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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**

### **APPOINTMENT OF EXECUTIVE DIRECTOR**

#### **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

Mr. Chan has resigned as a non-executive Director with effect from 30 January 2015.

#### **APPOINTMENT OF EXECUTIVE DIRECTOR**

Ms. Chen has been appointed as an executive Director with effect from 30 January 2015.

#### **RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of JC Group Holdings Limited (the “**Company**”) announces that Mr. Chan Kwok Chung (“**Mr. Chan**”) has resigned as a non-executive Director with effect from 30 January 2015 as he would like to devote more time to pursue his other business commitments.

Mr. Chan has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) 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 Mr. Chan for his valuable contribution to the Company during his tenure of office.

## APPOINTMENT OF EXECUTIVE DIRECTOR

### Ms. Chen Chen

The Board is pleased to announce that Ms. Chen Chen (陳晨) (“**Ms. Chen**”) has been appointed as an executive Director with effect from 30 January 2015.

Chen Chen, aged 28, obtained a master’s degree in Science of Marketing from the City University of Hong Kong in 2011. Since September 2012, Ms. Chen has been a research assistant in the department of marketing of the City University of Hong Kong. Ms. Chen will be responsible for the strategic development and business development of the Company and its subsidiaries (the “**Group**”).

Save as disclosed above, Ms. Chen 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. Chen 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 Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Ms. Chen will enter into a director’s service agreement with the Company for a term of 3 years commencing on 30 January 2015 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 fee of Ms. Chen is HK\$600,000 per annum (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to her experience, duties and responsibilities within the Company. Ms. Chen will be entitled to discretionary bonus determined by the Board.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders 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.

The Board would like to take this opportunity to express its warmest welcome to Ms. Chen.

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

Hong Kong, 30 January 2015

*As at the date of this announcement, the executive Directors are Mr. Wu Kai Char, Ms. Wong Wai Ling and Ms. Chen Chen; and the independent non-executive Directors are Ms. Kwong Ka Ki, Mr. Chan Wai Hung Clarence and Mr. Pao Ping Wing.*

*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.*