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A8 Digital Music Holdings Limited
A8 電媒音樂控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 800)

Profit Warning

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform the Shareholders and potential investors that based on the information currently available to the Board, the Group is expected to record a loss for the year ending 31 December 2012 which represents significant decline as compared to a consolidated profit for the year ended 31 December 2011 which is mainly due to the following reasons: 1) the continuing negative impact brought by the series of measures and policies implemented to MVAS industry by related management divisions and mobile operators in China since 2010; 2) the restructure of the current business and deployment of new business in the Company are still in process; and 3) the effect of sharing of losses of associates.

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

This announcement is made by A8 Digital Music Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board wishes to inform the Shareholders and potential investors that based on the information currently available to the Board, the Group is expected to record a loss for the year ending 31 December 2012 which represents significant decline as compared to a consolidated profit for the year ended 31 December 2011 which is mainly due to the following reasons: 1) the continuing negative impact brought by the series of measures and policies implemented to MVAS industry by related management divisions and mobile operators in China since 2010, 2) the restructure of the current business and deployment of new business in the Company are still in process; 3) the effect of sharing of losses of associates.

As the Group’s annual results for the year ending 31 December 2012 are not yet available, the information contained in this announcement is only based on the preliminary assessment by the Company according to the consolidated management accounts of the

Group which have not been audited or reviewed by the Company's auditor. The Company expects to announce the Group's annual results for the year ending 31 December 2012 in March 2013.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

By Order of the Board
A8 Digital Music Holdings Limited
Liu Xiaosong
Chairman & Executive Director

Hong Kong, 24 December 2012

As at the date of this announcement, the Board comprises:

- (1) Executive directors namely Mr. Liu Xiaosong, Mr. Lu Bin; and*
- (2) Independent non-executive directors namely Mr. Chan Yiu Kwong, Mr. Zeng Liqing and Ms. Wu Shihong.*