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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)**

### **PROPOSED CHANGE OF COMPANY NAME AND CHANGE OF CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

#### **PROPOSED CHANGE OF COMPANY 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”.

#### **CHANGE OF CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The Board announces that Mr. Cheng has tendered his resignation due to his other commitments, and Mr. Zhu has been appointed, as Chief Financial Officer, Company Secretary and authorised representative under Rule 3.05 of the Listing Rules of the Company with effect from 27 February 2017.

#### **EGM**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Change of Company Name. In compliance with the Listing Rules, all resolutions will be voted on by way of a poll at the EGM. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution(s) to be proposed at the EGM.

A circular containing, among other matters, details of the Change of Company Name and a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

## **PROPOSED CHANGE OF COMPANY 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”.

### **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 in Chinese of the Company 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.

## **CHANGE OF CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The Board announces that Mr. Cheng has tendered his resignation as Chief Financial Officer, Company Secretary and authorised representative under Rule 3.05 of the Listing Rules of the Company with effect from 27 February 2017 due to his other commitments.

Mr. Cheng confirmed that he has no disagreement with the Board and there are no circumstances related to his resignation which needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board further announces that Mr. Zhu has been appointed as Chief Financial Officer, Company Secretary and authorised representative under Rule 3.05 of the Listing Rules of the Company with effect from 27 February 2017.

Mr. Zhu, aged 44, obtained a bachelor degree of Business Administration and Executive Master of Business Administration from the Chinese University of Hong Kong. Mr. Zhu is a fellow member of the Association of Chartered Certified Accountants, a member of Hong Kong Institute of Certified Public Accountants and a Chartered Accountant of Chartered Accountants Australia and New Zealand. Mr. Zhu has 20 years of experience in financial management, corporate finance and auditing. Mr. Zhu was chief financial officers, financial controllers and company secretary of several companies listed on the main board of the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Mr. Cheng for his valuable efforts and contribution to the Company during his tenure of service and welcome Mr. Zhu to join the Company.

### **EGM**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Change of Company Name. In compliance with the Listing Rules, all resolutions will be voted on by way of a poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution(s) to be proposed at the EGM.

A circular containing, among other matters, details of the Change of Company Name and a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

## DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“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)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to approve, among other matters, the Change of Company Name
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Mr. Cheng”	Mr. Cheng Chun Shing (鄭鎮昇先生)
“Mr. Zhu”	Mr. Zhu Ben Yu (朱本宇先生)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

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

Hong Kong, 27 February 2017

*As at the date of this announcement, 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.*