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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Jicheng Holdings Limited (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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,
CHANGE IN BOARD LOT SIZE,
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at Best Western Plus Hotel Hong Kong (Jasmine Room 3/F), 308 Des Voeux Road West, Hong Kong on Monday, 25 April 2016 at 11:00 a.m., is set out on pages 8 to 9 of this circular. Whether or not you propose to attend the meeting, you are advised to complete the form of proxy attached to the notice of the extraordinary general meeting in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

8 April 2016

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DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“Board”	the board of Directors or a duly authorised committee thereof;
“Company”	China Jicheng Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange;
“Directors”	the directors of the Company and each a “Director”;
“EGM”	an extraordinary general meeting of the Company to be held at Best Western Plus Hotel Hong Kong (Jasmine Room 3/F), 308 Des Voeux Road West, Hong Kong on Monday, 25 April 2016 at 11:00 a.m. or any adjournment thereof;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China;
“Latest Practicable Date”	6 April 2016, being the latest practicable date prior to the printing of this circular;
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Share(s)”	share(s) of nominal value of HK\$0.0004 each in the share capital of the Company;
“Share Options”	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)”	registered holder(s) of the 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 became effective.

EXPECTED TIMETABLE

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

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

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Huang Wenji (*Chairman*)
Ms. Chen Jieyou
Mr. Yang Guang
Mr. Lin Zhenshuang
Mr. Chung Kin Hung, Kenneth

Independent non-executive Directors:

Mr. Chan Shiu Kwong, Stephen
Ms. Lee Kit Ying, Winnie
Mr. Yang Xuetai

Registered office:

Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place of
business in PRC:*

Yonghe Industrial Section
Yonghe Town
Jinjiang City
Fujian Province
The PRC

Principal place of business in Hong Kong:

Room 904, Loon Kee Building,
275 Des Voeux Road Central,
Hong Kong

8 April 2016

To Shareholders

Dear Sir or Madam,

PROPOSED SHARE SUBDIVISION, CHANGE IN BOARD LOT SIZE, AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed Share Subdivision and change in board lot size and to give you notice of the EGM and seek your approval of the resolutions relating to these matters at the EGM.

LETTER FROM THE BOARD

PROPOSED SHARE SUBDIVISION

The Directors proposed to implement the Share Subdivision on the basis that every 1 issued and unissued Share 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 and the Share Subdivision will not result in any change in the rights of the Shareholders. Other than the estimated expenses of approximately HK\$180,000 to be incurred in relation to the Share Subdivision, the implementation thereof will not have a material adverse effect on the consolidated net asset value of the Group nor 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.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

LETTER FROM THE BOARD

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

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.

Assuming the Share Subdivision and the change in board lot size had become effective on the Latest Practicable Date and based on the closing price per Share of HK\$1.23 as quoted on the Stock Exchange on the Latest Practicable Date, the value of each board lot of 10,000 Subdivided Shares would be HK\$2,460.

FREE EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Subdivision becoming effective on 26 April 2016, Shareholders may, from 26 April 2016 to 2 June 2016 (both days inclusive), 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. Existing share certificates for the Shares will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on 31 May 2016 and thereafter will cease to be good for delivery, trading and settlement purposes.

ARRANGEMENT FOR ODD LOT TRADING

In order to facilitate the trading of odd lots of the Subdivided Shares, the Company has appointed Black Marble Securities Limited, as an agent to provide matching service, on a best effort basis, to those shareholders who wish to sale and purchase odd lots of Subdivided Shares arising from the Share Subdivision and change in board lot size. Shareholders who wish to take advantage of this facility should contact Mr. KC Shum of Black Marble Securities Limited at Unit 03 & 05, 32/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong at telephone number (852) 3700 9600 during office hours. Shareholders should note that successful matching of the sale and purchase of odd lots of the Subdivided Shares is not guaranteed. Please refer to the section headed "EXPECTED TIMETABLE" on page 2 of this circular for the period during which the Company will provide matching service for the sale and purchase of odd lots of the Subdivided Shares.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision and change in board lot size is set out on page 2 of this circular.

LETTER FROM THE BOARD

OUTSTANDING SHARE OPTIONS

As at the Latest Practicable Date, there are outstanding 60,000,000 Share Options which entitled the holders thereof to subscribe for 60,000,000 Shares at the exercise price of HK\$1.57 per Share. The Company will engage the Company's auditor, Elite Partners CPA Limited, to determine according to the Share Option Scheme any adjustments required to be made in respect thereof as a result of the Share Subdivision. The Company will make further announcements about the adjustments in due course.

Save as aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as at the Latest Practicable Date.

REASONS FOR THE SHARE SUBDIVISION AND CHANGE IN BOARD LOT SIZE

Based on the closing price per Share of HK\$1.23 as quoted on the Stock Exchange on the Latest Practicable Date, the value per board lot of 5,000 Shares was HK\$6,150. Assuming the Share Subdivision and the change in board lot size had become effective on the Latest Practicable Date and based on the closing price per Share of HK\$1.23 as quoted on the Stock Exchange on the Latest Practicable Date, the value of each board lot of 10,000 Subdivided Shares would be HK\$2,460. 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. Based on the closing price per Share of HK\$1.23 as at the Latest Practicable Date, the trading spread for the Shares was HK\$0.01. Assuming the Share Subdivision had become effective on the Latest Practicable Date and based on the closing price per Share of HK\$1.23 on the Latest Practicable Date, the trading price per Subdivided Share would be HK\$0.246 and the trading spread would be HK\$0.001. It is expected that the reduced trading price and reduced trading spread would also improve liquidity of the 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.

THE EGM

A notice convening the EGM is set out on pages 8 to 9 of this circular.

The resolutions for the Share Subdivision will be proposed at the EGM for your consideration and approval. All resolutions proposed at the EGM will be voted on by poll. A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

RECOMMENDATION

The Directors consider that the Share Subdivision referred to in this circular are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions proposed at the EGM.

LETTER FROM THE BOARD

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (i.e. from 9:30 a.m. to 5:00 p.m. on Monday to Friday at the principal place of business of the Company in Hong Kong at Room 904, Loon Kee Building, 275 Des Voeux Road Central, Hong Kong from 8 April 2016, the date of this circular up to and including 25 April 2016:

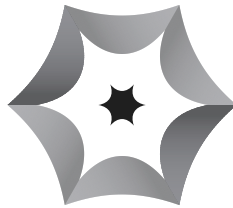
1. the Company's memorandum and articles of association; and
2. the annual report of the Company for the year ended 31 December 2014.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
On behalf of the Board
China Jicheng Holdings Limited
Huang Wenji
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of China Jicheng Holdings Limited (the “**Company**”) will be held at Best Western Plus Hotel Hong Kong (Jasmine Room 3/F), 308 Des Voeux Road West, Hong Kong on 25 April 2016 at 11:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. “**THAT** subject to the Listing Committee of The Hong Kong Stock Exchange Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below) in issue, with effect from the business day immediately following the day of passing of this resolution:
 - (a) every issued and unissued Share of HK\$0.0004 each in the share capital of the Company be subdivided into five (5) shares of HK\$0.00008 each (each a “**Subdivided Share**”), and such Subdivided Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company; and
 - (b) the Directors be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

By order of the Board of
China Jicheng Holdings Limited
Huang Wenji
Chairman

Hong Kong, 8 April 2016

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.

As at the date hereof, 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.