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### **PROFIT WARNING**

This announcement is made pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of Digital China Holdings Limited (the “**Company**”) would like to inform the shareholders of the Company and potential investors that based on the Board’s preliminary review of the unaudited consolidated management accounts of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 June 2014, profit attributable to equity holders of the Group for the three months ended 30 June 2014 would fall into a range of approximately HK\$180 million to HK\$200 million, as compared to approximately HK\$361 million for the same period of last year. The decrease in profit attributable to equity holders is mainly attributable to the change of Renminbi exchange rate, as the Group recorded net exchange loss of approximately HK\$120 million for the three months ended 30 June 2014, representing a decrease of approximately HK\$251 million as compared to net exchange gain of approximately HK\$131 million for the same period of last year.

The Company is in the process of finalizing the Group’s interim results for the six months ended 30 June 2014. Information contained in this announcement is only a preliminary assessment by the management based on information currently available to it, including the unaudited consolidated management accounts of the Group for the six months ended 30 June 2014, which are subject to adjustments. Further details of the Group’s financial information will be disclosed in the interim results announcement.

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

By Order of the Board  
**Digital China Holdings Limited**  
(神州數碼控股有限公司\*)  
**GUO Wei**  
*Chairman*

Hong Kong, 25 July 2014

*At the publication of this announcement, the Board comprises nine Directors namely:*

*Executive Directors: Mr. GUO Wei (Chairman), Mr. LIN Yang (Chief Executive Officer) and Mr. YAN Guorong (President)*

*Non-executive Director: Mr. Andrew Y. YAN*

*Independent Non-executive Directors: Mr. WONG Man Chung, Francis, Ms. NI Hong (Hope), Mr. ONG Ka Lueng, Peter, Dr. LIU Yun, John and Ms. YAN Xiaoyan*

Website: [www.digitalchina.com.hk](http://www.digitalchina.com.hk)

*\*For identification purpose only*