

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in JC Group Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**JC Group Holdings Limited**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8326)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Financial Adviser to the Company**



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

---

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at Rooms 903-905, 9/F, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong on Tuesday, 22 March 2016 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

23 February 2016

---

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET**

---

### **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Notice of EGM</b> .....	EGM-1

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Announcement”	the announcement of the Company dated 2 February 2016 in relation to, among other things, the Proposed Change of Company Name
“Board”	the board of Directors
“Company”	JC Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on Tuesday, 22 March 2016 at 11:00 a.m. for the Shareholders to consider and, if thought fit, approve, among other things, the Proposed Change of Company Name
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposed 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”
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“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

---

## LETTER FROM THE BOARD

---



### **JC Group Holdings Limited**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8326)**

*Executive Directors:*

Mr. Wu Kai Char (*Chairman*)  
Mr. Wu Jian Nong (*Vice Chairman*  
*and Chief Executive Officer*)  
Ms. Wong Wai Ling  
Ms. Shen Meng Hong  
Mr. Xu Shui Sheng

*Registered Office:*

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Independent non-executive Directors:*

Ms. Au Man Yi  
Mr. Pao Ping Wing  
Ms. Wang Xiaoxiong

*Head Office and Principal Place  
of Business in Hong Kong:*

14th Floor, TAL Building  
45-53 Austin Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

23 February 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement of the Company. The purpose of this circular is to provide you with, among other matters, further details regarding the Proposed Change of Company Name. A notice of the EGM is set out on pages EGM-1 to EGM-2 in this circular.

---

## LETTER FROM THE BOARD

---

### **PROPOSED CHANGE OF COMPANY NAME**

As disclosed in the Announcement in relation to, among other things, the Change of Company Name, the Board proposed 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 Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of 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 above conditions, the Proposed Change of Company Name will take effect from the date of entry of the new English name of the Companies on the Registrar 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 Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **Effects of the Change of Company Name**

The Proposed 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. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new

---

## LETTER FROM THE BOARD

---

name of the Company. Should the Change of Company Name become effective, any new certificates of securities will be issued only in the new name and new Chinese name of the Company adopted for identification purpose only.

Further announcements will be made by the Company in due course to inform the Shareholders of the results of the EGM and the new stock short name of the Company for trading in the Shares on the Stock Exchange after the Proposed Change of Company Name becomes effective.

### **EGM**

A notice convening the EGM to be held at Rooms 903-905, 9/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 22 March 2016 at 11:00 a.m. for the purpose of considering, and if thought fit, approving the Proposed Change of Company Name is set out on pages EGM-1 and EGM-2 of this circular.

The special resolution proposed to be approved at the EGM will be taken by poll. As no Shareholder has a material interest in the Change of Company Name which is different from that of the other Shareholders, no Shareholder is required to abstain from voting at the EGM to approve the Proposed Change of Company Name.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch Share Registrar and transfer office in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### **RESPONSIBILITY STATEMENT**

This circular, 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 circular 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 circular misleading.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Board consider that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM to approve the Proposed Change of Company Name.

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

---

## NOTICE OF EGM

---



### **JC Group Holdings Limited**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8326)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of JC Group Holdings Limited (the “Company”) will be held at Rooms 903-905, 9/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 22 March 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment the following resolution of the Company:

#### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of the Companies in the Cayman Islands being obtained, the English name of the Company be changed 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”, and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she/they consider necessary, desirable or expedient for the implementation of and giving effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 23 February 2016

*As at the date of this notice, 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.*

*Notes:*

- (a) A Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and to vote instead of him/her. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote in his/her stead.

---

## NOTICE OF EGM

---

- (b) Where there are joint registered holders of any share, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (c) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (d) Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
- (e) Pursuant to the GEM Listing Rules, any voting on the resolutions at the EGM will be taken by poll.