

Unless otherwise defined herein, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 14 November 2013 (the “Prospectus”) of JC Group Holdings Limited (the “Company”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

JC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares	:	100,000,000 Shares, comprising 70,000,000 New Shares and 30,000,000 Sale Shares
Placing Price	:	HK\$0.5 per Placing Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%
Nominal Value	:	HK\$0.01 per Share
Stock Code	:	8326

Sponsor



TC Capital Asia Limited
天財資本亞洲有限公司

Joint Bookrunners and Joint Lead Managers



Astrum Capital Management Limited
阿仕特朗資本管理有限公司

 **東方滙財證券有限公司**
ORIENT SECURITIES LIMITED



TC Capital Asia Limited
天財資本亞洲有限公司

- The Placing Price has been determined at HK\$0.5 per Placing Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).
- The net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$25.38 million.
- The 100,000,000 Shares offered under the Placing were slightly over-subscribed and have been conditionally allocated to a total of 183 selected individual, professional and institutional investors.
- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executives, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in notes 1 and 2 of Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed with more than 10% of the enlarged issued share capital of the Company immediately after the Placing and the Capitalisation Issue.
- The Directors confirm that immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands will be owned by the three largest public Shareholders at the time of the Listing.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 21 November 2013. Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8326.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

The Placing Price has been determined at HK\$0.5 per Placing Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$25.38 million. The Directors intend to apply the net proceeds from the Placing as follows:

- approximately HK\$12.68 million, representing approximately 50% of the estimated net proceeds, for the diversification of product offerings;
- approximately HK\$5.08 million, representing approximately 20% of the estimated net proceeds, for the enhancement of existing restaurant facilities;
- approximately HK\$2.54 million, representing approximately 10% of the estimated net proceeds, for the strengthening of staff training;
- approximately HK\$2.54 million, representing approximately 10% of the estimated net proceeds, for the marketing and promotions; and
- approximately HK\$2.54 million, representing approximately 10% of the estimated net proceeds, for the additional general working capital of the Group.

LEVEL OF INDICATION OF INTERESTS UNDER THE PLACING

The 100,000,000 Placing Shares offered under the Placing were slightly over-subscribed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 100,000,000 Placing Shares have been conditionally allocated to a total of 183 selected individual, professional and institutional investors. The distribution of the Placing Shares is set out below:

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue
Top placee	18,000,000	18.00%	4.50%
Top 5 placees	68,000,000	68.00%	17.00%
Top 10 placees	94,160,000	94.16%	23.54%
Top 25 placees	97,760,000	97.76%	24.44%
Number of Placing Shares allocated			Number of placees
5,000 to 100,000			155
100,001 to 1,000,000			18
1,000,001 to 10,000,000			7
10,000,001 to 20,000,000			3
Total			<u>183</u>

The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executives, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons as stated to in notes 1 and 2 of Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed with more than 10% of the enlarged issued share capital of the Company immediately after the Placing and the Capitalisation Issue.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. The Directors confirm that immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands will be owned by the three largest public Shareholders at the time of the Listing.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the approval of the listing of, and permission to deal in, the Shares in issue and to be issued on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

Prospective investors of the Placing Shares should note that Astrum (for itself and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement with immediate effect by giving notice in writing to the Company upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be 21 November 2013. In the event that the Underwriting Agreement is terminated, an announcement will be published by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.jcgroup.hk accordingly.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 21 November 2013. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.jcgroup.hk. Shares will be traded in board lots of 5,000 Shares each. The stock code for the Shares is 8326.

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

Hong Kong, 20 November 2013

As at the date of this announcement, the executive Directors are Mr. Wu Kai Char, Ms. Wong Wai Ling and Mr. Lui Hung Yen; the non-executive Director is Mr. Pan Chik; and the independent non-executive Directors are Mr. Law Yiu Sing, Ms. Yue Chung Sze Joyce and Mr. Chan Wai Hung Clarence.

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 Stock Exchange’s website (www.hkexnews.hk) and will also be published on the Company’s website (www.jcgroup.hk).