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JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE NOMINATION COMMITTEE, MEMBER OF AUDIT COMMITTEE, COMPLIANCE COMMITTEE AND REMUNERATION COMMITTEE

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE NOMINATION COMMITTEE, MEMBER OF AUDIT COMMITTEE, COMPLIANCE COMMITTEE AND REMUNERATION COMMITTEE

The Board announces that Mr. Yuan Haiyang has resigned as an independent non-executive Director, the chairman of the Nomination Committee, and a member of each of the Audit Committee, the Compliance Committee and the Remuneration Committee of the Company with effect from 5 February 2016.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE NOMINATION COMMITTEE, MEMBER OF AUDIT COMMITTEE, COMPLIANCE COMMITTEE AND REMUNERATION COMMITTEE

The Board announces that Ms. Wang Xiaoxiong has been appointed as an independent non-executive Director, the chairman of the Nomination Committee, a member of each of the Audit Committee, the Compliance Committee and the Remuneration Committee of the Company with effect from 5 February 2016.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE NOMINATION COMMITTEE, MEMBER OF AUDIT COMMITTEE, COMPLIANCE COMMITTEE AND REMUNERATION COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”) of JC Group Holdings Limited (the “**Company**”) announces that Mr. Yuan Haiyang (袁海洋) (“**Mr. Yuan**”) had resigned as an independent non-executive Director, the chairman of the Nomination Committee, a member of each of the Audit Committee, the Compliance Committee and the Remuneration Committee of the Company with effect from 5 February 2016, due to the need to devote more time to pursue his other personal development.

Mr. Yuan has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Yuan for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE NOMINATION COMMITTEE, MEMBER OF AUDIT COMMITTEE, COMPLIANCE COMMITTEE AND REMUNERATION COMMITTEE

The Board is pleased to announce that Ms. Wang Xiaoxiong (王肖雄) (“**Ms. Wang**”) had been appointed as an independent non-executive Director, the chairman of the Nomination Committee, a member of each of the Audit Committee, the Compliance Committee and the Remuneration Committee of the Company with effect from 5 February 2016.

Ms. Wang, aged 56, holds a Postgraduate Diploma in Accounting from the Hangzhou Electronic Science and Technology University (杭州電子科技大學) and a Diploma in Legal Studies from the Zhejiang Radio & TV University Jiangshan Branch School (浙江廣播電視大學江山分校). Since 2003 Ms. Wang is a certified tax agent (註冊稅務師) of the Certified Tax Agent Management Centre of Zhejiang (浙江省註冊稅務師管理中心) and since 2004 an internal auditor (內部審計師) of the Professional Credentials for Internal Auditors. Moreover, she was granted the title of senior accountant by the Commission of Personnel of Zhejiang (浙江省事廳) in 2004 and has qualified as a certified accountant (註冊會計師資格) of the Chinese Institute of Certified Public Accountants in 2008.

Save as disclosed above, Ms. Wang does not hold any position with the Company and other members of the Company immediately before her present appointment and did not hold any directorship in other public listed companies in the past three years.

Ms. Wang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Wang had entered into a director's service agreement with the Company for a fixed term of 3 years commencing on 5 February 2016 subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director's remuneration of Ms. Wang is HK\$70,000 per annum (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to her experience, duties, responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders pursuant to Rule 17.50(2)(w) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "**GEM Listing Rules**") and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board would like to express its warmest welcome to Ms. Wang for joining the Company.

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

Hong Kong, 11 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 Ms. Wang Xiaoxiong.

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).