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**China Jicheng Holdings Limited**  
**中國集成控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1027)**

**VOLUNTARY ANNOUNCEMENT**  
**MEMORANDUM OF UNDERSTANDING**

This is a voluntary announcement made by China Jicheng Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 9 September 2015 (after trading hours), the Group and Poly China United Capital Holdings Limited (“**Poly China**”) entered into a memorandum of understanding (the “**MOU**”) indicating, among others, their intention to enter into a definitive legally binding agreement in relation to the possible joint business and development of the Poly China’s e-commerce platform, application formulas and online services (“**3D Mobile Application Platform**”) in the PRC which will be launched into naked eyes 3D mobile devices, such cooperation may or may not result in equity transaction or joint venture (the “**Possible Transaction**”). Save and except for provisions relating to exclusivity, no unapproved statements, confidentiality, fees and expenses, termination, binding provisions and governing law (“**Binding Provisions**”), the MOU is not legally binding on the relevant parties.

Poly China is a company incorporated in British Virgin Islands with limited liability. Part of Poly China’s business is engaged in the development of the 3D Mobile Application Platform. To the best knowledge, information and belief of the Directors of the Company having made all reasonable enquiries, each of Poly China and its ultimate beneficial owners is a third party independent of the Company and its connected persons (as defined under the Listing Rules).

Under the MOU, Poly China has agreed to give exclusivity in negotiations on the Possible Transaction for a period of 3 months from the date of the MOU and to facilitate due diligence of the Possible Transaction. The transaction structure, consideration and method of payment are still being negotiated.

The Board considers that the Possible Transaction as contemplated under the MOU, if materialised, will enable the Company to diversify its business and expand its revenue base, which will be beneficial to the Group and the shareholders of the Company.

As at the date of this announcement, no legally binding agreement or contract relating to the Possible Transaction (save and except the Binding Provisions) has been agreed or entered into by the Group. In the event that the Possible Transaction proceeds, the Company will comply with the relevant disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance as and when appropriate.

**Shareholders of the Company should note that the Possible Transaction may or may not proceed. 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 of  
**China Jicheng Holdings Limited**  
**Huang Wenji**  
*Chairman*

Hong Kong, 9 September 2015

*As at the date of this announcement, the executive Directors are Huang Wenji, Chen Jiyou, Yang Guang, Lin Zhenshuang and Chung Kin Hung, Kenneth; and the independent non-executive Directors are Chan Shiu Kwong, Stephen, Lee Kit Ying, Winnie and Yang Xuetai.*