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JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

RESULTS OF THE 2014 ANNUAL GENERAL MEETING AND RE-ELECTION OF RETIRING DIRECTORS

The Board is pleased to announce that the Resolutions as set out in the AGM Notice were duly passed at the AGM held on 31 July 2014.

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 27 June 2014 (the “**AGM Notice**”) of JC Group Holdings Limited (the “**Company**”), the circular (the “**Circular**”) of the Company dated 27 June 2014 and the announcement (the “**Announcement**”) of the Company dated 7 July 2014 in relation to, among others, the resignation of Mr. Pan Chik as a non-executive Director. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF AGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that, at the AGM held at Harlan’s, 19th Floor, The One, 100 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on 31 July 2014 at 3:30 p.m., poll voting was adopted for all of the resolutions as set out in the AGM Notice (save for ordinary resolution no. 3(d) below which had been withdrawn and was not applicable) (the “**Resolutions**”).

The Board is pleased to announce that the Resolutions were duly passed by the shareholders of the Company (the “**Shareholders**”) by poll voting at the AGM. The poll results for the Resolutions are as follows.

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditors of the Company for the year ended 31 March 2014	219,840,400 (100%)	0 (0%)	219,840,400
2.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration	219,840,400 (100%)	0 (0%)	219,840,400

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
3.	(a) To re-elect Mr. Wu Kai Char as an executive Director	219,840,400 (100%)	0 (0%)	219,840,400
	(b) To re-elect Ms. Wong Wai Ling as an executive Director	219,840,400 (100%)	0 (0%)	219,840,400
	(c) To re-elect Mr. Lui Hung Yen as an executive Director	219,840,400 (100%)	0 (0%)	219,840,400
	(d) To re-elect Mr. Pan Chik as a non-executive Director	This resolution had been withdrawn as set out in the Announcement.		
	(e) To re-elect Mr. Law Yiu Sing as an independent non-executive Director	219,840,400 (100%)	0 (0%)	219,840,400
	(f) To re-elect Mr. Chan Wai Hung Clarence as an independent non-executive Director	219,840,400 (100%)	0 (0%)	219,840,400
	(g) To re-elect Ms. Yue Chung Sze Joyce as an independent non-executive Director	219,840,400 (100%)	0 (0%)	219,840,400
	(h) To authorize the Board to fix the remunerations of the Directors	219,840,400 (100%)	0 (0%)	219,840,400
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution	219,840,400 (100%)	0 (0%)	219,840,400
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution	219,840,400 (100%)	0 (0%)	219,840,400
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company	219,840,400 (100%)	0 (0%)	219,840,400

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

The Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited was appointed as the scrutineer for the poll voting at the AGM.

Notes:

- (a) The total number of shares of the Company in issue as at the date of the AGM: 400,000,000 shares of HK\$0.01 each. No Shareholder was required to abstain from voting on the Resolutions at the AGM.
- (b) The total number of shares of the Company entitling the holders to attend and vote only against the Resolutions at the AGM: nil.
- (c) The total number of shares of the Company entitling the holders to attend and to vote for or against the Resolutions at the AGM: 400,000,000 shares.

RE-ELECTION OF MR. WU KAI CHAR AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Wu Kai Char as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Wu is one of the founders of the Company and its subsidiaries (the “**Group**”) and was appointed as the executive Director and Chairman of the Board on 2 November 2013. Mr. Wu is responsible for the strategic development and management of the Group’s business and operations.

Mr. Wu has over 20 years of experience in the hotel and restaurant supplies industry in Hong Kong and China. Mr. Wu is a director of Well-In Holdings Limited and Well-In Hotel Supplies Company Limited, a manufacturer and international supplier in food industry that produces fine quality silver and tableware equipment for international hotel chains and restaurant groups. Mr. Wu was the director of Yan Oi Tong (仁愛堂) for the period 1994-1998, a chairman of the Lions Club International Foundation for the period of 1992-1993 (獅子會) and also nominated as the “Top Ten Chinese Entrepreneur” (十大優秀華人企業家) in 2010 by The World Chinese Entrepreneur Association (世界華人企業家協會).

Mr. Wu is father of Ms. Wu Wing Yee, who is the marketing director of the Group.

Save as disclosed above, Mr. Wu does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Wu did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Wu does not have other major appointments and professional qualifications.

Mr. Wu has entered into a director's service contract with the Company for an initial term of three years commencing on 21 November 2013, which may be terminated by either party by giving at least three month's written notice and is entitled to receive a director's remuneration of HK\$1,200,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibility with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Wu as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MS. WONG WAI LING AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Ms. Wong Wai Ling as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. Wong Wai Ling was appointed as a Director on 21 June 2013. She was re-designated as an executive Director and appointed as the Chief Executive Officer on 2 November 2013. She joined the Group on 2 March 2006 and is one of the founders of the Group. Ms. Wong is primarily responsible for the Group's overall corporate strategies, financial management and business development. Ms. Wong has over 8 years of experience in the food and beverage industry since the commencement of business of the Group. Further, Ms. Wong is a certified public accountant with over 20 years of experience in accounting, auditing and taxation.

Ms. Wong received a bachelor of arts degree from the University of Hong Kong in 1983 and a diploma in accounting and finance from the London School of Economics and Political Science, University of London in 1985. Ms. Wong was qualified as an associate of the Association of Chartered Certified Accountants in 1990 and registered as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in 1991. Ms. Wong is now a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Ms. Wong is an independent non-executive director of China Ruifeng Renewable Energy Holdings Limited (stock code: 527), Overseas Chinese Town (Asia) Holdings Limited (stock code: 3366), AVIC International Holdings Limited (stock code: 161) and Yongsheng Advanced Materials Company Limited (Stock code: 3608), all of which are companies whose shares are listed on the Main Board of the Stock Exchange. Ms. Wong also acts as the chairperson of the audit committee of each of these listed companies.

Ms. Wong does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Wong did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Ms. Wong does not have other major appointments and professional qualifications.

Ms. Wong has entered into a director's service contract with the Company for an initial term of three years commencing on 21 November 2013, which may be terminated by either party by giving at least three month's written notice and is entitled to receive a director's remuneration of HK\$1,200,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, her duties and responsibility with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Wong as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. LUI HUNG YEN AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Lui Hung Yen as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Lui joined the Group on 25 June 2010 and was appointed as an executive Director on 2 November 2013. Mr. Lui is responsible for the strategic development and management of the Group's business and operations together with Mr. Wu Kai Char and Ms. Wong Wai Ling.

Mr. Lui serves as a director of Hang Tai Metal Company Limited (恒泰五金有限公司) and Famewell Limited (豐行有限公司) and has been engaged in metal trading business since 1996.

Mr. Lui is now the chairman of Hong Kong Metal Merchants Association (香港五金商業總會). Mr. Lui also takes part in non-governmental organisations. He is the vice president of the Association of the Directors and Former Directors of Yan Oi Tong Limited (仁愛堂歷屆總理聯誼會有限公司), a director of Lions Club of Tuen Mun Limited (香港屯門獅子會有限公司), and a director of Lions Clubs Osteoporosis Education and Research Foundation Limited (國際獅子會骨質疏鬆教育及董事研究基金有限公司). Moreover, Mr. Lui was granted with the Tuen Mun Community Service Award (屯門區社會服務嘉許狀) in January 2013.

Mr. Lui does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Lui did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Lui does not have other major appointments and professional qualifications.

Mr. Lui has entered into a director's service contract with the Company for an initial term of three years commencing on 21 November 2013, which may be terminated by either party by giving at least three month's written notice and is entitled to receive a director's remuneration of HK\$600,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibility with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lui as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. LAW YIU SING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Law Yiu Sing as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Law was appointed as an independent non-executive Director on 2 November 2013. Mr. Law has been a certified practising accountant of the CPA Australia since 2005, a certified public accountant of the Hong Kong Institute of Certified Public Accountants since 2006, and a certified tax adviser of the Taxation Institute of Hong Kong since 2013.

Mr. Law obtained a bachelor's degree of engineering from the Concordia University in Canada in 1990. He later completed a master degree in business administration in the University of Hong Kong in 1999 and completed a master degree of practicing accounting in the Monash University in Australia in 2004. Mr. Law also obtained a graduate diploma in English and Hong Kong law (Common Professional Examination) from the Manchester Metropolitan University in 2009. Mr. Law is also a founding member of the Institute of Accountants Exchange.

Mr. Law has over 20 years of experience in the field of financial and business management. From October 1995 to October 1997, Mr. Law was the general manager in the corporate development department of COSCO Pacific Limited (stock code: 1199), the issued shares of which are listed on the Main Board of the Stock Exchange. From August 2000 to May 2002, Mr. Law was the deputy general manager of business development of China Chengtong Development Group Limited (stock code: 217), the issued shares of which are listed on the Main Board of the Stock Exchange. From January 2003 to November 2004, Mr. Law served as the director of corporate finance and the assistant to the chief financial officer of Capisces International (H.K.) Limited. From January 2006 to January 2007, Mr. Law worked at the Official Receiver's Office as Insolvency Officer II. From February 2007 to March 2009, Mr. Law served as the vice president of Yangtze Capital Management Limited. From July 2009 to July 2010, Mr. Law served as the chief financial officer of Jimei Development Holdings Ltd.

Mr. Law was the Deputy CFO and Treasury Manager of Win Capital Investments Limited, a subsidiary of Brightoil Petroleum (Holdings) Limited (stock code: 933) from April 2014 to July 2014, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange. Mr. Law has been the deputy general manager of Vision Fame International Holdings Limited (stock code: 1315) since 21 July 2014.

Mr. Law does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Law did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Law does not have other major appointments and professional qualifications.

Mr. Law has entered into a director's service contract with the Company for an initial term of two years commencing on 21 November 2013, which may be terminated by either party by giving at least one month's written notice and is entitled to receive a director's remuneration of HK\$100,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibility with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Law as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MS. YUE CHUNG SZE JOYCE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Ms. Yue Chung Sze Joyce as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. Yue was appointed as an independent non-executive Director on 2 November 2013. She obtained a bachelor of arts degree from The University of Hong Kong in November 1993. Ms. Yue worked in Emperor Investment (Management) Ltd. as an executive assistant of chairman's office from August 1999 to February 2010. From January 2011 to May 2012, she was a director of Wealthy Year Investment Limited which traded under the business name of Maia Jewelry Salon in customised diamond jewelry business.

Ms. Yue was a director of Heview Enterprises Limited, a company incorporated in Hong Kong, prior to its dissolution. As confirmed by Ms. Yue, Heview Enterprises Limited was an investment holding company and it was dissolved on 26 August 2005 because it ceased to carry on any business or operation. Its name was thus struck off from the register of companies by the Registrar of Companies of Hong Kong under section 291 of the then Companies Ordinance (currently section 744 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)). Ms. Yue confirms that there was no claim against her during her directorship in Heview Enterprises Limited.

Ms. Yue does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Yue did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Ms. Yue does not have other major appointments and professional qualifications.

Ms. Yue has entered into a director's service contract with the Company for an initial term of two years commencing on 21 November 2013, which may be terminated by either party by giving at least one month's written notice and is entitled to receive a director's remuneration of HK\$100,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, her duties and responsibility with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Yue as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. CHAN WAI HUNG CLARENCE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Chan Wai Hung Clarence as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Chan was appointed as an independent non-executive Director on 2 November 2013. Mr. Chan obtained a certificate in advanced food and beverage service from the Haking Wong Technical Institute in 1984. He obtained a certificate in hotel, catering and institutional operations in 1986 and obtained the higher certificate in hotel, catering and institutional management in 1989 both from the Hong Kong Polytechnic University.

Mr. Chan has over 30 years of experience in the food and beverage industry. From June 1989 to April 1995, Mr. Chan worked in the Grand Hyatt Hong Kong, and his last position was manager at Grand Cafe. From April 1995 to February 2001, Mr. Chan worked in The Royal Garden and his last position was the food & beverage manager and was in charge of the food and beverage department and supervised all the outlet managers. Mr. Chan is currently the club manager of the China Club – Hong Kong.

Mr. Chan does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Chan did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Chan does not have other major appointments and professional qualifications.

Mr. Chan has entered into a director's service contract with the Company for an initial term of two years commencing on 21 November 2013, which may be terminated by either party by giving at least one month's written notice and is entitled to receive a director's remuneration of HK\$100,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibility with the Group.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Chan as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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

Hong Kong, 31 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange 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 Stock Exchange’s website 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.