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## **JC Group Holdings Limited**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8326)**

### **RESIGNATION OF NON-EXECUTIVE DIRECTOR AND CHANGE OF RESOLUTION IN NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the circular (the “**Circular**”), the notice of annual general meeting (the “**Notice of AGM**”) and the proxy form (the “**Proxy Form**”) of JC Group Holdings Limited (the “**Company**”) dated 27 June 2014 in relation to the annual general meeting of the Company to be held on 31 July 2014 (the “**AGM**”). Unless otherwise stated, capitalized items used in this announcement have the same meanings as those defined in the Circular.

The Board announces that as Mr. Pan Chik (潘稷) (“**Mr. Pan**”) would like to devote more time to pursue his other business commitments, Mr. Pan has given notice of his intention to resign as a non-executive Director with effect from 7 July 2014 as mutually agreed between Mr. Pan and the Company.

Mr. Pan has confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to take this opportunity to express its gratitude to Mr. Pan for his valuable contribution to the Company during his term of office.

In view of Mr. Pan’s resignation, no poll will be counted on the ordinary resolution in relation to Mr. Pan’s re-election (as set out in resolution numbered 3(d) in the Notice of AGM) at the AGM. The Proxy Form shall remain valid in all respects except that no poll will be counted for resolution numbered 3(d) in relation to the re-election of Mr. Pan.

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

Hong Kong, 7 July 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; 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.*

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