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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Prospective investors should read the prospectus dated 14 November 2013 (the “Prospectus”) issued by JC Group Holdings Limited (the “Company”) for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

JC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

PLACING

Number of Placing Shares	:	100,000,000 Shares, comprising 70,000,000 New Shares and 30,000,000 Sale Shares
Placing Price	:	Not more than HK\$0.5 per Placing Share and expected to be not less than HK\$0.4 per Placing Share, payable in full upon application, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%
Nominal Value	:	HK\$0.01 per Share
Stock Code	:	8326

Sponsor



TC Capital Asia Limited
天財資本亞洲有限公司

Joint Bookrunners and Joint Lead Managers



Astrum Capital Management Limited
阿仕特朗資本管理有限公司

 **東方滙財證券有限公司**
ORIENT SECURITIES LIMITED



TC Capital Asia Limited
天財資本亞洲有限公司

Printed copies of the Prospectus required by the GEM Listing Rules and the Companies Ordinance are available, for information purposes only, at the offices of (i) TC Capital Asia Limited at Suite 1904, 19th Floor, Tower 6, The Gateway, Harbour City, 9 Canton Road, Kowloon, Hong Kong; (ii) Astrum Capital Management Limited at 11th Floor, 122 QRC, Nos. 122–126 Queen’s Road Central, Central, Hong Kong; and (iii) Orient Securities Limited at Rooms 2801-04, 28th Floor, Dah Sing Financial Centre, No. 108 Gloucester Road, Wan Chai, Hong Kong; during normal office hours from 10:00 a.m. to 5:00 p.m. from 14 November 2013 to and including 19 November 2013 (both dates inclusive).

Pursuant to the Underwriting Agreement, the Company is offering 70,000,000 New Shares for subscription and the Vendor is offering 30,000,000 Sale Shares for sale by way of Placing at the Placing Price, on and subject to the terms and conditions set out in the Prospectus and the Underwriting Agreement. It is expected that the Underwriters, on behalf of the Company, will conditionally place 100,000,000 Placing Shares at the Placing Price to selected individual, professional and institutional investors in Hong Kong.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue, the Placing and any Shares which may fall to be allotted and issued upon the exercise of any options that may be granted under the Share Option Scheme as described in the Prospectus.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus and the Underwriting Agreement.

The Placing is conditional upon the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Placing” in the section headed “Structure and conditions of the Placing” in the Prospectus. If such conditions are not fulfilled or (where applicable) waived in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing shares without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange’s website (www.hkexnews.hk) and the Company’s website (www.jcgroup.hk) on the next Business Day following the date of such lapse.

The Placing Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreement. Prospective investors of the Placing Shares should note that Astrum (for itself and on behalf of the Sponsor and the Underwriters) are entitled to terminate the Underwriting Agreement with immediate effect by giving notice in writing to the Company upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be 21 November 2013.

Subject to the approval of the listing of, and permission to deal in, the Shares in issue and to be issued on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or, under contingent situation, any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price will be not more than HK\$0.5 and is expected to be not less than HK\$0.4. The Placing Price will be fixed by agreement between the Company (for itself and on behalf of the Vendor) and Astrum (for itself and on behalf of the Underwriters) on the Price Determination Date. The Company will not issue temporary documents of title. No receipt will be issued for application monies paid. Share certificates for the Placing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its term prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

The announcement of the Placing Price, the indication of interest in the Placing and the basis of allocation of the Placing Shares will be published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.jcgroup.hk) on or before 20 November 2013.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on 21 November 2013. Shares will be traded in board lots of 5,000 Shares. The stock code for the Shares is 8326.

By Order of the Board
JC Group Holdings Limited
Wu Kai Char
Chairman and Executive Director

Hong Kong, 14 November 2013

As at the date of this announcement, the executive Directors are Mr. Wu Kai Char, Ms. Wong Wai Ling and Mr. Lui Hung Yen; the non-executive Director is Mr. Pan Chik; and the independent non-executive Directors are Mr. Law Yiu Sing, Ms. Yue Chung Sze Joyce and Mr. Chan Wai Hung Clarence.

This announcement, for which the Directors collectively and individually accept full responsibility, 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 and a copy of the Prospectus will remain on the Stock Exchange's website (www.hkexnews.hk). This announcement and a copy of the Prospectus will also be published on the Company's website (www.jcgroup.hk).