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JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

INSIDE INFORMATION DISPOSAL OF SHARES BY THE CONTROLLING SHAREHOLDER

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of JC Group Holdings Limited (the “**Company**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The Board was informed by Victory Stand International Limited (“**Victory Stand**”), the controlling shareholder of the Company interested in 121,000,000 shares of the Company (the “**Shares**”) (representing 30.25% of the issued share capital of the Company) before the Disposal (as defined below), that it had disposed of an aggregate of 18,000,000 Shares (representing 4.5% of the issued share capital of the Company) off the market to a third party independent of and not connected with the Company and its connected person (as defined in the GEM Listing Rules) on 18 August 2015 (the “**Disposal**”).

Immediately following the Disposal, Victory Stand holds 103,000,000 Shares (representing 25.75% of the issued share capital of the Company) and has ceased to be the controlling shareholder but will continue to be a substantial shareholder of the Company.

The Board does not expect that the reduction of shareholding of Victory Stand in the Company as a result of the Disposal will have any material adverse effect on the operations of the Company.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 19 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.