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JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 31 JULY 2015

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 2015.

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 30 June 2015 (the “**AGM Notice**”) of JC Group Holdings Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company dated 30 June 2015. 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 2015 at 4:00 p.m., poll voting was adopted for all of the resolutions as set out in the AGM Notice.

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 and consider 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 2015	114,795,500 (100%)	0 (0%)	114,795,500
2.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration	114,795,500 (100%)	0 (0%)	114,795,500
3.	(a) To re-elect Ms. Chen Chen as an executive Director and the Board be authorised to fix her Director’s remuneration	114,795,500 (100%)	0 (0%)	114,795,500
	(b) To re-elect Mr. Chan Wai Hung Clarence as an independent non-executive Director and the Board be authorised to fix his Director’s remuneration	114,795,500 (100%)	0 (0%)	114,795,500
	(c) To re-elect Mr. Pao Ping Wing as an independent non-executive Director and the Board be authorised to fix his Director’s remuneration	114,790,500 (100%)	0 (0%)	114,790,500
	(d) To re-elect Ms. Au Man Yi as an independent non-executive Director and the Board be authorised to fix her Director’s remuneration	114,795,500 (100%)	0 (0%)	114,795,500
	(e) To authorize the Board to fix the remunerations of the Directors	114,795,500 (100%)	0 (0%)	114,795,500
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	114,795,500 (100%)	0 (0%)	114,795,500
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	114,795,500 (100%)	0 (0%)	114,795,500
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	114,795,500 (100%)	0 (0%)	114,795,500

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.
- (d) None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

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

Hong Kong, 31 July 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.