

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.



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)

PROFIT WARNING

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the provisions of inside information under Part XIVA of the SFO.

The Board wishes to inform the shareholders of the Company and potential investors that the Group is expected to record a substantial loss for the year ended 31 March 2015.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

This announcement is made by Zhi Cheng Holdings Limited (the “**Company**”, together with its subsidiaries (the “**Group**”)) pursuant to Rule 17.10 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**”) and the provisions of inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Based on the information currently available, the board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders and potential investors that the Group is expected to record a substantial loss for the year ended 31 March 2015. The Board considers that the loss is principally attributable to the non-cash impairment loss in respect of intangible assets related to the medical information digitalization system; of the consultancy services business segments; and the non-cash impairment loss in respect of goodwill related to advertising and media related services business segment.

Nevertheless, the Board is of the view that such losses have no material adverse impact on the business operation of the Group. The financial position of the Group remains sound.

The Company is still finalising the Group's final results for the year ended 31 March 2015. The information contained in this announcement is based on information currently available to the Group and after preliminary review and assessment of the management accounts of the Group by the management. The financial information of the Group for the year ended 31 March 2015 are being audited by the Company's independent auditors. Details of the financial information of the Group will be disclosed in the Group's final results announcement for the year ended 31 March 2015 which is expected to be published on 29 June 2015.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 22 June 2015

As of the date of this announcement, the executive Directors are Mr. Lien Wai Hung and Mr. Wei Shu Jun; the independent non-executive Directors are Mr. Ho Chun Ki, Frederick, Mr. Lai Miao Yuan, Mr. Chong Yiu Kan, Sherman and Mr. Tam Kin Yip.

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