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LC Group Holdings Limited

良斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “EGM”) of LC Group Holdings Limited (the “Company”) will be held at Hong Kong Jiangsu Centre, 50/F, Convention Plaza, Office Tower, 1 Harbour Road, Hong Kong on Friday, 17 March 2017 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “LC Group Holdings Limited” to “Royal China International Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “良斯集團控股有限公司” to “皇中國際控股有限公司” with effect from the date of entry of the new English name and dual foreign name in Chinese on the register maintained by the Registrar of Companies in the Cayman Islands, and that any one director of the Company be and is hereby authorised to do all things and acts and sign all documents as he/she may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the aforesaid change of Company name.”

ORDINARY RESOLUTIONS

2. To re-elect Mr. Yang Yong (楊勇) as executive director of the Company.
3. To re-elect Mr. Zhao Dianqing (趙殿慶) as executive director of the Company.

4. To re-elect Mr. Liu Gang (劉鋼) as independent non-executive director of the Company.
5. To re-elect Mr. Yu Haizong (余海宗) as independent non-executive director of the Company.
6. To re-elect Ms. An Yiqing (安翊青) as independent non-executive director of the Company.

By order of the Board
LC Group Holdings Limited
YANG Yong
Executive Director

Hong Kong, 1 March 2017

Notes:

- (1) A member of the Company entitled to attend and vote at the EGM may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
- (2) Where there are joint registered holders of any Share, any one of such persons 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 be 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.
- (3) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.

As at the date of this notice, the Company's board of directors comprises Mr. YANG Yong and Mr. ZHAO Dianqing, Mr. LEONG Hing Loong Rudoff and Ms. CHEW Christina Mooi Chong as executive Directors, and Mr. LIU Gang, Mr. YU Haizong and Ms. AN Yiqing as independent non-executive Directors.