

JC International Group Limited

ACN 605 248 904

Supplementary Prospectus

Important information

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 6 October 2015 (**Prospectus**) issued by JC International Group Limited ACN 605 248 904 (**Company**).

This Supplementary Prospectus is dated 23 December 2015 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility as to the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than the changes set out in this Supplementary Prospectus, all other details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

The Company has issued both a printed and electronic version of this Supplementary Prospectus and the Prospectus. Electronic versions of both may be accessed at www.jcigroup.com.au.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you are in any doubt as to the contents of this Supplementary Prospectus or the Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

1. SUPPLEMENTARY PROSPECTUS

1.1 Reasons for this Supplementary Prospectus

This Supplementary Prospectus has been prepared to extend the period for admission to quotation of Shares offered under the Prospectus from 3 months from the date of the Prospectus to 3 months from the date of this Supplementary Prospectus.

1.2 ASIC declaration

By a declaration made by ASIC on 22 December 2015 pursuant to section 741(1)(b) of the Corporations Act, sections 723(3)(b), 724(1)(a) and 724(1)(b)(ii) of the Corporations Act were modified to permit the extension of the period for the Company to:

- (a) satisfy the minimum subscription condition to 4 months from the date of this Supplementary Prospectus; and
- (b) be admitted to the Official List of ASX and obtain quotation of the Shares to 3 months from the date of this Supplementary Prospectus.

If the Company is not admitted to the Official List and the Shares are not admitted to quotation within 3 months from the date of this Supplementary Prospectus, all Application Monies will be refunded without interest.

1.3 Status of the Offer

At the date of this Supplementary Prospectus the Company has received \$30,200 from 5 applications pursuant to the Offer. Although applications have been received by the Company, no applications have been processed and no Shares have been issued under the Offer. The

funds received under the Offer are held in trust by the Company's Share Registry, Computershare Investor Services Pty Limited.

2. APPLICATIONS

2.1 Investors who HAVE previously submitted an Application Form

A copy of this Supplementary Prospectus will be sent to all applicants who have subscribed for Shares under the Prospectus prior to the date of this Supplementary Prospectus. In accordance with section 724 of the Corporations Act, the Company will allow investors who have lodged Application Forms prior to the date of this Supplementary Prospectus 1 month from the date of this Supplementary Prospectus to obtain a refund of their Application Monies if they do not wish to proceed with their application.

Any investor who wishes to obtain a refund under the Offer should write to the Company's Share Registry at the following address:

JC International Group Limited
C/- Computershare Investor Service Pty Limited
GPO Box 52
Melbourne VIC 3001

If you do not wish to withdraw your application, you do not need to take any action.

2.2 Investors who HAVE NOT previously submitted an Application Form and/or a Supplementary Application Form

The offer of Shares is made in the Prospectus and this Supplementary Prospectus. If you wish to apply for Shares under the Offer and have not yet completed an Application Form, please complete and return the Supplementary Application Form which is attached to this Supplementary Prospectus.

The Supplementary Application Form must be received by 5.00pm (WST) on 29 January 2016 and must be completed in accordance with the instructions in Section 1.2 of the Prospectus and the Supplementary Application Form. Applications must NOT be made on an Application Form attached to or accompanying the Prospectus.

3. AMENDMENTS TO THE PROSPECTUS

3.1 Important dates

The important dates set out in the "Key Offer Details" and "Investment Overview" sections of the Prospectus are deleted and replaced with the following:

Important dates	
Lodgement of this Prospectus with ASIC	6 October 2015
Opening Date for the Offer	20 October 2015
Closing Date for the Offer	29 January 2016
Issue of new Shares under the Offer	5 February 2016
Holding Statements sent to Shareholders	12 February 2016
Expected date for Shares to commence trading on ASX	22 February 2016

3.2 ASX listing and quotation

The first paragraph of Section 1.12 of the Prospectus is deleted and replaced with the following:

The Company will apply to ASX no later than 7 days from the date of this Prospectus for admission of the Company to the official list of ASX, and official quotation of the Shares offered under the Offer. If the Shares are not admitted to quotation within 3 months of the date of the Supplementary Prospectus, no Shares will be issued and Application Monies will be refunded in full without interest in accordance with the Corporations Act.

3.3 Subcontracting Agreements

Since the original Prospectus was lodged with ASIC on 6 October 2015, the projects under certain material subcontract agreements have now been completed, and the Company has also entered into two new subcontracting agreements with Ma'anshan Zhong Ji Cheng Jian Construction Engineering Co., Ltd regarding projects in Algeria and Ma'anshan, PRC. Accordingly, to reflect the Company's current list of material subcontracting agreements, the table in section 8.2 of the Prospectus is deleted and replaced with the following:

Counterparty	Term	Location of Project	Value (RMB)	Value (AUD)
COSC Project Management Department of MCC	Commenced 2 June 2013, no stated end date	Kuwait	25,042,887	5,336,138
China First Metallurgical Construction Group Co., Ltd	Commenced 30 January 2011, no stated end date	Kuwait	21,169,802	4,510,861
China First Metallurgical Construction Group Co., Ltd	Commenced 30 April 2012 & 30 September 2013, no stated end date	Kuwait	22,657,504	4,827,860
Ma'anshan Zhongji Chengjian Construction Engineering Co., Ltd	1 April 2014 to 30 December 2015	Xinjiang Autonomous Region, PRC	90,000,000	19,177,200
Ma'anshan Zhongji Chengjian Construction Engineering Co., Ltd	1 May 2014 to 31 December 2016	Bangladesh	101,500,000	21,627,620
Ma'anshan Zhongji Chengjian Construction Engineering Co., Ltd	1 March 2015 to 1 March 2016	Anhui, PRC	30,000,000	6,392,400
Ma'anshan Zhongji Chengjian Construction Engineering Co., Ltd	1 May 2015 to 30 December 2015	Xinjiang Autonomous Region, PRC	40,000,000	8,523,200
Anhui Jiangnan Construction Engineering Co., Ltd	10 December 2013 to 30 November 2015, although completion has been delayed	Anhui, PRC	90,000,000	19,177,200
China State Construction Engineering Corp (No. 5 Bureau) Algeria Company	Commenced 23 February 2015, no stated end date	Algeria	No stated amount	No stated amount
China Railway Construction Corporation Limited	15 June 2015 to 15 September 2015, although completion has been delayed until to the end of 2015.	Guizhou, PRC	12,168,500	2,592,864

Ma'anshan Zhong Ji Cheng Jian Construction Engineering Co., Ltd.	20 October 2015 to 20 October 2016	Algeria	34,555,221 (estimate)	7,363,026
Ma'anshan Zhong Ji Cheng Jian Construction Engineering Co., Ltd	25 October 2015 to 01 November 2016	Ma'anshan, PRC	43,153,200 (estimate)	9,195,083

NOTE: The table above uses the exchange rate of RMB1 : AUD\$0.21308

3.4 Borrowing Arrangements

Since the original Prospectus was lodged with ASIC on 6 October 2015, certain borrowings have either been refinanced or repaid. Accordingly, to reflect the Company's current borrowing arrangements, section 8.5 of the Prospectus is deleted and replaced with the following:

Jiancheng International Economic and Technical Cooperation Co., Ltd has entered into the following borrowing arrangements:

- Loan from Hui Sang Bank for RMB 7,500,000 (approximately AUD 1,598,100) with an interest rate of 7.80% per annum and monthly interest payments. As noted in the earlier Prospectus, the purpose of the loan is the payment of service charges and salaries. The loan has subsequently been rolled over by Hui Sang Bank until 15 September 2016. A mortgage to secure the loan has been provided by Jiancheng International Economic and Technical Cooperation Co., Ltd over its real property and land use right.
- Loan from Ma'anshan Rural Commercial Bank for RMB 5,000,000 (being approximately AUD 1,065,400) with an interest rate of 5.60% and monthly interest payments. As noted in the earlier Prospectus, the purpose of the loan is the payment of service charges and salaries, and the loan is repayable on 15 January 2016. Guarantees for the loan have been provided by Ma'anshan Yu Shan Guarantee Co., Ltd, Tang Yonghong and Wang Jinxiang.

3.5 Interests of experts and advisers

- Replace the paragraph in Section 9.6 beginning "Dao Capital Group Limited" with the following:

Dao Capital Group Limited has acted as Corporate Adviser to the Company in relation to the Offer. Total fees payable to Dao Capital Group Limited for these services are RMB 300,000 (approximately \$63,000). Dao Capital Group Limited has also been issued 840,000 Shares in the Company."

DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Signed for and on behalf of the Company on 23 December 2015.



John Dixon
Chairman

SUPPLEMENTARY PROSPECTUS APPLICATION FORM

JC International Group Limited

ACN 605 248 904

- Fill out this Supplementary Application Form if you wish to apply for Shares in JC International Group Limited
- x Please read the Prospectus dated 6 October 2015 and the Supplementary Prospectus dated 23 December 2015.
 - x Follow the instructions to complete this Supplementary Application Form (see reverse).
 - x Print clearly in capital letters using black or blue pen.

Offer Closes 5.00pm 29 January 2016

A Number of Shares you are applying for

B Total amount

Minimum of 2,500 Shares to be applied for and thereafter in multiples of 250.

C Write the name(s) you wish to register the Shares in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

D Write your postal address here

Number / Street

Suburb/Town

State

Postcode

E CHESSE participant – Holder Identification Number (HIN)

Important please note if the name & address details above in sections C & D do not match exactly with your registration details held at CHESSE, any Shares issued as a result of your application will be held on the Issuer Sponsored subregister.

F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

Applicant #2

Applicant #3

G Cheque payment details – PIN Cheque(s) Here

Please enter details of the cheque(s) that accompany this Application Form. Make your cheque or bank draft payable to "JC International Group Limited – Subscription Account"

Name of drawer of cheque

Cheque No.

Cheque Amount A\$

H Contact telephone number (daytime/work/mobile)

By submitting this Supplementary Application Form, I/We declare that this application is completed and lodged according to the Prospectus and the instructions on the reverse of the Supplementary Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the Constitution of JC International Group Limited ("Company"). I/We was/were given access to the Prospectus and the Supplementary Prospectus together with the Supplementary Application Form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

For personal use only

Guide to the Supplementary Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS SUPPLEMENTARY APPLICATION FORM.

Please complete all relevant sections of the appropriate Supplementary Application Form using BRICK LETTERS. These instructions are cross-referenced to each section of the Supplementary Application Form.

Instructions

- A. If applying for Shares insert the number of Shares for which you wish to subscribe at Item A (not less than 2,500 and then in multiples of 250).
- B. Multiply by \$0.80 to calculate the total for Shares and enter the dollar amount at B.
- C. Write your full name. Initials are not acceptable for first names.
- D. Enter your postal address for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint applicants, only one address can be entered.
- E. If you are sponsored in CHES by a stockbroker or other CHES participant, you may enter your CHES HIN if you would like the allocation to be directed to your HIN.
- F. Enter your Australian tax file number ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Supplementary Application Form.
- G. Complete cheque details as requested. Make your cheque payable to "JC International Group Limited – Subscription Account", cross it and mark it "Not negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- H. Enter your contact details so we may contact you regarding your Supplementary Application Form or Application Monies.

NB: your registration details provided must match your CHES account exactly.

Correct form of Registrable Title

Note that ONLY legal entities can hold Shares. The application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith	John Smith Family Trust
Deceased Estates	<J D Smith Family A/C>	John Smith (deceased)
Partnerships	Mr Michael Peter Smith	John Smith & Son
Clubs/Unincorporated Bodies	<Est Lte John Smith A/C>	Smith Investment Club
Superannuation Funds	Mr John David Smith & Mr Ian Lee Smith	John Smith Superannuation Fund

Lodgement

Mail your completed Supplementary Application Form with cheque(s) attached to the following address:

Mailing address:

JC International Group Limited
c/o Computershare Investor Services Pty Limited
Level 11
172 St Georges Terrace
Perth WA 6000

Delivery address:

JC International Group Limited
c/o Computershare Investor Services Pty Limited
Level 11
172 St Georges Terrace
Perth WA 6000

It is not necessary to sign or otherwise execute the Supplementary Application Form.

If you have any questions as to how to complete the Supplementary Application Form, please contact Computershare Investor Services Pty Limited on +61 8 9323 2000.

Privacy Statement:

Computershare Investor Services Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting Computershare Investor Services Pty Limited as shown above.

Our privacy policy is available on our website (<http://www.jcigroup.com.au>).