

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)**APPENDIX 5****FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET****Case Number:** _____

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Company name: JC Group Holdings Limited**Stock code (ordinary shares):** 8326

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 21 November 2015.....

A. General**Place of incorporation:** Cayman Islands**Date of initial listing on GEM:** 21 November 2013**Name of Sponsor(s):** TC Capital Asia Limited**Names of directors:**
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)
Executive directors:
WU Kai Char
WONG Wai Ling
SHEN Meng Hong
WU Jian Nong
XU Shui Sheng**Independent non-executive directors:**
AU Man Yi
PAO Ping Wing
YUAN Haiyang

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Number of shares of HK\$0.01 each in the share capital of the Company ("Shares")	Approximate percentage of issued Shares
Name		
Victory Stand International Limited	103,000,000 <i>(Note 1)</i>	25.75%
Mr. Zhang Fuzhu	103,000,000 <i>(Note 1)</i>	25.75%
Rise Triumph Limited	111,850,000 <i>(Note 2)</i>	27.96%
Mr. Wu Jiannong	111,850,000 <i>(Note 2)</i>	27.96%

Note:

1. *These 103,000,000 Shares are held by Victory Stand International Limited ("Victory Stand"). Each of Mr. Zhang Fuzhu ("Mr. Zhang"), Mr. Wu Kai Char ("Mr. Wu"), Ms. Wong Wai Ling ("Ms. Wong") and Mr. Lui Hung Yen ("Mr. Lui") beneficially owns 41.99%, 31.89%, 17.41% and 8.71% of the issued share capital of Victory Stand. Mr. Zhang is deemed, or taken to be, interested in all the Shares held by Victory Stand for the purpose of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO"). Each of Mr. Wu and Ms. Wong is a director of Victory Stand.*
2. *These 111,850,000 Shares are held by Rise Triumph Limited. Mr. Wu Jiannong beneficially owns 96% of the issued share capital of Rise Triumph Limited. Mr. Wu Jiannong is deemed, or taken to be, interested in all the Shares held by Rise Triumph Limited for the purpose of the SFO. Mr. Wu Jiannong is a director of Rise Triumph Limited.*

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: [N/A](#)

Financial year end date: [31 March](#)

Registered address: [Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands](#)

Head office and principal place of business: [14th Floor, TAL Building, 45-53 Austin Road, Tsim Sha Tsui, Kowloon, Hong Kong](#)

Web-site address (if applicable): www.jcgroup.hk

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Share registrar: Principle share registrar and transfer office:
 Appleby Trust (Cayman) Ltd.
 Clifton House, 75 Fort Street
 PO Box 1350, Grand Cayman
 KY1-1108
 Cayman Islands

Hong Kong branch share registrar and transfer office:
 Union Registrars Limited
 A18/F., Asia Orient Tower
 Town Place
 33 Lockhart Road
 Wanchai
 Hong Kong

Auditors: HLB Hodgson Impey Cheng Limited
 31/F, Gloucester Tower, The Landmark
 11 Pedder Street, Central
 Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

C. Ordinary shares

Number of ordinary shares in issue: 400,000,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 5,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

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Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

WU Kai Char

WONG Wai Ling

SHEN Meng Hong

WU Jian Nong

XU Shui Sheng

AU Man Yi

PAO Ping Wing

YUAN Haiyang

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NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*