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JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

PROPOSED CHANGE OF COMPANY NAME PROPOSED CHANGE IN BOARD LOT SIZE AND CHANGE OF AUTHORISED REPRESENTATIVES

Financial Adviser to the Company



**WALLBANCK BROTHERS
Securities (Hong Kong) Limited**

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “JC Group Holdings Limited” to “Tonking New Energy Group Holdings Limited” and to adopt the Chinese name as “同景新能源集團控股有限公司”.

The proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders to approve the proposed Change of Company Name at the EGM and the new name being entered in the Register of Companies by the Registrar of Companies in the Cayman Islands.

PROPOSED CHANGE IN BOARD LOT SIZE

The Shares are currently traded in the board lot of 5,000 Shares each. The Board proposes to change the board lot size for trading on the Stock Exchange from 5,000 Shares each to 1,000 Shares each.

CHANGE OF AUTHORISED REPRESENTATIVES

The Board announces that Mr. Cheng, the company secretary of the Company, and Ms. Shen, an executive Director of the Company, will be appointed as the Authorised Representatives of the Company in place of Ms. Wong and Mr. Wu, pursuant to Rule 5.24 of the GEM Listing Rules, with effect from 2 February 2016.

GENERAL

The proposed Change of Company Name is subject to Shareholders' approval at the EGM and no Shareholders are required to abstain from voting on the resolution in relation to the proposed Change of Company Name. A circular containing, among other things, details regarding the proposed Change of Company Name and a notice convening the EGM is expected to be dispatched to the Shareholders on or before Monday, 29 February 2016.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "JC Group Holdings Limited" to "Tonking New Energy Group Holdings Limited" and to adopt the Chinese name as "同景新能源集團控股有限公司".

Conditions for the Change of Company Name

The Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the Change of the Company Name and the new name being entered in the Register of Companies by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name of the Company on the Register of Companies maintained by the Registrar of Companies in the Cayman Islands. Upon the Change of Company Name becoming effective, the Company will comply with the necessary filing procedures in Hong Kong.

Reasons for the Change of Company Name

The Company now focuses on its new energy business, which includes, among others, research and development of solar power technology, operation and construction of solar power station, EPC (Engineering, Procurement and Construction) business and sales of solar mounting and tracking system materials. The Board considers that the new English name as “Tonking New Energy Group Holdings Limited” and the Chinese name as “同景新能源集團控股有限公司” can more accurately reflect the business focus of the Group. The new name will also give the potential investors of the Company and the Shareholders a more defined corporate image and identity which will be in the interests of the Company.

The Board considers that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects on the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders. All existing share certificates for the Shares in issue bearing the existing name of the Company will, after the Change of Company Name has become effective, continue to be effective and as evidence of title to the Shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. New share certificates for the Shares bearing new name of the Company will be issued to replace the existing share certificates for the Shares.

PROPOSED CHANGE IN BOARD LOT SIZE

Proposed Change in Board Lot Size

As at the date of this announcement, the Shares are currently traded in the board lot of 5,000 Shares each. The Board proposes to change the board lot size for trading on the Stock Exchange from 5,000 Shares each to 1,000 Shares each.

Effects of the Change in Board Lot Size

The Change in Board Lot Size will not be expected to result in any odd lots other than those that already exist.

Save for the expenses incurred by the Company in implementing the Change in Board Lot Size, the implementation of the Change in Board Lot Size will not, by themselves, alter the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders. The Board considers that the Change in Board Lot Size will not have any material adverse effect on the financial position of the Company and its subsidiaries.

As at the date of this announcement, the Company does not have any option outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

Arrangement on odd lot trading

In order to alleviate the difficulties arising from the existence of odd lots of the Shares as a result of the Change In Board Lot Size of the Shares, the Company has appointed Shenwan Hongyuan Securities (Hong Kong) Limited as an agent to provide matching services on a best effort basis to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares between 9:00 a.m. and 4:00 p.m. during the period from Friday, 26 February 2016 to Thursday, 17 March 2016, both dates inclusive. Holders of the Shares in odd lots represented by the existing share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full new board lot may directly or through their brokers contact Mr. William Wong or Ms. Erica Xu of Shenwan Hongyuan Securities (Hong Kong) Limited at 19/F, 28 Hennessy Road, Admiralty, Hong Kong (telephone number (852) 2509 8459 or (852) 2509 8307 respectively) during office hours (i.e. 9:00 a.m. to 5:30 p.m.) within such period.

Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

Free exchange of share certificates

Shareholders may submit their existing share certificates to the Share Registrar at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, in exchange for the new share certificates free of charge during office hours (i.e. 9:00 a.m. to 4:00 p.m.) from Friday, 12 February 2016 to Monday, 21 March 2016 (both dates inclusive). Thereafter, existing share certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued or each existing share certificate submitted, whichever number of share certificate involved is higher. It is expected that the new share certificates will be available for collection from the Share Registrar by the Shareholders within 10 business days from delivery of the existing share certificates to the Share Registrar for exchange purpose. With effect from Friday, 26 February 2016, share certificates will be issued in board lot of 1,000 Shares each (except for odd lots or where the Share Registrar is otherwise instructed). All existing share certificates will continue to be good evidence of legal title to such Shares and continue to be valid for delivery, trading and settlement purposes. Save and except for the change in the number of Shares for each board lot, the new share certificates will have the same format and colour as the existing share certificates.

Reasons for the Change in Board Lot Size

The Board believes that the reduced amount for investing in a board lot of the Shares as a result of the Change in Board Lot Size will improve the liquidity in the trading of the Shares of the Company, thereby enabling the Company to attract more investors and broaden its Shareholders' base. The Board is of the opinion that the Change in Board Lot Size is in the interests of the Company and the Shareholders as a whole.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Change In Board Lot Size of the Shares, all times and dates refer to Hong Kong local times and dates:

First day of free exchange of existing share certificates in board lot of 5,000 Shares each for new share certificates in board lot of 1,000 Shares each.....	Friday, 12 February 2016
Last day for trading of Shares in board lot of 5,000 Shares each in the original counter	Thursday, 25 February 2016
Effective date of the change in board lot size from 5,000 Shares each to 1,000 Shares each.....	Friday, 26 February 2016
Original counter for trading in Shares in board lot of 5,000 Shares each becomes a counter for trading in the Shares in board lot of 1,000 Shares each.....	9:00 a.m. Friday, 26 February 2016
Temporary counter for trading in the Shares in board lot of 5,000 Shares each opens	9:00 a.m. Friday, 26 February 2016
First day of parallel trading in the Shares (in board lot of 5,000 Shares each and board lot of 1,000 Shares each)	9:00 a.m. Friday, 26 February 2016
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lot of Shares	9:00 a.m. on Friday, 26 February 2016
Temporary counter for trading in the Shares in board lot of 5,000 Shares each closes	4:00 p.m. Thursday, 17 March 2016
Parallel trading in the Shares in board lot of 5,000 Shares each and board lot of 1,000 Shares each ends.....	4:00 p.m. Thursday, 17 March 2016

Designated broker ceases to stand in
the market to provide matching services for
sale and purchase of odd lot of Shares 4:00 p.m. on Thursday,
17 March 2016

Last day for free exchange of existing share certificates in board
lot of 5,000 Shares each for new share certificates
in board lot of 1,000 Shares each..... 4:00 p.m. Monday, 21 March 2016

CHANGE OF AUTHORISED REPRESENTATIVES

The Board announces that, due to re-allocation of duties, (i) each of Ms. Wong and Mr. Wu will cease to act as the Authorised Representatives of the Company; and (ii) each of Mr. Cheng and Ms. Shen will be appointed as the Authorised Representatives of the Company in place of Ms. Wong and Mr. Wu pursuant to Rule 5.24 of the GEM Listing Rules with effect from 2 February 2016.

Mr. Cheng, a Hong Kong resident, is an associate member of the Hong Kong Institute of Certified Public Accountants and an associate member of Hong Kong Institute of Chartered Secretaries. He has obtained a Master of Business Administration from Macquarie University of Sydney, Australia and has extensive experience in handling corporate secretarial matters.

Ms. Shen is a qualified People's Republic of China senior accountant and obtained a Master of Business Administration from the Hong Kong Finance and Economics College in 2008. Ms. Shen was engaged in the compact fluorescent lamp industry and the new energy industry and had accumulated a wealth of experience in financial management.

The Board would like to take this opportunity to express its gratitude to both Mr. Wu and Ms. Wong for their valuable contributions to the Group during their tenure of service and congratulate both Ms. Shen and Mr. Cheng on their new appointments.

GENERAL

An EGM will be convened for the Shareholders to consider, and if thought fit, to approve the proposed Change of Company Name.

The circular containing, inter alia, details of the proposed Change of Company Name, and together with the notice convening the EGM, will be dispatched to the Shareholders on or before Monday, 29 February 2016.

DEFINITIONS

In this announcement, unless the context other requires, the following words and expressions shall have the meaning ascribed to them below:

“Authorized Representative”	authorized representative pursuant to Rule 5.24 of the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	the day on which banks in Hong Kong are open for business (except Saturdays and Sundays)
“Change in Board Lot Size”	the change in the board lot size for trading in the ordinary shares of the Company from 5,000 Shares each to 1,000 Shares each
“Change of Company Name”	the change of the English name of the Company from “JC Group Holdings Limited” to “Tonking New Energy Group Holdings Limited” and adopt the Chinese name as “同景新能源集團控股有限公司”
“Company”	JC Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Mr. Cheng”	Mr. Cheng Man For, the newly appointed Authorized Representative of the Company with effect from 2 February 2016, and the company secretary of the Company

“Ms. Shen”	Ms. Shen Meng Hong, the newly appointed Authorized Representative of the Company with effect from 2 February 2016, and an executive Director of the Company
“Ms. Wong”	Ms. Wong Wai Ling, the former Authorized Representative of the Company, and an executive Director of the Company
“Mr. Wu”	Mr. Wu Kai Char, the former Authorized Representative of the Company, and Chairman and executive Director of the Company
“Share(s)”	share(s) with a par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Share Registrar”	Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 2 February 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)