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CHINA DIGITAL CULTURE (GROUP) LIMITED

中國數碼文化(集團)有限公司

(Formerly known as China Digital Licensing (Group) Limited

中國數碼版權(集團)有限公司)

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

(Stock Code: 8175)

POSITIVE PROFIT ALERT

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of China Digital Culture (Group) Limited (the “**Company**”) is pleased to inform the shareholders of the Company and potential investors that based on the preliminary unaudited consolidated management account of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2013 (“**Management Accounts**”), it is expected that the Company may record a profit after taxation as compared with the loss for the year ended 31 December 2012.

Such expected profit was mainly due to profit contributed by newly acquired entities including (i) the acquisition of the entire equity interest in Nova Dragon International Limited, which was completed on 12 April 2013; (ii) the acquisition of additional 80% equity interests in Orient Digital Entertainment Company Limited (formerly known as China Digital Entertainment Company Limited), which was completed on 25 April 2013; (iii) the acquisition of additional 40% equity interests in Socle Limited, which was completed on 30 October 2013; and (iv) the acquisition of additional 46.61% equity interests of Far Glory Limited, which was completed on 15 November 2013.

This positive profit alert announcement is only based on preliminary assessment of the information currently available to the Company and the Management Accounts, which have not been confirmed or audited by the Company's auditors. The Company is in the process of finalizing the annual results of the Group for the year ended 31 December 2013. Shareholders and potential investors are advised to read the Company's annual results announcement for the year ended 31 December 2013, which is expected to be published on 31 March 2014.

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

By Order of the Board
China Digital Culture (Group) Limited
Hsu Tung Sheng
Chairman

Hong Kong, 24 March 2014

As at the date of this announcement, the executive Directors are Mr. Hsu Tung Sheng, Mr. Hsu Tung Chi, Mr. Pang Hong Tao and Mr. Chang Li Cheng. The independent non-executive Directors are Mr. Wong Tak Shing, Mr. Kwok Chi Sun, Vincent and Mr. Leung Hiu Kong, Edward.

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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of the Company at www.cdcculture.com.