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If you have sold or transferred all your shares in LC 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, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.



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)

(1) PROPOSED CHANGE OF COMPANY NAME
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings at those defined in the section headed “Definitions” of this circular.

A notice convening the EGM to 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. 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. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same 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 and in any event not later than 48 hours before the time appointed for holding 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.

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DEFINITIONS

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

“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “LC Group Holdings Limited” to “Royal China International Holdings Limited” and change the dual foreign name in Chinese of the Company from “良斯集團控股有限公司” to “皇中國際控股有限公司”
“Company”	LC Group Holdings Limited (良斯集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1683)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Change of Company Name
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 February 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Relevant Directors”	Directors to be re-elected at the EGM
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. YANG Yong (*Chairman*)

Mr. ZHAO Dianqing

Mr. LEONG Hing Loong Rudoff

Ms. CHEW Christina Mooi Chong

Registered office:

Cricket Square, Hutchins Drive

P.O. BOX 2681

Grand Cayman

KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. LIU Gang

Mr. YU Haizong

Ms. AN Yiqing

*Head office and principal place
of business in Hong Kong:*

21st Floor, Wyndham Place

No. 44 Wyndham Street

Central, Hong Kong

1 March 2017

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with, among other matters, further details regarding the Change of Company Name and the re-election of Directors.

PROPOSED CHANGE OF COMPANY NAME AND ADOPTION OF CHINESE NAME

The Board proposes to change the English name of the Company from “LC Group Holdings Limited” to “Royal China International Holdings Limited” and change the dual foreign name in Chinese of the Company from “良斯集團控股有限公司” to “皇中國際控股有限公司”.

LETTER FROM THE BOARD

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of the necessary special resolution by the Shareholders at the EGM to approve, among others, the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name of the Company in Chinese on the register of companies in place of the former English name and dual foreign name in Chinese and issues a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Change of Company Name becomes effective.

Reason for the Change of Company Name

The Board considers that the Change of Company Name will provide the Company with a new corporate image which will benefit the Company's future business development. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, upon the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates 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. Once the Change of Company Name becomes effective, the Board intends to change the English and Chinese stock short names of the Company accordingly and new share certificates will be issued only in the new name of the Company.

Further announcement(s) will be made by the Company in relation to the results of the EGM, the effective date of the Change of Company Name and the new stock short name for trading in the Shares as and when appropriate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

According to article 83(3) of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

As such, Mr. Yang Yong (楊勇), Mr. Zhao Dianqing (趙殿慶), Mr. Liu Gang (劉鋼), Mr. Yu Haizong (余海宗) and Ms. An Yiqing (安翊青), who were appointed as Directors with effect from 4:01 p.m. on 10 February 2017, will hold office until and subject to re-election at the EGM.

The biographical details of the Relevant Directors are set out below:

Executive Directors

Yang Yong (楊勇), aged 47, has over 18 years of experience in the architectural science and technology industry. Mr. Yang was the deputy general manager of Shanghai Jianke Technical Assessment of Construction Co., Ltd* (上海建科檢驗有限公司) from March 2012 to December 2016. Mr. Yang was accredited as a professor of engineering in China in January 2011.

Mr. Yang obtained a doctoral degree in polymer materials at the Shanghai Jiaotong University* (上海交通大學) in January 1998, and a degree of Executive Master of Business Administration from Cheung Kong Graduate School of Business (長江商學院) in September 2013.

Zhao Dianqing (趙殿慶), aged 43, has over 20 years of experience in the aviation industry and has held managerial positions in a number of aviation companies, being responsible for the overall development, growth strategies and supervision of key management matters. Mr. Zhao was previously the general manager of the operation control department of Yangtze River Airlines Company Limited* (揚子江航空股份有限公司) from December 2003 to February 2017.

Mr. Zhao received a bachelor's degree in aircraft design at the Northwestern Polytechnical University (西北工業大學) in Xian, Shaanxi Province in July 1996, studied air navigation information in Civil Aviation College of China (中國民用航空學院) (currently known as Civil Aviation University of China (中國民航大學)) and graduated in July 1997, and obtained an aircraft dispatcher license from the General Administration of Civil Aviation of China (中國民用航空總局) and the Federal Aviation Administration of the United States in March 2001 and July 2001 respectively.

Independent non-executive Directors

Liu Gang (劉鋼), aged 54, has over 20 years of experience in the aviation industry. From 1995 to 2016, Mr. Liu held various managerial positions at different branches and offices of China Eastern Airlines Corporation Limited (中國東方航空有限公司), including the positions as the general manager of the Jiangsu branch from 2011 to 2016 and of the Wuhan branch from 2009 to 2011.

LETTER FROM THE BOARD

Mr. Liu was accredited as a senior economist in China in October 2013. Mr. Liu received a degree of Executive Master of Business Administration from Fudan University (復旦大學) in June 2011. Mr. Liu is also a member of the Chinese People's Political Consultative Conference Jiangsu Committee* (中國人民政治協商會議江蘇省委員會).

Yu Haizong (余海宗), aged 52, is a chartered public accountant (non-practicing) in the PRC, and a member of the Chartered Public Accountant Further Education Committee of Sichuan Association of Chartered Public Accountants (四川省註冊會計師協會CPA後續教育委員會), and a professor and doctoral supervisor of the Accounting Faculty of Southwestern University of Finance and Economics (西南財經大學) in Chengdu, Sichuan, and is also the head of its Auditing Department. Mr. Yu was previously a chartered public accountant at different accountancy firms in the PRC from 1994 to 2000.

Mr. Yu is or was an independent non-executive director of the following companies:

Company name	Place of listing	Stock code	Period of directorship
China Vanadium Titano-Magnetite Mining Company Limited (中國鈮鈦磁鐵礦業有限公司)	Stock Exchange	00893	September 2009 to date
Sichuan Expressway Company Limited (四川成渝高速公路股份 有限公司)	Stock Exchange Shanghai Stock Exchange	00107 601107	March 2013 to date
Chengdu Tianxing Instruments (Group) Co., Limited* (成都天興儀錶股份有限公司)	Shenzhen Stock Exchange	000710	June 2012 to June 2015

Mr. Yu obtained a master's degree in economics (accounting) in December 1992 and a doctoral degree in management (accounting) in March 2002, both from Southwestern University of Finance and Economics (西南財經大學).

An Yiqing (安翊青), aged 48, has been a qualified lawyer in the PRC and has over 20 years of experience in the legal industry in the PRC. Ms. An has worked in different law firms in the PRC since December 1996 and has been a partner at Shanghai A&Z Law Firm (上海里格律師事務所) since March 2004.

Ms. An obtained a bachelor's degree in foreign language from Takushoku University in Japan in March 1993 and a doctoral degree in business administration from the University of Nice Sophia Antipolis in France in December 2015. Ms. An is also a member of the Chinese People's Political Consultative Conference Shanghai Committee* (中國人民政治協商會議上海市委員會).

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The Relevant Directors have not entered into any service contract with the Company. The above executive Directors have not been appointed for a specific term, whereas the above independent non-executive Directors has been appointed for a term of three years. All of the Relevant Directors are subject to retirement by rotation and eligible for re-election pursuant to the articles of association of the Company.

The remunerations of the Relevant Directors have not been fixed and will be determined by the Board according to the recommendation of the remuneration committee of the Company with reference to their respective duties and responsibilities within the Company and the remuneration policy of the Company.

As at the date of the Latest Practicable Date:

- (a) none of the Relevant Directors held any other position in the Group prior to their appointment as Directors;
- (b) save as disclosed above, none of the Relevant Directors held any other directorships in the last three years in any publicly listed companies in Hong Kong, the PRC or other places;
- (c) save as disclosed above, none of the Relevant Directors was related to any Directors, senior management or substantial or controlling shareholders of the Company; and
- (d) save as disclosed above, none of the Relevant Directors had any interest in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters which need to be brought to the attention of the Shareholders regarding the re-election of the Relevant Directors or any other information that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EGM

The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. At the EGM, resolutions will be proposed to approve the Change of Company Name and the re-election of the Relevant Directors. In compliance with the Listing Rules, the resolutions will be voted by way of poll and the results of the EGM will be published after the EGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

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 enclosed form of proxy in accordance with the instructions printed thereon and return the same 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 and in any event not later than 48 hours before the time appointed for holding 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.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

RECOMMENDATION

The Directors consider that the Change of Company Name and the re-election of the Relevant Directors as Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the resolutions as set out in the notice of the EGM.

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

NOTICE OF EGM



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 (劉綱) 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.

NOTICE OF EGM

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.