ZHI CHENG HOLDINGS LIMITED
智城控股有限公司*

(formerly known as Xing Lin Medical Information Technology Company Limited 杏林醫療信息科技有限公司)*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8130)

ANNOUNCEMENT
DISCLOSEABLE TRANSACTION

On 4 April 2011, the Company, through its wholly owned subsidiary, entered into the Share Acquisition Agreement with the Vendor to acquire 100% of the total issued share capital of Target Company at a total Consideration of HK$33,000,000 (subject to adjustment).

The Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules, as one or more of the applicable percentage ratios exceed 5% but are less than 25%.

THE ACQUISITION

The Share Acquisition Agreement

Date:

4 April 2011

Parties:

(1) Innovate International Group Limited, a wholly-owned subsidiary of the Company as Purchaser; and

(2) Wong Sin Lai, an Independent Third Party as Vendor.

To the best of the information, knowledge and belief of the Directors having made all reasonable enquiries, the Vendor who is the ultimate beneficial owner of Target Company is an Independent Third Party.

Assets to be acquired

The Sale Share, representing the entire issued share capital of the Target Company.

Consideration and payment terms

The total Consideration of HK$33,000,000 (subject to adjustment) for the sale and purchase of the Sale Share shall be paid by the Purchaser to the Vendor as follow:

(i) a refundable deposit of HK$16,500,000 upon receipt by the Purchaser of the Valuation Report and;

(ii) the remaining balance of HK$16,500,000 (subject to adjustment) in cash upon Completion.

In the event that the fair value of the Target Company as indicated in the Valuation Report is less than HK$38,000,000, the Consideration shall be adjusted by reducing the amount of the Consideration payable by the Purchaser to the Vendor on Completion on a dollar-for-dollar basis.

For the avoidance of doubt, no adjustment shall be made to the Consideration if the fair market value of Target Company as indicated in the Valuation Report is more than HK$38,000,000.

The Consideration of HK$33,000,000 was arrived at after arms' length negotiations among the parties to the Share Acquisition Agreement on normal commercial terms having regards to the advertising rights on display television media and anticipated revenue associated with advertising and production operations.

Conditions Precedent

Completion is subject to each of the following conditions being satisfied in all respects:

(i) the Purchaser undertaking a due diligence investigation in respect of the Target Company including but not limited to the affairs, business, assets, results, legal and financing structure of the Target Group (in particular the Advertising Services Agreement) and the Purchaser being in its absolute discretion satisfied with the results of such due diligence investigation;

(ii) receipt by the Purchaser at its own expense to its satisfaction and in its sole discretion of a valuation report issued by an independent professional valuer appointed by the Purchaser showing that showing that the fair market value of the Target Company being no less than HK$33,000,000;

(iii) no event having occurred since the date hereof to Completion, the consequence of which is to materially and adversely affect the financial position, business or property, results of operations or business prospects of the Target Company and such material adverse effect shall not have been caused; and

(iv) the warranties in the Share Acquisition Agreement remaining true, accurate and correct in all material respects.

If the above conditions have not been fulfilled on or before 5:00 p.m. on the Long Stop Date (or such later date as the Vendor and the Purchaser may agree in writing) or following the fulfillment of the conditions, the Vendor or the Purchaser shall fail to complete the sale and purchase of the Sale Share in accordance with the terms and conditions contained in the Share Acquisition Agreement and the Purchaser gives notice to terminate the Share Acquisition Agreement, the Share Acquisition Agreement shall thereupon terminate and neither party shall thereafter have further claims against the other under the Share Acquisition Agreement for costs, damages compensation or otherwise, save for antecedent breaches.

Completion

Completion of the Share Acquisition Agreement will take place within 3 Business Days after the fulfillment of the last of the conditions precedent or at such other time as the parties may agree.

After Completion, the Target Company will become a wholly-owned subsidiary of the Company. The financial statements of the Target Company will be consolidated in the accounts of the Group after Completion.

INFORMATION ON THE TARGET COMPANY

The Target Company is company incorporated in the British Virgin Islands with limited liability on 8 December, 2010 and carries on the business of program production for advertisements or for television and other forms of media. The Target Company is beneficially owned by the Vendor.

The main asset of the Target Company is the Advertising Services Agreement where the Target Company would provide advertising agency services to iKanTV Limited in relation to exclusive advertising agency rights for certain airtime slots on display televisions commercial broadcast in a Hong Kong retail chain store for a period of 10 months and both parties are entitled to an option to renew for a further 3 years. iKanTV Limited is an advertising company providing services to commercial advertisement and information broadcasted via display televisions. The Target Company shall receive 30% of the advertising rental fees as income. Pursuant to conditions precedent under the Share Acquisition Agreement, the fair market value of the Target Company shall be no less than HK$33,000,000, which the discounted cash flow shall be applied for the purpose of valuation.

The Target Company was a newly incorporated company and has not derived any income and profit/loss up 1 April 2011. Save for the entering into of the Advertising Services Agreement, the Target has no other business as at the date of this announcement.

REASONS FOR AND BENEFIT OF THE ACQUISITION

The Company is an investment holding company and its subsidiaries are principally engaged in the development and provision of custom built wireless radio frequency identification medical information digitalization system (the "**MIDS**") in both local area network and metropolitan area network to healthcare sector in the PRC and property investment.

Benefiting from the increasing number of mainland China visitors to Hong Kong on shopping excursions, the flow of customers to retails stores have been growing with momentum. This phenomenon provides new opportunities to advertise indoors, which movie motion advertisements are possible in contrast to conventional billboards. These television advertisements can be customized to target customers within the retails stores and can directly influence buying decision in particular to mainland China visitors. Advertising rights in these areas represent business potentials within the media and advertising industry where strong growth would be expected in the near future. As the Company continues to seek for opportunities in order to secure a stable source of revenue and diversify the earnings base, the Directors believe that the proposed Acquisition would further enhance the future growth and profitability of the Group.

Taking into account the benefits of the proposed Acquisition, the Board is of the view that the terms the Share Acquisition Agreement are fair and reasonable and the proposed Acquisition is in the interests of the Company and the Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

The Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules, as one or more of the applicable percentage ratios exceed 5% but are less than 25%.

DISCLOSURE IN RELATION TO RULES 19.60A AND 19.62 OF THE GEM LISTING RULES

As set out in the paragraph headed "Consideration" above, the valuation of the Target Company conducted by Valuer constitutes profit forecast under Rule 19.61 of the GEM Listing Rules ("**Profit Forecast**"). As such, Rules 19.60A and 19.62 of the GEM Listing Rules are applicable.

Pursuant to Rule 19.62(1) of the GEM Listing Rules, the following is the details of the principal assumptions, including commercial assumptions, upon which the forecast is based:

- All relevant legal approvals and business certificates or licenses to operate the business in the localities in which the Business Enterprise operates or intends to operate would be officially obtained and renewable upon expiry;

- The projections outlined in the financial information provided are reasonable, reflecting market conditions and economic fundamentals, and will be materialized;

- There will be sufficient supply of technical staff in the industry in which the Business Enterprise operates, and the Business Enterprise will retain competent management, key personnel and technical staff to support its ongoing operations and developments;

- There will be no major change in the current taxation laws in the localities in which the Business Enterprise operates or intends to operate and that the rates of tax payable shall remain unchanged and that all applicable laws and regulations will be complied with;

- There will be no major change in the political, legal, economic or financial conditions in the localities in which the Business Enterprise operates or intends to operate, which would adversely affect the revenues attributable to and profitability of the Business Enterprise; and

- Interest rates and exchange rates in the localities for the operation of the Business Enterprise will not differ materially from those presently prevailing.

Valuation Conclusion

Based on the valuation basis, valuation assumptions and the appraisal method employed by Valuer, the independent qualified valuer, the fair value of the Target Company is reasonably represented by the sum of HK$38,000,000.

HLB Hodgson Impey Cheng ("**Auditors**"), the auditors of the Company, has reviewed the calculation of the discounted future estimated cash flows, which do not involve the adoption of accounting policies, for the Valuation Report. The Board have reviewed and confirm the principal assumptions upon which the Profit Forecast is based and are of the view that the Profit Forecast has been made after due and careful enquiry. Letters from the Auditors and Board are included in the appendix I and II pursuant to Rules 19.60A and 19.62 of the GEM Listing Rules

Experts and consents

The following are the qualifications of the experts who have given their opinion and advice included in this announcement:

Name	**Qualification**
Ample Appraisal Limited	Professional valuer
HLB Hodgson Impey Cheng	Chartered Accountants Certified Public Accountants

To the best knowledge of the Directors, information and belief, each of the Valuer and Auditors is Independent Third Party. As at the date of this announcement, neither Valuer nor Auditors has any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

Each of Valuer and Auditors has given and has not withdrawn its written consent to the publication of this announcement with reference to its name included herein in the form and context in which it appears.

DEFINITIONS

"Advertising Services Agreement"	the advertising agreement dated 4 January, 2011 entered into between Target Company and iKanTV Limited in relation to the provisions of advertising services by Target Company to iKanTV Limited regarding exclusive advertising agency rights for certain airtime slots on display televisions commercial broadcast in a Hong Kong retail chain store;
"Acquisition"	the acquisition by the Company, through its wholly owned subsidiary, of a total 1 share in the Target Company pursuant to the Share Acquisition Agreement;
"Board"	the board of Directors;

"Business Day"	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours;
"Company"	Zhi Cheng Holdings Limited (formerly known as Xing Lin Medical Information Technology Company Limited), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on GEM;
"Completion"	completion of the Share Acquisition Agreement in accordance with the terms thereof;
"Connected Persons"	has the meaning ascribed thereto in the GEM Listing Rules;
"Consideration"	a sum of HK$33,000,000 (subject to adjustment);
"Director(s)"	director(s) of the Company;
"discloseable transaction"	as defined in the GEM Listing Rules;
"GEM"	the Growth Enterprise Market of the Stock Exchange;
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
"Group"	the Company and its subsidiaries;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Independent Third Party"	a third party independent of the Company and the Connected Persons of the Company and is not a Connected Persons of the Company;
"Long Stop Date"	30 June 2011;
"Purchaser"	Innovate International Group Limited;
"Sale Share"	One issued share of the Target Company, representing the entire issued and paid up capital of the Target Company;
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of Shares;
"Share Acquisition Agreement"	the agreement dated 4 April 2011 in relation to the Acquisition;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;

“Target Company”	Unique Smart Group Limited, a company incorporated in the British Virgin Islands and wholly and beneficially owned by the Vendor;
“Valuation Report”	the valuation report to be issued by independent professional valuer appointed by the Purchaser accessing the fair market value of the Target Company;
“Valuer”	Ample Appraisal Limited;
“Vendor”	Mr. Wong Sin Lai;
“HK$”	Hong Kong dollars, the lawful currency of Hong Kong;
“PRC”	the People’s Republic of China; and
“%”	per cent.

By Order of the Board
Zhi Cheng Holdings Limited
Lien Wai Hung
Chairman

Hong Kong, 4 April 2011

As at the date of this announcement, the executive Director is Lien Wai Hung; the independent non-executive Directors are Leung Wai Man, Ho Chun Ki, Frederick and Lai Miao Yuan.

This announcement, for which the Directors collectively and individually accept full responsibilities, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company’s website at www.zhicheng-holdings.com.

* *for identification purposes only*

HLB 國衛會計師事務所
Hodgson Impey Cheng

Chartered Accountants
Certified Public Accountants

4 April 2011

The Board of Directors
Zhi Cheng Holdings Limited
Unit 2111, 21/F
Shun Tak Centre, West Tower
168-200 Connaught Road, Central
Hong Kong

Dear Sirs,

Zhi Cheng Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group")

Report on discounted future estimated cash flows in connection with the business valuations of Unique Smart Group Limited (the "Target Company")

We report on the calculations of the discounted future estimated cash flows on which the business valuation (the "**Valuation**") dated 25 March 2011 prepared by Ample Appraisal Limited in respect of the Valuation of the Target Company as at 15 March 2011 in connection with proposed acquisition of the entire equity interest in the Target Company. The Valuation which is determined based on the discounted cash flows is regarded as a profit forecast under Rule 19.61 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**").

Respective responsibilities of the directors of the Company and the reporting accountants

The directors of the Company are responsible for the preparation of the discounted future estimated cash flows for the valuation which is regarded as a profit forecast under paragraph 19.62 of the GEM Listing Rules.

It is our responsibility to report, as required by Rule 19.62(2) of the GEM Listing Rules, on the calculations of the discounted future estimated cash flows on which the Valuation is based. The discounted future estimated cash flows do not involve the adoption of accounting policies.

The discounted future estimated cash flows depend on future events and on a number of bases and assumptions which cannot be confirmed and verified in the same way as past results and not all of which may remain valid throughout the period. Consequently, we have not reviewed, considered or conducted any work on the appropriateness and validity of the bases and assumptions and express no opinion on the appropriateness and validity of the bases and assumptions on which the discounted future estimated cash flows, and thus the Valuation, are based.

Basis of opinion

We conducted our work in accordance with Hong Kong Standards on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to the procedures under Auditing Guideline 3.341 "Accountants' report on profit forecasts" issued by Hong Kong Institute of Certified Public Accountants. We examined the arithmetical accuracy of the Valuation. Our work has been undertaken solely to assist the directors of the Company in evaluating whether the discounted future estimated cash flows, so far as the calculations are concerned, has been properly compiled and for no other purpose. We accept no responsibility to any other person in respect of, arising out of in connection with our work. Our work does not constitute any valuation of the Target Company.

Opinion

Based on the foregoing, in our opinion, the discounted future estimated cash flows, so far as the calculations are concerned, has been properly compiled in accordance with the bases and assumptions made by the directors of the Company.

Yours faithfully
HLB Hodgson Impey Cheng
Chartered Accountants
Certified Public Accountants
Hong Kong

GEM Listing Division
The Stock Exchange of Hong Kong Limited
11/F., One International Finance Centre,
1 Harbour View Street, Central,
Hong Kong

4 April 2011

Dear Sirs,

Re. Discloseable Transaction – Acquisition of Equity Interest in Unique Smart Group Limited.

We refer to the valuation report dated 25 March 2011 prepared by Ample Appraisal Limited (the "**Valuer**") in relation the valuation of Unique Smart Group Limited. (the "**Target Company**"), the valuation of which constitutes a profit forecast under Rule 19.60A of the GEM Listing Rules.

We have discussed with the Valuer about different aspects including the bases and assumption based upon which the valuation of the Target Company has been prepared, and reviewed the valuation by the Valuer for which the Valuer is responsible. We have also considered the report from our auditors, HLB Hodgson Impey Cheng, regarding whether the discounted future estimated cash flows of the Target Company and the calculations thereof has been properly complied in accordance with the bases and assumptions made by our directors.

On the basis of the foregoing, we are of the opinion that the valuation prepared by the Valuer has been made after due and careful enquiry.

Yours faithfully,
For and on behalf of the board of directors of
Zhi Cheng Holdings Limited
Lien Wai Hung
Chairman