

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.



JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

INSIDE INFORMATION ISSUE OF PROMISSORY NOTE

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).

On 9 September 2015, after trading hours, Glory Kind Development Limited (a direct wholly-owned subsidiary of the Company) (“**Glory Kind**”) issued a promissory note to a third party independent from and not connected with the Company and its connected person (as defined in the GEM Listing Rules) with an aggregate principal amount of HK\$36,000,000 (the “**Promissory Note**”). The Promissory Note bears an interest rate of 4% per annum for a term of 2 years. The principal terms of the Promissory Note are set out hereunder:

Issuer:	Glory Kind
Noteholder:	a third party independent from and not connected with the Company and its connected person (as defined in the GEM Listing Rules)
Principal amount:	HK\$36,000,000
Interest:	Four per cent (4%) per annum
Terms of repayment:	The principal amount under the Promissory Note together with interest accrued thereon shall be paid by Glory Kind to the holder of the Promissory Note upon the expiry of a 2-year period after the date of issue of the Promissory Note

- Early repayment: Glory Kind shall have the right at any time to redeem the whole or part of the outstanding Promissory Note provided that Glory Kind shall have given to the holder of the Promissory Note at least three (3) business days' notice of its intention to make such early repayment, specifying the amount to be so repaid
- Security: The Promissory Note is secured by a charge on all the issued share capital of Glory Kind held by the Company
- Transferability: The Promissory Note is not transferable or assignable

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

Hong Kong, 9 September 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.

This announcement will remain on the "Latest Company Announcements" page of the website of the Growth Enterprise Market at www.hkgem.com for at least 7 days from the date of its posting and be posted on the website of the Company at www.jcgroup.hk.