



ZHI CHENG HOLDINGS LIMITED

智城控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8130)

Third Quarterly Report 2016

* For identification only

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Zhi Cheng Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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 report is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

UNAUDITED QUARTERLY RESULTS

The board of Directors (the “Board”) of Zhi Cheng Holdings Limited (the “Company”) presents the unaudited condensed consolidated results (the “Unaudited Consolidated Results”) of the Company and its subsidiaries (the “Group”) for the three months and the nine months ended 31 December 2016, together with the comparative unaudited figures for 2015 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000
Continuing operations					
Revenue	4	6,760	3,738	32,139	15,141
Cost of sales		(4,036)	(4,111)	(20,982)	(13,721)
Gross profit		2,724	(373)	11,157	1,420
Other income and gains	5	1,293	703	3,881	2,013
Administrative expenses		(19,018)	(9,163)	(53,205)	(27,505)
Gain on disposal of property, plant and equipment		-	-	-	18
Gain on disposal of subsidiaries		-	195	657	1,810
Gain/(loss) arising on change in fair value of financial assets at fair value through profit or loss		-	54	-	(98)
Loss from operations	6	(15,001)	(8,584)	(37,510)	(22,342)
Finance costs	7	(991)	(4)	(1,989)	(4)
Loss before taxation		(15,992)	(8,588)	(39,499)	(22,346)
Income tax expense	8	(216)	(33)	(658)	(245)
Loss for the period from continuing operations		(16,208)	(8,621)	(40,157)	(22,591)
Discontinued operations					
Loss for the period from discontinued operations	9	-	(288)	(381)	(993)
Loss for the period		(16,208)	(8,909)	(40,538)	(23,584)

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000
(Loss)/profit for the period attributable to:					
owners of the Company		(16,101)	(8,310)	(41,274)	(22,658)
non-controlling interests		(107)	(599)	736	(926)
		<u>(16,208)</u>	<u>(8,909)</u>	<u>(40,538)</u>	<u>(23,584)</u>
		<i>HK cents</i>	<i>HK cents (Restated)</i>	<i>HK cents</i>	<i>HK cents (Restated)</i>
Loss per share:					
From continuing and discontinued operations					
Basic and diluted	10	<u>(0.62)</u>	<u>(1.03)</u>	<u>(1.60)</u>	<u>(2.92)</u>
From continuing operations					
Basic and diluted	10	<u>(0.62)</u>	<u>(0.99)</u>	<u>(1.58)</u>	<u>(2.79)</u>



CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000
Loss for the period	(16,208)	(8,909)	(40,538)	(23,584)
Other comprehensive (expense)/income for the period				
Exchange differences on translation of financial statements of overseas subsidiaries	(8,588)	57	(15,112)	(2,907)
Reclassification of translation reserve upon disposal of subsidiaries	-	-	(1,033)	-
Other comprehensive (expense)/income for the period	(8,588)	57	(16,145)	(2,907)
Total comprehensive expense for the period	(24,796)	(8,852)	(56,683)	(26,491)
Total comprehensive expense attributable to:				
owners of the Company	(23,619)	(8,010)	(55,799)	(25,019)
non-controlling interests	(1,177)	(842)	(884)	(1,472)
	(24,796)	(8,852)	(56,683)	(26,491)

NOTES

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 9 November 2001 and continued in Bermuda on 20 April 2009. The Company's shares have been listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 26 August 2002.

The registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Room 3203, 32nd Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong respectively.

The Unaudited Consolidated Results are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The Company's principal activity is investment holding and the principal activities of its subsidiaries are provision of consultancy services, advertising and media related services, project management services, travel agency and related operations and financial leasing and other financial services.

Certain comparative amounts have been reclassified to conform with the current period presentation.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The accounting policies used in the preparation of the Unaudited Consolidated Results are consistent with those used in the annual financial statements of the Group for the year ended 31 March 2016, except for the impact of the adoption of the new and revised Hong Kong Accounting Standard ("HKAS"), HKFRSs and interpretation described below.

In the current period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations (collectively referred to as the "new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). A summary of the new and revised HKFRSs adopted by the Group is set out as follows:

HKAS 1 (Amendments)	Disclosure Initiative
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants
HKAS 27 (2011) (Amendments)	Equity Method in Separate Financial Statements
HKFRSs (Amendments)	Annual Improvements to HKFRS 2012-2014 Cycle
HKFRS 10, HKFRS 12 and HKAS 28 (2011) (Amendments)	Investment Entities: Applying the Consolidation Exception
HKFRS 11 (Amendments)	Accounting for Acquisitions of Interests in Joint Operations

The adoption of the new and revised HKFRSs has no material effect on the Unaudited Consolidated Results for the current or prior accounting period.



3. BASIS OF PREPARATION AND CONSOLIDATION

The Unaudited Consolidated Results have been prepared in accordance with all applicable HKFRSs, which is a collective term that includes all applicable individual HKFRSs, HKASs and Interpretations (“Ints”) issued by the HKICPA. In addition, the Unaudited Consolidated Results include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) and by the Hong Kong Companies Ordinance.

The measurement basis used in the preparation of the Unaudited Consolidated Results is the historical cost convention, as modified for the revaluation of certain financial instruments and investment property which are stated at their fair values.

The preparation of Unaudited Consolidated Results in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

The accounting policies and basis of preparation adopted in the preparation of the Unaudited Consolidated Results are consistent with those adopted in the annual financial statements for the year ended 31 March 2016.

All intra-group transactions, balances, incomes and expenses are eliminated in full on consolidation. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment.

Non-controlling interests in subsidiaries are presented separately from the Group’s equity therein.

4. REVENUE

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 (Unaudited) HK\$’000	2015 (Unaudited) HK\$’000	2016 (Unaudited) HK\$’000	2015 (Unaudited) HK\$’000
Continuing operations				
Finance lease and other financial income	705	–	2,357	–
Provision of advertising and media related services	6,055	3,736	29,685	9,917
Provision of travel agency services	–	2	97	5,224
	<u>6,760</u>	<u>3,738</u>	<u>32,139</u>	<u>15,141</u>

5. OTHER INCOME AND GAINS

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000
Continuing operations				
Bank interest income	4	1	24	3
Interest income on loan to independent third parties	351	–	1,146	290
Management fee income	630	630	1,931	1,633
Other income	308	72	780	87
	<u>1,293</u>	<u>703</u>	<u>3,881</u>	<u>2,013</u>

6. LOSS FROM OPERATIONS

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000
The Group's loss from operation is arrived at after charging/(crediting):				
Continuing operations				
Amortisation of intangible assets	–	921	–	2,761
Depreciation of property, plant and equipment	824	695	1,998	2,174
Gain on disposal of property, plant and equipment	–	–	–	(18)
Gain on disposal of subsidiaries	–	(195)	(657)	(1,810)
(Gain)/loss on fair value changes on financial assets at fair value through profit or loss	–	(54)	–	98
Net foreign exchange (gain)/loss	(16)	32	(88)	29
Staff costs (including directors' remuneration)	9,525	3,007	26,906	8,845
	<u>9,525</u>	<u>3,007</u>	<u>26,906</u>	<u>8,845</u>

7. FINANCE COSTS

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000
Continuing operations				
Interest on other borrowings	443	–	681	–
Interest on finance lease	171	–	181	–
Interest on corporate bond	377	4	1,127	4
	<u>991</u>	<u>4</u>	<u>1,989</u>	<u>4</u>

8. INCOME TAX EXPENSE

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

No provision for Hong Kong Profits Tax has been made as the Group has no assessable profits in Hong Kong or the estimated assessable profit was wholly absorbed by tax losses brought forward for the nine months ended 31 December 2016 (2015: Nil).

No provision for overseas income tax was made as the Company's overseas subsidiaries did not have taxable income for the nine months ended 31 December 2016 (2015: Nil).

The Group had no significant unprovided deferred tax assets and liabilities at 31 December 2016 (2015: Nil).

9. DISCONTINUED OPERATIONS

An analysis of the result of discontinued operations is as follows:

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2015 (Unaudited) HK\$'000
Revenue	-	169	-	866
Cost of sales	-	-	-	(19)
Gross profit	-	169	-	847
Administrative expenses	-	(457)	(199)	(1,840)
Loss on disposal of subsidiaries	-	-	(182)	-
Loss before taxation	-	(288)	(381)	(993)
Income tax expenses	-	-	-	-
Loss for the period from discontinued operations	-	(288)	(381)	(993)

10. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss attributable to owners of the Company for the three months ended 31 December 2016 of approximately HK\$16.1 million (2015: HK\$8.3 million) and loss attributable to owners of the Company for the nine months ended 31 December 2016 of approximately HK\$41.3 million (2015: HK\$22.7 million) and the weighted average of 2,580,852,599 shares in issue during the three months ended 31 December 2016 (2015: 810,125,483 shares (restated)) and the weighted average of 2,580,852,599 shares in issue during the nine months ended 31 December 2016 (2015: 776,099,662 shares (restated)).

The weighted average number of shares for the purpose of calculating basic loss per share for the three months and nine months ended 31 December 2015 has been retrospectively adjusted in connection to the open offer completed on 9 December 2015.

11. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Equity attributable to owners of the Company

	Share-based			Statutory reserve (Unaudited) HK\$'000	Transition reserve (Unaudited) HK\$'000	Accumulated losses (Unaudited) HK\$'000	Non-controlling interests		
	Issued capital (Unaudited) HK\$'000	Share premium (Unaudited) HK\$'000	Contributed surplus (Unaudited) HK\$'000				Total (Unaudited) HK\$'000	Total equity (Unaudited) HK\$'000	
At 1 April 2015	6,112	1,356,192	325,798	15,489	1,966	(1,485,318)	242,446	8,876	251,322
Loss for the period	-	-	-	-	-	(22,658)	(22,658)	(926)	(23,584)
Other comprehensive expense for the period	-	-	-	-	(2,361)	-	(2,361)	(546)	(2,907)
Total comprehensive expense for the period	-	-	-	-	(2,361)	(22,658)	(25,019)	(1,472)	(26,491)
Exercise of share options	149	10,929	-	(3,459)	-	-	7,619	-	7,619
Cancellation of share options	-	-	-	(1,154)	-	1,154	-	-	-
Issue of shares on open offer	3,130	28,173	-	-	-	-	31,303	-	31,303
Share issuing expense	-	(1,378)	-	-	-	-	(1,378)	-	(1,378)
At 31 December 2015	9,391	1,393,916	325,798	10,876	1,966	(1,486,822)	254,971	7,404	262,375
At 1 April 2016	25,809	1,608,966	325,798	13,834	1,687	(1,529,234)	454,432	7,882	462,314
(Loss)/profit for the period	-	-	-	-	-	(41,274)	(41,274)	736	(40,538)
Other comprehensive expense for the period	-	-	-	-	-	-	(14,525)	(1,620)	(16,145)
Total comprehensive expense for the period	-	-	-	-	-	(41,274)	(55,799)	(884)	(56,683)
Disposal of subsidiaries	-	-	-	-	(402)	402	-	-	-
Lapse of share options	-	-	-	(6,002)	-	6,002	-	-	-
Transfer of statutory reserve	-	-	-	-	34	(34)	-	-	-
At 31 December 2016	25,809	1,608,966	325,798	7,832	1,319	(1,564,138)	398,633	6,998	405,631



MANAGEMENT DISCUSSION AND ANALYSIS

Dividend

The Board does not recommend the payment of any dividend for the nine months ended 31 December 2016 (2015: Nil).

Business Review

Provision of Financial Leasing and other Financial Services

The Group continued to generate finance lease income at the end of 2016 and the revenue contributed by such segment during the period under review was approximately HK\$2.4 million (2015: HK\$Nil); such revenue being mainly generated from the finance lease of electric and hybrid vehicles and solar plant equipment in the PRC.

Advertising and media related services

The business operation of the advertising and media segment is expanding into media production and investment in movie projects are under consideration. During the period under review, the revenue contributed by such segment was HK\$29.7 million (2015: HK\$9.9 million).

Travel agency and related operations

Operating results of the travel agency and related operations segment continued to be affected by the shortage of talents in the competitive market. During the period under review, the revenue contributed by such segment was HK\$0.1 million (2015: HK\$5.2 million).

Provision of project management services

During the period under review, the revenue contributed by such segment was HK\$Nil (2015: HK\$Nil).

Provision of consultancy services

During the period under review, the revenue contributed by such segment was HK\$Nil (2015: HK\$Nil).

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

Financial Review

For the period under review, the revenue of the Group for the nine months ended 31 December 2016 was approximately HK\$32.1 million (2015: HK\$15.1 million), of which approximately HK\$2.4 million was generated from provision of financial leasing and other financial services (2015: HK\$Nil); approximately HK\$29.7 million (2015: HK\$9.9 million) was generated from advertising and media related services; and HK\$0.1 million (2015: HK\$5.2 million) was generated from travel agency and related operations; tantamount to an increase of approximately 1.1 times as compared with the period ended 31 December 2015.

Loss attributable to owners of the Company for the nine months ended 31 December 2016 amounted to approximately HK\$41.3 million (2015: HK\$22.7 million). The change was mainly attributed to an increase of 93.4% in administrative expenses to approximately HK\$53.2 million (2015: HK\$27.5 million) for continuing operations, wherein was a decrease in amortization expenses of intangible assets to HK\$Nil (2015: HK\$2.8 million); an increase in staff costs to approximately HK\$26.9 million (2015: HK\$8.8 million); an increase in consultancy fees to approximately HK\$4.2 million (2015: HK\$1.6 million); an increase in operating lease expenses to approximately HK\$9.0 million (2015: HK\$4.2 million); and an increase of travelling expenses to approximately HK\$3.7 million (2015: HK\$2.1 million). Finance costs increased to approximately HK\$2.0 million (2015: HK\$4,000).

Significant Investment

At 31 December 2016, the Group did not hold any significant investment.

Future Plans

On 20 December 2016, the Group entered into a strategic cooperation agreement with Yunnan State-owned Assets Capital Operation Co., Ltd., which is a state-owned enterprise established in the PRC, to explore cooperation opportunities in relation to fund establishment and management, debt financing and other consultancy services. The possible cooperation also including to establish a platform for the purpose of developing investment projects and fund management services for Public-Private Partnership projects.

The Group will continue to explore opportunities for the development of financial leasing and other financial services, especially in urban infrastructure, healthcare, energy to public transportation and other industries under the Public-Private Partnership framework. The Group intends to form multiple joint ventures with reputable partners who can either provide quality assets or sustainable funding for the Group's financial leasing and other financial services business segment. The Group will leverage its team's strong capabilities of identifying and securing quality projects under the PPP mode that is highly promoted by China's government. The Group also plans to further invest in its financial services sector to complement this strategy, including financial leasing, factoring business, PPP-oriented funds etc.



OTHER INFORMATION

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debenture of the Company and its Associated Corporations

As at 31 December 2016, none of the Directors, chief executives and supervisors of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance ("SFO")) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed, to have such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

Share Option Scheme

The Company adopted a new share option scheme (the "New Share Option Scheme") pursuant to a resolution passed at the annual general meeting of the Company on 25 September 2012. The principal terms of the New Share Option Scheme have been set out in note 38 to the financial statements as included in the annual report of the Company for the year ended 31 March 2016.

Details of the Company's share options granted under the New Share Option Scheme are as follows:

Date of Grant	Category of eligible persons	Exercise Price	Exercise Period	Outstanding at 1/4/2016	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	Outstanding at 31/12/2016
04/12/2013	Employees	HK\$0.534	04/12/2013 to 03/12/2016	5,437,476	-	-	(5,437,476)	-	-
04/12/2013	Consultants	HK\$0.534	04/12/2013 to 03/12/2016	16,312,428	-	-	(16,312,428)	-	-
22/08/2014	Consultants	HK\$0.373	22/08/2014 to 21/08/2017	27,214,704	-	-	-	-	27,214,704
10/03/2016	Consultants	HK\$0.339	10/03/2016 to 09/03/2019	20,820,000	-	-	-	-	20,820,000
				69,784,608	-	-	(21,749,904)	-	48,034,704

OTHER INFORMATION *(Continued)*

Directors' and Chief Executive's Rights to Acquire Shares or Debentures

At 31 December 2016, neither the Company nor any of its subsidiaries was a party to any arrangements to enable the directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate, and none of the directors and chief executive of the Company or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights.

Substantial Shareholders

At 31 December 2016, the register of substantial shareholders maintained by the Company under Section 336 of the SFO showed that the following shareholders had an interest of 5% or more in the issued share capital of the Company:

Long position in ordinary shares of HK\$0.01 each of the Company

Name of shareholder	Capacity	Interest in Shares	Percentage of the Company's issued share capital
China Smartpay Group Holdings Limited	Beneficial owner	508,000,000	19.68%
UBS SDIC Asset Management (Hong Kong) Company Limited	Investment manager	226,050,000	8.76%

Save as disclosed above, at 31 December 2016, the Company has not been notified by any persons (other than the directors and chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company which were to be recorded in the register required to be kept under Section 336 of the SFO and/or who were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

Competing Interest

At 31 December 2016, none of the directors, management shareholders and substantial shareholders, or their respective associates had any interests in any business which competes or may compete with the business of the Group pursuant to Rule 11.04 of the GEM Listing Rules.

Purchase, Sale or Redemption of Listed Securities of the Company

The Company has not redeemed any of its listed securities during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed securities during the nine months ended 31 December 2016.



OTHER INFORMATION *(Continued)*

Corporate Governance

Save as disclosed below, the Company complied with Code of Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules for the nine months ended 31 December 2016.

Under the Code provision A.4.1, all the non-executive directors should be appointed for a specific term, subject to re-election. The term of office for non-executive directors is subject to retirement from office by rotation and is eligible for re-election in accordance with the provisions of the Company's bye-laws. At each annual general meeting, one-third of the directors for the time being, (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. As such, the Company considers that such provisions are sufficient to meet the underlying objective of this code provision.

Code of Conduct Regarding Securities Transactions by Directors

During the nine months ended 31 December 2016, the Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, all the Directors confirmed they have complied with the required standards of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company.

Audit Committee

The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control procedures of the Group. The audit committee comprises three independent non-executive directors namely, Mr. Chong Yiu Kan, Sherman, Ms. Chan Wing Yan, Carman and Mr. Yeung Kwong Wai. The audit committee has reviewed the Group's unaudited consolidated financial statements for the nine months ended 31 December 2016.

Board of Directors

At the date of this report, the executive directors are Mr. Lien Wai Hung, Mr. Wei Shu Jun, Ms. Zhu Qi, Dr. Shen Furong and Mr. Wu Xiaoming; the independent non-executive directors are Mr. Chong Yiu Kan, Sherman, Ms. Chan Wing Yan, Carman and Mr. Yeung Kwong Wai.

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

Hong Kong, 14 February 2017