

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



C CHENG HOLDINGS LIMITED

思城控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1486)

CANCELLATION OF THE DISCLOSABLE TRANSACTION IN RELATION TO THE ACQUISITION OF 65% OF THE ENTIRE EQUITY INTEREST OF THE TARGET COMPANY

SUPPLEMENTAL ANNOUNCEMENT

Reference is made to the announcement of C Cheng Holdings Limited (the “**Company**”) dated 28 December 2016 (the “**Announcement**”) in relation to the acquisition of 65% of the entire equity interests of the Target Company. Unless otherwise defined below, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

The Acquisition has been completed on 11 November 2016. As at the date hereof, the Group had not pay any consideration in respect of this Acquisition.

The Board announces that, on 23 January 2017 (after trading hours), the Target Company, the Purchaser, the Vendors and their guarantor, and Bertrand Investments Limited (a direct wholly-owned subsidiary of the Company) entered into a formal cancellation agreement (the “**Cancellation Agreement**”) whereby the parties have mutually agreed to cancel the Sale and Purchase Agreement, the Supplementary Agreement and all ancillary agreements (the “**Agreements**”), to declare each of the Agreements shall be void ab initio and to release and discharge each other from their respective obligations under the Agreements (the “**Cancellation**”).

Pursuant to the Cancellation Agreement, (i) all parties of the Cancellation Agreement agreed that the Cancellation shall be by way of transferring the entire issued share of the Purchaser back to the Vendors (or their nominee(s)) at nominal consideration; (ii) the Company shall have no further obligation to pay any Consideration to the Vendors; and (iii) each of the Agreements shall be void ab initio and each of the parties of the Cancellation Agreement shall release and discharge each other from their respective obligations under each of the Agreements (save and except the accrued rights of any party in respect of any antecedent breaches of any of the Agreements by any other party).

The Group does not and will not record any profit or loss for the year ended 31 December 2016 and the year ending 31 December 2017 in connection with the Sale Shares and/or Target Company pursuant to the Cancellation Agreement.

The Purchaser, namely Power King Creation Limited, is an investment holding company incorporated in Hong Kong with limited liability on April 2016 and before the disposal is an indirect wholly-owned subsidiary of the Company.

The Board considers the transactions contemplated under the Cancellation Agreement would not have any material adverse impact on the existing business, operation and financial position of the Group.

Following the disposal of the Purchaser as set out in the Cancellation Agreement, the Group will not have any interest in the Sale Shares and/or Target Company as if the Agreements had never been signed and executed. Therefore, the financial results of the Target Company will not be consolidated into the financial results of the Group.

By order of the Board
C CHENG HOLDINGS LIMITED
Liang Ronald
Chairman and Executive Director

Hong Kong, 23 January 2017

As at the date of this announcement, the executive Directors are Mr. Liang Ronald, Mr. Fu Chin Shing, Mr. Wang Jun You, Mr. Lo Kin Nang, Mr. Ng Kwok Fai and Mr. He Xiao, and the independent non-executive Directors are Mr. Lo Wai Hung, Mr. Wang Julius and Mr. Yu Chi Hang.