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JC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8326)

PROFIT WARNING AND UPDATE ON THE RECENT DEVELOPMENT OF THE GROUP

This announcement is made by the Company pursuant to Rule 17.10(2) of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

PROFIT WARNING

The Board wishes to inform the shareholders of the Company and potential investors that upon a preliminary review on the Group's unaudited consolidated financial statements for the nine months ended 31 December 2013, the Group expects to record a net loss for the nine months ended 31 December 2013 against a profit for the nine months ended 31 December 2012.

UPDATE ON THE RECENT DEVELOPMENT OF THE GROUP

The Board wishes to update the shareholders of the Company and potential investors of the recent development of the Group.

Reference is made to the prospectus of the Company dated 14 November 2013. The Directors originally intended to launch a new Chinese restaurant, namely Pearl Chamber, by the end of first quarter of 2014 in a shopping mall in Yau Tsim Mong District. As the Company cannot reach a final conclusion with the landlord in respect of the rental offers for the premises, such proposal will be postponed. The Company is actively looking for other suitable locations with a view to opening Pearl Chamber by the end of 2014.

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

This announcement is made by JC Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2) of the Rule Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

PROFIT WARNING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company and potential investors that upon a preliminary review on the Group’s unaudited consolidated financial statements for the nine months ended 31 December 2013, the Group expects to record a net loss for the nine months ended 31 December 2013 against a profit for the nine months ended 31 December 2012.

The net loss was mainly attributable to one-off listing expenses incurred in relation to the placing of the shares of the Company, where the Company has successfully listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited on 23 November 2013. In addition, even if the one-off listing expenses are not taken into account, the Group still expects the unaudited profit (without listing expenses) for nine months ended 31 December 2013 will substantially decrease as compared with that of the same period last year, owing to the close down of three restaurants in ifc mall in July 2013. To mitigate the impact of close down of the aforesaid restaurants, the Group has recently launched two restaurants and one café, namely “Mekikinoginji-Okinawa” in Tuen Mun, “Pearl Dining House” in Tsim Sha Tsui, and “a la Folie” in Mongkok. The Board is optimistic that the three new outlets will be able to contribute to the Group in terms of revenue and profit following the continued development of their own brand name and client base.

The Company is still in the process of finalizing its unaudited consolidated financial results for the nine months ended 31 December 2013. Information contained in this announcement is only based on a preliminary assessment of the unaudited consolidated financial statements of the Group and information currently available. It is not based on any data or information being confirmed or reviewed by the Company’s audit committee nor auditors.

Further information and other details of the Group’s financial performance for the nine months ended 31 December 2013 will be announced in the forthcoming third quarterly results announcement in February 2014.

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

Hong Kong, 30 January 2014

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 will remain on the “Latest Company Announcements” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.jcgroup.hk.