

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.

This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement (the “**Announcement**”) of JC Group Holdings Limited (the “**Company**”) dated 3 August 2015 in relation to the appointments of executive Director and non-executive Director. Unless otherwise defined, capitalization terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Company wishes to clarify that, Ms. Shen, an executive Director of the Company, holds 1 share in the issued share capital of Rise Triumph Limited (“**Rise Triumph**”), representing 1% of the total issued share capital of Rise Triumph. As at the date of the Announcement, Rise Triumph holds 90,780,000 shares (the “**Shares**”), representing approximately 22.7% of the total issued share capital of the Company, and therefore is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”). Accordingly, as at the date of the Announcement, Ms. Shen was deemed to be interested in 907,800 Shares, representing approximately 0.23% of the total issued share capital of the Company.

As at the date of this announcement, Ms. Shen is still interested in 907,800 Shares. Save as disclosed herein and in the Announcement, there is no other information in relation to Ms. Shen that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules. The Board is not aware of any other matter in relation to her appointment that needs to be brought to the attention of the shareholders of the Company.

Save as disclosed in this announcement, the remaining contents of the Announcement remain unchanged.

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

Hong Kong, 11 August 2015

As at the date of this announcement, the executive Directors are Mr. Wu Kai Char, Ms. Wong Wai Ling, Ms. Chen Chen and Ms. Shen Meng Hong; the non-executive Director is Mr. Kwok Chun Chung; and the independent non-executive Directors are Mr. Chan Wai Hung Clarence, Mr. Pao Ping Wing and Ms. Au Man Yi.

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.