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**FURTHER UPDATE ON DISCLOSEABLE TRANSACTIONS INVOLVING  
ACQUISITION OF 100% EQUITY INTERESTS IN  
BEIJING ZHONGNONG XINDA INFORMATION TECHNOLOGY LIMITED\*  
AND DEEMED DISPOSAL OF INTEREST IN  
DIGITAL CHINA INFORMATION SERVICE COMPANY LTD.\***

Reference is made to the announcements of Digital China Holdings Limited (the “**Company**”) dated 22 July 2014 and 2 November 2014 in relation to the acquisition of 100% equity interests in Beijing Zhongnong Xinda Information Technology Limited\* and the deemed disposal of interest in Digital China Information Service Company Ltd.\* (“**DCITS**”) (collectively, the “**Announcements**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that on 28 November 2014, DCITS has received CSRC’s approval (Zheng Jian Xu Ke [2014] No.1258) approving (i) the issue and allotment of an aggregate of 20,520,227 new A shares of DCITS to the Zhongnong Xinda Shareholders, and (ii) the issue and placing of up to 10,856,269 new A shares of DCITS. The approval is valid for a period of twelve months from the date of issue.

As at the date of this announcement, the regulatory approvals required under the Acquisition Agreement and Profit Compensation Agreement have been obtained. The Company will issue further announcement in relation to Completion as and when appropriate.

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

Hong Kong, 28 November 2014

As at the date 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*