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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)

**ANNOUNCEMENT PURSUANT TO RULE 13.09(2) OF THE LISTING
RULES AND THE INSIDE INFORMATION
PROVISIONS
POSSIBLE DISPOSAL OF SHARES BY
A CONTROLLING SHAREHOLDER
AND
RESUMPTION OF TRADING**

This announcement is made by China Jicheng Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

POSSIBLE DISPOSAL OF SHARES BY A CONTROLLING SHAREHOLDER

Reference is made to the Company’s announcement dated 15 November 2017 regarding the unusual price and trading volume movements and possible disposal of issued shares (“**Shares**”) in the Company and the announcement dated 17 November 2017 regarding the Company’s request for a trading halt in Shares of the Company pending the release of an announcement relating to a possible disposal of Shares by a shareholder of the Company (the two announcements are together referred to as the “**Previous Announcement**”).

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of the Company wishes to inform its shareholders that the Board had been notified of further details of the possible disposal of Shares referred in the Previous Announcements. On 17 November 2017, the Board had been notified by Jicheng Investment Limited (“**Offeror**”), a controlling shareholder (as defined under the Listing Rules) of the Company holding 2,462,818,000 Shares as at the date of this announcement (representing approximately 65.68% of the issued Shares of the Company as at the same date), that the Offeror had issued an offer letter to the board of directors of Jun Yang Financial Holdings Limited (a company listed on the Main Board of the Hong Kong Stock Exchange (“**Stock Exchange**”) under stock code 397) (“**Jun Yang**”) regarding a possible pre-conditional voluntary securities exchange partial offer and option offer to acquire certain shares and to cancel certain number of outstanding share options in Jun Yang (the “**Offers**”). The Company has also been notified that the Offeror has announced its firm intention to make the Offers by posting an announcement (“**Rule 3.5 Announcement**”) pursuant Rule 3.5 of the Hong Kong Code on Takeovers and Mergers on the website of the Stock Exchange (at www.hkexnews.hk) under the section for Jun Yang. Under the terms of the Offers, the Offeror will settle the Offers entirely from an exchange of Shares held by the Offeror for the tendered shares in Jun Yang and the cancelled share options in Jun Yang. Therefore, under the current terms of the Offers, immediately upon the completion of the Offers, the Offeror may be required to dispose a maximum of 2,020,979,146 Shares (representing approximately 53.90% of the issued Shares of the Company as at the date of this announcement) and the Offeror may cease to become the controlling shareholder of the Company. Shareholders and potential investors of the Company may refer to the Rule 3.5 Announcement for full details of the Offers.

WARNING: Shareholders and potential investors of the Company should be aware that based on the terms of the Offers, the making of the Offers is subject to the satisfaction or waiver of certain Pre-Conditions, the Offers are a possibility only and may or may not be made. Further, closing of the Offers are subject to additional Conditions being fulfilled. Accordingly, the issue of this announcement does not in any way imply that the Offers will be completed. The transactions contemplated by the Offers may or may not proceed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the Shares and/or other securities of the Company.

TRADING HALT AND RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on Stock Exchange was halted with effect from 2:21 p.m. on Friday, 17 November 2017 pending the release of this announcement.

Application has been made by the Company for resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 29 November 2017.

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

Fujian Province, the PRC, 28 November 2017

As at the date of this announcement, the executive Directors are Huang Wenji, Yang Guang, Lin Zhenshuang and Chung Kin Hung, Kenneth; and the independent non-executive Directors are Tso Sze Wai, Lee Kit Ying, Winnie and Yang Xuetai.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement having been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.