

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

RESIGNATION OF CHIEF OPERATING OFFICER

CHANGE OF COMPOSITION OF THE COMPLIANCE COMMITTEE

The Board announces that with effect from 30 September 2014:

1. Mr. Chow resigned as the Company Secretary, an Authorised Representative and a member of the Compliance Committee; and
2. Mr. Fong resigned as the chief operating officer of the Company and a member of the Compliance Committee.

Following the resignation of Mr. Chow as mentioned above:

1. Mr. Kwok was appointed as the Company Secretary and Mr. Wu was appointed as an Authorised Representative; and
2. Ms. Li was appointed as a member of the Compliance Committee.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The board (the “**Board**”) of directors (the “**Directors**”) of JC Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Chow Chun To (“**Mr. Chow**”) has tendered his resignation as the company secretary of the Company (the “**Company Secretary**”), an authorised representative of the Company (the “**Authorised Representative**”) under Rule 5.24 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and a member of the compliance committee of the Company (the “**Compliance Committee**”) with effect from 30 September 2014, due to the need to devote more time to pursue his other business commitments.

Mr. Chow has confirmed that he does not have any disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the Stock Exchange.

Following the resignation of Mr. Chow as mentioned above, Mr. Kwok Chun Chung (郭振忠) (“**Mr. Kwok**”) had been appointed as the Company Secretary and Mr. Wu Kai Char, the chairman of the Board and an executive Director (“**Mr. Wu**”) had been appointed as an Authorised Representative with effect from 30 September 2014.

Biographical details of Mr. Kwok are set out below:

Mr. Kwok, aged 41, holds a Bachelor of Commerce Degree from The University of Melbourne and a Master of Business (Accounting) Degree from Monash University. Mr. Kwok has been registered as a certified public accountant of the Hong Kong Institute of Certified Public Accountants since July 2008. Mr. Kwok has over 17 years of experience in auditing, tax, professional accounting and company secretarial fields. Mr. Kwok is currently an Audit Manager of a local CPA firm.

RESIGNATION OF CHIEF OPERATING OFFICER

Mr. Fong Chun Hin Daniel (“**Mr. Fong**”) has tendered his resignation as the chief operating officer of the Company and a member of the Compliance Committee with effect from 30 September 2014 due to the need to devote more time to pursue his other business commitments.

Mr. Fong has confirmed that he does not have any disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

In view of the resignation of Mr. Fong, the Board is currently identifying a suitable candidate to fill the office of the chief operating officer of the Company. The Company will make further announcement as and when appropriate.

CHANGE OF COMPOSITION OF THE COMPLIANCE COMMITTEE

Following the resignation of Mr. Chow as mentioned above, Ms. Li Yuen Shan (李婉珊) (“**Ms. Li**”) has been appointed as a member of the Compliance Committee with effect from 30 September 2014.

Ms. Li joined the Company in June 2014 and was appointed as the financial controller of the Group in September 2014. She graduated from the City University of Hong Kong with a Bachelor of Business Administration degree with major in Accountancy in 2003 and has over eight years of professional experience in accounting and auditing. Ms. Li is also a member of the Association of Chartered Certified Accountants.

Upon the above changes, the Compliance Committee comprises three members, namely Ms. Wong Wai Ling, an executive Director, Mr. Chan Wai Hung Clarence, an independent non-executive Director, and Ms. Li, of whom Ms. Wong Wai Ling is the chairman.

The Board would like to express its appreciation for Mr. Chow's and Mr. Fong's contribution to the Company during their tenure of services and welcome Mr. Wu, Mr. Kwok and Ms. Li for their new appointments.

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

Hong Kong, 30 September 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.