the expansion of Fluent's business into new areas and geographies throughout North America and overseas, particularly in Europe, and other international markets. There is also the opportunity to leverage Fluent's platform to drive campaign planning, creative and targeting for virtually every marketing channel, extending beyond digital to TV, radio, print and outdoor.

As part of the transaction, but not involving BlueFocus, immediately prior to the closing, Cogint will spin-off IDI, its data and analytics operations and assets, into a public company, expected to be listed on NASDAQ, named Red Violet, Inc. ("Red Violet").

The shares of Red Violet will be distributed to Cogint's pre-closing shareholders as a stock dividend as of the record date to be determined, contingent upon closing of the transaction.

BlueFocus Communications Group Co. Ltd is not a party to the transaction and its listing on the Shenzhen Stock Exchange will be unaffected.

Holly Zheng, CEO and President of BlueFocus International, based in Mountain View, CA, said:

"In today's world our clients require more transparency, accuracy and clear-measured ROI when carrying out marketing. Fluent is exceptionally positioned with a proven track record. Its performance-based approach and digital-driven capability will continuously generate insights in demand by CMOs and business leaders.

"This remarkable partnership with Fluent will accelerate the great progress of the BlueFocus agency brands such as Cossette, Citizen, Vision7 Media, The Camps Collective, and We Are Social, all of which have been growing their businesses and reputations tremendously.

"We are confident that the combination businesses announced today will create a new kind of marketing services company, in line with BlueFocus' overall vision of building an intelligent branding communication group globally."

Ryan Schulke, CEO and co-Founder of Fluent, added:

"We could not be more excited about the opportunity that lies ahead to bring new capabilities and innovation to our clients and partners on a global basis. Our soon-to-be sister companies are award-winning firms with blue-chip rosters, which offer best-in-class services spanning branding and creative, CRM, digital production, social media, influencer marketing, public relations and more. Paired with Fluent's industry-leading performance marketing platform and expertise, we are poised to create one of the world's largest marketing services organizations with a truly differentiated and powerful offering."

The transaction remains subject to customary closing conditions, including receipt of required regulatory approvals.

Cogint was advised in connection with the transaction by Petsky Prunier, Roth Capital (fairness opinion) and Akerman LLP. BlueFocus was advised by PJT Partners and Skadden, Arps, Slate, Meagher & Flom LLP.

About BlueFocus International Limited

BlueFocus International, a wholly-owned subsidiary of BlueFocus Communication Group (publicly traded Chinese company SHE: 300058), leads international strategy, M&A and cross-border initiatives for the group and manages an international portfolio of award winning digital marketing, PR, communications and advertising agencies including We Are Social, Cossette, Citizen Relations, Vision7 Media and The Camps Collective. Also part of the BlueFocus International portfolio is fuseproject, a highly esteemed industrial design firm behind consumer technology and lifestyle product hits

such as Jawbone, Movado and the August Lock. Headquartered in Silicon Valley, BlueFocus International and its portfolio companies employ over 1,500 professionals across the spectrum of marketing and advertising disciplines worldwide. It serves hundreds of the world's best-known brands from major consumer goods manufacturers to cutting-edge technology companies by providing global intelligent marketing solutions in brand strategy, digital creative production, ecommerce enablement, cloud based CRM, big data analytics, digital and traditional media buying, and social media insights & marketing.

About Fluent

Fluent LLC, a Cogint company, is an industry leader in people-based digital marketing and customer acquisition, serving over 500 leading consumer brands and direct marketers. Leveraging a unique data-driven platform, Fluent enables advertisers to more effectively target and acquire their most valuable customers, with precision, at a massive scale. The company is headquartered in New York City. For more information visit www.fluentco.com.

About cogint™

At cogint, we believe that time is your most valuable asset. Through powerful analytics, we transform data into intelligence, in a fast and efficient manner, so that our clients can spend their time on what matters most – running their organizations with confidence. Through leading-edge, proprietary technology and a massive data repository, our data and analytical solutions harness the power of data fusion, uncovering the relevance of disparate data points and converting them into comprehensive and insightful views of people, businesses, assets and their interrelationships. We empower clients across markets and industries to better execute all aspects of their business, from managing risk, conducting investigations, identifying fraud and abuse, and collecting debts, to identifying and acquiring new customers. At cogint, we are dedicated to making the world a safer place, to reducing the cost of doing business, and to enhancing the consumer experience.

NOTE TO INVESTORS CONCERNING FORWARD-LOOKING STATEMENTS

This press release contains “forward-looking statements,” as that term is defined under the Private Securities Litigation Reform Act of 1995 (PSLRA), which statements may be identified by words such as “expects,” “plans,” “projects,” “will,” “may,” “anticipate,” “believes,” “should,” “intends,” “estimates,” and other words of similar meaning. Such forward looking statements include statements relating to the transaction between cogint and BlueFocus, expected annual revenues and EBITDA of the combined company, the expected benefits of the transaction to cogint shareholders, the spin-off of cogint's data and analytics operations and assets into a new public company, and the expected benefits of the separation of such operations and assets. Additional risks may include the risk that a condition to closing of the proposed transaction may not be satisfied or that the closing of the proposed transaction and spin-off might otherwise not occur or be delayed; the risk that a regulatory approval that may be required for the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated; the diversion of management time on transaction-related issues; the ability to successfully integrate the businesses to be contributed by BlueFocus with the Fluent business; the ability to successfully separate cogint's data and analytics operations and assets; the risk that the common stock of Red Violet is not listed on NASDAQ; the risk that the transaction and its announcement could have an adverse effect on cogint's and BlueFocus's ability to retain customers and retain and hire key personnel; the risk that any potential synergies from the transaction may not be fully realized or may take longer to realize than expected, as well as other non-historical statements about our expectations, beliefs or intentions regarding our business, technologies and products, financial condition, strategies or prospects. Readers are cautioned not to place undue reliance on these forward-looking statements, which are based on our expectations as of the date of this press release and speak only as of the date of this press release and are advised to consider the factors listed above together with the additional factors under the heading “Forward-Looking Statements” and “Risk Factors” in the company's Annual Report on Form 10-K, as may be supplemented or amended by the company's Quarterly Reports on Form 10-Q and other SEC filings. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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