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JC Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8326)

VOLUNTARY ANNOUNCEMENT ESTABLISHMENT OF INDIRECT WHOLLY-OWNED SUBSIDIARIES CONCERNING RENEWABLE ENERGY BUSINESS

This announcement is made by JC Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to keep shareholders and potential investors of the Company informed of the Group’s latest business development.

The board of directors (the “**Directors**”) of the Company is pleased to announce that Tonking New Energy Technology (Shanghai) Limited* (同景新能源科技(上海)有限公司) (“**Tonking Shanghai**”), an indirect wholly-owned subsidiary of the Company, has established five direct wholly-owned subsidiaries within the period from November 2015 to February 2016, namely Jiang Shan Shi Tong Jing Guang Fu Limited* (江山市同景光伏有限公司), Jin Zhai Xian Tong Jing New Energy Limited* (金寨縣同景新能源有限公司), Horqin Left Back Banner Tong Jing New Energy Limited* (科爾沁左翼后旗同景新能源有限公司), Nan Zhang Xian Tong Jing New Energy Limited* (南漳縣同景新能源有限公司), and Hong Ze Tong Jing New Energy Limited* (洪澤同景新能源有限公司) (collectively, the “**Subsidiaries**”) for the purpose of strengthening the Group’s business operation in the renewable energy business.

REASONS FOR AND BENEFITS OF ESTABLISHING THE SUBSIDIARIES

The Group is principally engaged in the renewable energy business in the People’s Republic of China (the “**PRC**”) and the operation and management of restaurants and cake shops in Hong Kong.

Tonking Shanghai, a company incorporated in the PRC with limited liability, is principally engaged in the renewable energy business activities concerning research and development of solar power technology, the EPC (Engineering, Procurement and Construction) business and sales of photovoltaic mounting and tracking system materials.

The Directors are of the view that the renewable energy business activities will diversify the Group's businesses to reduce the reliance upon existing food and beverages business and broaden its revenue base.

In recent years, there has been a rapid increase in demand for renewable energy in the PRC. Taking into account the growth potential of renewable energy business, the Directors consider that the formation of the Subsidiaries will facilitate the growth of the Group's renewable energy business by increasing the Group's presence in the renewable energy market and enhance the profitability of the Group in the long run. Accordingly, the Directors are of the view that the formation of the Subsidiaries is in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE COMPANY

The Group is principally engaged in the renewable energy business in the PRC and the operation and management of restaurants and cake shops in Hong Kong.

INFORMATION ON TONKING SHANGHAI

Tonking New Energy Technology (Shanghai) Limited* (同景新能源科技(上海)有限公司), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, was incorporated in November 2015.

According to the 2015 third quarterly report of the Group dated 4 February 2016, the Group has entered into several contracts with independent third parties concerning the renewable energy business during November and December 2015, thereby the Group secured contracting order of a 20MW solar project, 30MW sales and installation order of intelligent tracking photovoltaic mounting brackets and 6MW project order in relation to permitted grid connection of agricultural photovoltaic power station.

Reference is made to a voluntary announcement of the Company dated 26 February 2016 concerning the solar project orders, the Group, through Tonking Shanghai, has entered into two contracts in February 2016 with independent third parties concerning the renewable energy business, thereby the Group entered into (i) a contract with 寶豐集團有限公司 for the sales and installation of solar tracking system for the entire 700MWp agricultural intelligent photovoltaic power station of 寶豐集團有限公司 located in Ningxia Hui Autonomous Region, the PRC; and (ii) a contract entered into with Elion Resources Group in Inner Mongolia for the engineering, procurement and construction of a combination project of a 20 MWp photovoltaic power station and desert agriculture project inside the grounds of the said power station.

INFORMATION ON THE SUBSIDIARIES

Jiang Shan Shi Tong Jing Guang Fu Limited* (江山市同景光伏有限公司), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, is principally engaged in the renewable energy business activities concerning research and development of solar power technology, EPC (Engineering, Procurement and Construction) business and sales of photovoltaic mounting and tracking system materials. Its registered address is No. 17-1, Kai Yuan Road, Shan Hai Cooperation Zone, Jiang Shan Economic Development District, Quzhou City, Zhe jiang Province, China* (中國浙江省衢州市江山經濟開發區山海協作區開源路17-1號).

Jin Zhai Xian Tong Jing New Energy Limited* (金寨縣同景新能源有限公司), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, is principally engaged in the renewable energy business activities concerning research and development of solar power technology and agricultural development for the development of agricultural photovoltaic power station project. Its registered address is Xiao Nanjing Village, Mui Shan Town, Jian Zhai Xian, China* (中國金寨縣梅山鎮小南京村).

Horqin Left Back Banner Tong Jing New Energy Limited* (科爾沁左翼后旗同景新能源有限公司), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, is principally engaged in the renewable energy business activities concerning solar power technology, research and development of solar power technology and sales of solar power equipment and accessories, and agricultural development for the development of agricultural photovoltaic power station project. Its registered address is Middle Part of Ma La Qin Road, Gan Qi Ka Town, Horqin Left Back Banner, China* (中國科爾沁左翼后旗甘旗卡鎮瑪拉沁街中段),

Nan Zhang Xian Tong Jing New Energy Limited* (南漳縣同景新能源有限公司), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, is principally engaged in the renewable energy business activities concerning research and development of solar power technology, consultancy services in relation to research and development of solar power technology and operation and construction of solar power stations, and sales of photovoltaic equipment and accessories in relation to the EPC (Engineering, Procurement and Construction) business. Its registered address is No.45, Feng Shan Road, Cheng Guan Town, Nan Zhang Xian, China* (中國南漳縣城關鎮鳳山路45號).

Hong Ze Tong Jing New Energy Limited* (洪澤同景新能源有限公司), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, is principally engaged in the renewable energy business activities concerning research and development of solar power technology, consultancy services in relation to research and development of solar power technology and operation and construction of solar power stations, and sales of photovoltaic equipment and accessories in relation to the EPC (Engineering, Procurement and Construction) business. Its registered address is No. 9, Shun Da Road, Xi Shun He Town, Hong Ze Xian, Huai An City, China* (中國淮安市洪澤縣西順河鎮順達路9號).

By Order of the Board
JC Group Holdings Limited
Wu Jian Nong
*Executive Director, Vice Chairman of
the Board and Chief Executive Officer*

Hong Kong, 1 April 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).

** The English names of the PRC entities are translations of their Chinese names, and are included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*