

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.



珠光控股

ZHUGUANG HOLDINGS

ZHUGUANG HOLDINGS GROUP COMPANY LIMITED

珠光控股集團有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 1176)

PROFIT WARNING

The announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the Shareholders and potential investors that the Group is expected to record a substantial loss for the six months ended 30 June 2013 as compared to the net profit of HK\$8,245,000 for the six months ended 30 June 2012.

This profit warning announcement is made based on the preliminary assessment by the management of the Company with reference to the latest management accounts of the Group and other information currently available to the Company, which have not been confirmed or audited by the Company's auditors. Finalised interim results of the Group and other details will be disclosed in the 2013 interim results announcement to be published by the Company.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

The board of directors of the Company (the “**Board**”) wishes to inform shareholders of the Company (the “**Shareholders**”) and potential investors that the Group is expected to record a substantial loss for the six months ended 30 June 2013 as compared to the net profit of HK\$8,245,000 for the six months ended 30 June 2012. The expected loss was mainly attributable to (i) an increase in finance costs incurred in the six months ended 30 June 2013, as compared to the corresponding period in 2012; (ii) a financial advisory services fee incurred during the period; and (iii) the absence of a gain on acquisition of a subsidiary of approximately HK\$32 million as recorded in the corresponding period in 2012.

** For identification purposes only*

The increase in the Group's finance costs was mainly due to the Company's borrowings of RMB1,500,000,000 in April 2013 while the financial advisory services fee was paid to an independent adviser, which is one of the leading financial advisers in the People's Republic of China experienced in project financing, in relation to the provision of advice regarding fund raising solutions to the Company.

This profit warning announcement is made based on the preliminary assessment by the management of the Company with reference to the latest management accounts of the Group and other information currently available to the Company, which have not been confirmed or audited by the Company's auditors. Finalised interim results of the Group and other details will be disclosed in the 2013 interim results announcement to be published by the Company.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

On behalf of the Board
Zhuguang Holdings Group Company Limited
Liao Tengjia
Chairman

Hong Kong, 16 August 2013

As at the date of this announcement, the Board comprises Mr. Liao Tengjia (Chairman), Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (Deputy Chairman and Chief Executive Officer), Mr. Chu Muk Chi (alias Mr. Zhu La Yi) and Mr. Huang Jia Jue as executive Directors and Mr. Leung Wo Ping JP, Mr. Law Shu Sang Joseph and Mr. Wong Chi Keung as independent non-executive Directors.