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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)**

**PROPOSED SHARE SUBDIVISION  
AND  
CHANGE IN BOARD LOT SIZE**

**SHARE SUBDIVISION**

The Board proposed to implement the Share Subdivision on the basis that every 1 issued and unissued Shares of HK\$0.0004 each will be subdivided into 5 Subdivided Shares of HK\$0.00008 each.

The Share Subdivision is conditional upon (i) the approval by the Shareholders at the EGM and (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares.

**CHANGE IN BOARD LOT SIZE**

The Board also proposed to change the board lot size for trading in the Shares on the Stock Exchange from 5,000 Shares to 10,000 Subdivided Shares upon the Share Subdivision becoming effective.

**GENERAL**

A circular containing, among other things, further information on the Share Subdivision and notice of the EGM will be despatched to the Shareholders as soon as possible.

## **PROPOSED SHARE SUBDIVISION**

The Directors proposed to implement the Share Subdivision on the basis that every 1 issued and unissued Shares of HK\$0.0004 each will be subdivided into 5 Subdivided Shares of HK\$0.00008 each. No fractional Subdivided Shares will arise.

### **Effects of the Share Subdivision**

As at the date of this announcement, the authorized share capital of the Company is HK\$10,000,000 divided into 25,000,000,000 Shares of HK\$0.0004 each, of which 15,000,000,000 Shares are in issue and fully paid. After the Share Subdivision becoming effective, the authorized share capital of the Company will be HK\$10,000,000 divided into 125,000,000,000 Subdivided Shares of HK\$0.00008 each, of which 75,000,000,000 Subdivided Shares will have been issued and fully paid.

The Subdivided Shares will rank *pari passu* in all respects with each other in accordance with the Company's memorandum and articles of association. Other than the expenses to be incurred in relation to the Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders.

### **Conditions of the Share Subdivision**

The Share Subdivision is conditional upon the following:

- (1) the passing of the necessary resolutions by the Shareholders to approve the Share Subdivision at the EGM; and
- (2) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Subdivided Shares to be in issue.

### **Listing Application**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares to be in issue upon the Share Subdivision taking effect.

## **CHANGE IN BOARD LOT SIZE**

The Directors also proposed to change the board lot size for trading in the shares of the Company from 5,000 Shares to 10,000 Subdivided Shares subject to and upon the Share Subdivision becoming effective.

## **FREE EXCHANGE OF SHARE CERTIFICATES**

Subject to the Share Subdivision becoming effective, Shareholders may during the specified period submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange, at the expense of the Company, for new share certificates for Subdivided Shares with new nominal value of HK\$0.00008 each. Thereafter, certificates for existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for existing Shares cancelled or each new share certificate issued for Subdivided Shares, whichever number of certificates cancelled/issued is higher. Nevertheless, certificates for existing Shares will continue to be good evidence of legal title and may be exchanged for certificates for Subdivided Shares at any time.

## **ARRANGEMENT ON ODD LOT TRADING**

The Company will appoint a securities firm to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Subdivided Shares to make up a full board lot, or to dispose of their holding of odd lots of the Subdivided Shares. Details of the odd lot arrangement will be set out in the circular to be dispatched to the Shareholders in relation to the EGM.

## **EXPECTED TIMETABLE**

Set out below is the tentative timetable for the implementation of the Share Subdivision and change in board lot size:

Despatch of circular with notice of EGM

and proxy form . . . . . On or before Friday, 8 April 2016

Latest time for lodging proxy form . . . . . 11:00 a.m. on Saturday, 23 April 2016

Date of EGM . . . . . 11:00 a.m. on Monday, 25 April 2016

Announcement on results of EGM . . . . . Monday, 25 April 2016

Effective date for the Share Subdivision . . . . . Tuesday, 26 April 2016

First day for free exchange of existing share  
certificates for new share certificates

for Subdivided Shares . . . . . Tuesday, 26 April 2016

Dealing in Subdivided Shares commences . . . . . 9:00 a.m. Tuesday, 26 April 2016

Original counter for trading in Shares in board lots of 5,000 Shares (in the form of existing share certificates) temporarily closes . . . . . 9:00 a.m. Tuesday, 26 April 2016

Temporary counter for trading in Subdivided Shares in board lots of 25,000 Subdivided Shares (in the form of existing share certificates) opens . . . . . 9:00 a.m. Tuesday, 26 April 2016

Original counter for trading in Subdivided Shares in new board lots of 10,000 Subdivided Shares (in the form of new share certificates) re-opens . . . . . 9:00 a.m. Wednesday, 11 May 2016

Parallel trading in Subdivided Shares (in the form of new share certificates and existing share certificates) commences . . . . . 9:00 a.m. Wednesday, 11 May 2016

Designated broker starts to stand in the market to provide matching services for odd lots of Subdivided Shares . . . . . 9:00 a.m. Wednesday, 11 May 2016

Temporary counter for trading in Subdivided Shares in board lots of 25,000 Subdivided Shares (in the form of existing share certificates) closes . . . . . 4:00 p.m. Tuesday, 31 May 2016

Parallel trading in Subdivided Shares (in the form of new share certificates and existing share certificates) closes . . . . . 4:00 p.m. Tuesday, 31 May 2016

Designated broker ceases to stand in the market to provide matching services for odd lots of Subdivided Shares . . . . . 4:00 p.m. Tuesday, 31 May 2016

Last day for free exchange of existing share certificates for new share certificates . . . . . Thursday, 2 June 2016

**REASONS FOR THE SHARE SUBDIVISION AND CHANGE IN BOARD LOT SIZE**

It is expected that the Share Subdivision and change in board lot size will enhance the liquidity of the Shares by reducing the value per board lot of the Subdivided Shares. Accordingly, the Board is of the view that the Share Subdivision and change in board lot size are in the interest of the Company and the Shareholders as a whole.

## **ADJUSTMENTS TO THE SHARE OPTIONS**

Implementation of the Share Subdivision will lead to adjustments to the subscription price and/or the number of Subdivided Shares to be issued upon exercise of the share options granted under the Share Option Scheme. The Company will make further announcement on the adjustments to the share options granted under the Share Option Scheme in due course.

### **GENERAL**

A circular containing, among other things, further information on the Share Subdivision and notice of the EGM will be despatched to the Shareholders as soon as possible.

As far as the Directors are aware of, no Director or Shareholder has a material interest in the Share Subdivision and no Shareholder is required to abstain from voting at the EGM.

### **DEFINITIONS**

In this announcement, unless the context otherwise requires, the expressions below have the following meanings:

“Board”	the board of Directors of the Company
“Company”	China Jicheng Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Share Subdivision
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Share(s)”	ordinary share(s) in the Company of HK\$0.0004 each
“Share Options”	outstanding options granted pursuant to the Share Option Scheme

“Share Option Scheme”	The share option scheme of the Company adopted on 23 January 2015
“Share Subdivision”	the proposed subdivision of every 1 issued and unissued Share into 5 Subdivided Shares in the issued and unissued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) or Subdivided Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.00008 each in the share capital of the Company after the Share Subdivision becoming effective
“%”	per cent

By Order of the Board of  
**China Jicheng Holdings Limited**  
**Huang Wenji**  
*Chairman*

Hong Kong, 21 March 2016

*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.*