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JC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8326)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Yue has resigned as an independent non-executive Director and a member of the Audit Committee with effect from 21 August 2014.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chan has been appointed as a non-executive Director and Ms. Kwong has been appointed as an independent non-executive Director with effect from 21 August 2014.

CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE

Following the resignation of Ms. Yue and the appointment of Ms. Kwong as mentioned above, Ms. Kwong has been appointed as a member of the Audit Committee with effect from 21 August 2014.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of JC Group Holdings Limited (the “**Company**”) announces that Ms. Yue Chung Sze Joyce (“**Ms. Yue**”) has resigned as an independent non-executive Director and a member of the audit committee of the Company (the “**Audit Committee**”) with effect from 21 August 2014, due to the need to devote more time to pursue her other business commitments.

Ms. Yue has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Ms. Yue for her valuable contribution to the Company during her tenure of office.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Mr. Chan Kwok Chung

The Board is pleased to announce that Mr. Chan Kwok Chung (陳國忠) (“**Mr. Chan**”) has been appointed as a non-executive Director with effect from 21 August 2014.

Mr. Chan Kwok Chung, aged 33, obtained a certificate in food and beverage supervision issued by the Vocational Training Council in December 2011 and a certificate in food hygiene for hygiene supervisor issued by the Hong Kong Productivity Council in March 2014.

Mr. Chan worked as a junior demi chef from May 2004 to September 2006 and as a demi chef from October 2006 to May 2008 at the banquet kitchen of Hotel Miramar Hong Kong. Mr. Chan worked as chef tournant I at the Seasons Oriental Restaurant of Four Seasons Hotel from August 2008 to January 2010 and was promoted to junior sous chef in January 2010 and held this position until January 2011. From June 2011 to April 2012, Mr. Chan was employed by Peninsula Clubs and Consultancy Services Limited under the capacity of Section Head at Cathay Pacific Lounges. From August 2012 to January 2014, he served as the senior chef de partie in the food and beverage kitchen department of The American Club Hong Kong. Since January 2014, Mr. Chan has been working as the associate director and group chef of Burgerman Group.

Save as disclosed above, Mr. Chan does not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Chan does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

Mr. Chan will enter into a director’s service agreement with the Company for a term of 2 years commencing on 21 August 2014 subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director’s remuneration of Mr. Chan is HK\$120,000 per annum and Mr. Chan will also be entitled to discretionary bonus payment subject to approval of the Board (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to his experience, duties, responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company pursuant to Rule 17.50(2)(w) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Kwong Ka Ki

The Board is pleased to announce that Ms. Kwong Ka Ki (鄺嘉琪) (“**Ms. Kwong**”) has been appointed as an independent non-executive Director with effect from 21 August 2014.

Ms. Kwong, aged 33, obtained a bachelor of arts degree in accounting and finance from the Leeds Metropolitan University in June 2003. Ms. Kwong is a member of The Association of Chartered Certified Accountants since September 2011. Ms. Kwong is currently an audit manager of Union Alpha C.P.A. Limited. Ms. Kwong has over 12 years of experience in auditing, tax, professional accounting and internal control review of licensed brokers. Ms. Kwong was an independent non-executive director of China Financial Leasing Group Limited (stock code: 2312), the shares of which are listed on the Stock Exchange from January 2014 to June 2014.

Save as disclosed above, Ms. Kwong does not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

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

Ms. Kwong will enter into a director’s service agreement with the Company for a term of 2 years commencing on 21 August 2014 subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director’s remuneration of Ms. Kwong is HK\$100,000 per annum (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to her experience, duties, responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company pursuant to Rule 17.50(2)(w) of the GEM Listing Rules and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE

Following the resignation of Ms. Yue and the appointment of Ms. Kwong as mentioned above, Ms. Kwong has also been appointed as a member of the Audit Committee with effect from 21 August 2014.

Upon the above changes, the Audit Committee comprises three independent non-executive Directors, namely Mr. Law Yiu Sing, Mr. Chan Wai Hung Clarence and Ms. Kwong Ka Ki, of whom Mr. Law Yiu Sing is the chairman.

The Board would like to take this opportunity to express its warmest welcome to Mr. Chan and Ms. Kwong.

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

Hong Kong, 21 August 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. Chan Kwok Chung; and the independent non-executive Directors are Mr. Law Yiu Sing, Mr. Chan Wai Hung Clarence and Ms. Kwong Ka Ki.

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 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.