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JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

INSIDE INFORMATION IN RELATION TO PLACING OF NEW SHARES UNDER GENERAL MANDATE

This announcement is made by the Company pursuant to Rule 17.10 of 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 (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of JC Group Holdings Limited (the “**Company**”) dated 30 November 2015, 11 December 2015 and 28 December 2015 respectively (the “**Announcements**”) in relation to, among other things, the placing of up to 50,000,000 new shares of the Company under the general mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless stated otherwise.

The board of directors (“**Board**”) of the Company would like to inform the shareholders of the Company and potential investors that the Company has received a ruling (the “**Ruling**”) from the Stock Exchange of Hong Kong Limited (the “**HKEx**”) on 12 January 2016 concerning the Placing. The Ruling states that the HKEx considers that the Company would become a cash company under GEM Listing Rule 19.82 upon the completion of the Placing; and that it would be inappropriate to grant the listing approval of the Placing Shares.

The Board is currently in the process of seeking professional advice as to whether to review the Ruling under GEM Listing Rule 4.06(1).

WARNING NOTICE

Shareholders and potential investors should exercise caution when dealing in the shares of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

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

Hong Kong, 12 January 2016

As at the date of this announcement, the executive Directors are Mr. Wu Kai Char, Ms. Wong Wai Ling, Ms. Shen Meng Hong, Mr. Wu Jian Nong and Mr. Xu Shui Sheng; and the independent non-executive Directors are Ms. Au Man Yi, Mr. Pao Ping Wing and Mr. Yuan Haiyang.

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 Stock Exchange’s website (www.hkexnews.hk) for 7 days from the date of its posting and will also be published on the Company’s website (www.jcgroup.hk).