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JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

CHANGE OF COMPANY SECRETARY RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board announces that with effect from 16 February 2015:

1. Mr. Kwok has resigned as the Company Secretary; and
2. Ms. Kwong has resigned as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee.

Following the resignation of Mr. Kwok and Ms. Kwong as mentioned above:

1. Mr. Wong was appointed as the Company Secretary; and
2. Ms. Au was appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee.

CHANGE OF COMPANY SECRETARY

The board (the “**Board**”) of directors (the “**Directors**”) of JC Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Kwok Chun Chung (“**Mr. Kwok**”) has resigned as the company secretary of the Company (the “**Company Secretary**”), with effect from 16 February 2015, due to the need to devote more time to pursue his other business commitments.

Mr. Kwok 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 of Hong Kong Limited (the “**Stock Exchange**”).

Following the resignation of Mr. Kwok as mentioned above, Mr. Wong Ka Shing (黃嘉盛) (“**Mr. Wong**”) had been appointed as the Company Secretary with effect from 16 February 2015.

Biographical details of Mr. Wong are set out below:

Mr. Wong, aged 36, holds a Bachelor of Arts (Hons) degree in Accounting and Finance from the Leeds Metropolitan University. Mr. Wong is a member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Wong has over 12 years of experience in auditing, taxation and financial management from accounting firms and listed company.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Kwong Ka Ki (“**Ms. Kwong**”) has resigned as an independent non-executive Director, the chairman of the audit committee (the “**Audit Committee**”) and a member of the remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 16 February 2015, due to the need to devote more time to pursue her other business commitments.

Ms. Kwong has confirmed that she does not have any disagreement with the Board and there are no matters relating to her resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Au Man Yi

The Board is pleased to announce that Ms. Au Man Yi (歐敏誼) (“**Ms. Au**”) has been appointed as an independent non-executive Director with effect from 16 February 2015.

Ms. Au, aged 31, holds a bachelor’s degree in accountancy and a master’s degree in corporate governance from The Hong Kong Polytechnic University. She is a member of the Hong Kong Institute of Certified Public Accountants, an associate member of The Hong Kong Institute of Chartered Secretaries and also an associate member of The Institute of Chartered Secretaries And Administrators.

Ms. Au has over 9 years of experience in auditing, financial reporting and financial management. Since September 2013, Ms. Au has been the chief financial officer of Long Success International (Holdings) Ltd (stock code: 8017), the shares of which are listed on the Growth Enterprise Market of the Stock Exchange.

Save as disclosed above, Ms. Au 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. Au 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. Au will enter into a director's service agreement with the Company for a term of 2 years commencing on 16 February 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. Au 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 and responsibilities within the Company.

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 express its appreciation for Mr. Kwok's and Ms. Kwong's contribution to the Company during their tenure of services and also take this opportunity to express its warmest welcome to Mr. Wong and Ms. Au for their new appointments.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

Following the resignation of Ms. Kwong as mentioned above, Ms. Au has been appointed as the chairman of the Audit Committee and a member of the Remuneration Committee with effect from 16 February 2015.

Upon the above changes:

1. the Audit Committee comprises three members, namely Mr. Chan Wai Hung, Clarence and Mr. Pao Ping Wing, both being independent non-executive Directors and Ms. Au, of whom Ms. Au is the chairman; and
2. the Remuneration Committee comprises three members, namely Mr. Chan Wai Hung, Clarence, Mr. Pao Ping Wing and Ms. Au, of whom Mr. Pao Ping Wing is the chairman.

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

Hong Kong, 16 February 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. Au Man Yi, 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.