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Jin Cai Holdings Company Limited

金彩控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 5 JUNE 2014

The Board is pleased to announce that all of the resolutions as set out in the AGM Notice were duly passed at the AGM held on 5 June 2014.

References are made to the notice of annual general meeting of Jin Cai Holdings Company Limited (the “**Company**”) dated 24 April 2014 (the “**AGM Notice**”) and the circular of the Company dated 24 April 2014 (the “**Circular**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that, at the annual general meeting of the Company held on 5 June 2014 (Thursday) at 2:00 p.m. at Falcon Room I, Gloucester Luk Kwok, 72 Gloucester Road, Wanchai, Hong Kong (the “**AGM**”), poll voting was adopted for all of the resolutions as set out in the AGM Notice (the “**Resolutions**”).

The Board is pleased to announce that all of the Resolutions were duly passed by the shareholders of the Company (the “Shareholders”) by way of poll at the AGM. The poll results for the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
1.	To receive and consider the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2013	240,016,000 (100%)	0 (0%)	240,016,000
2.	To declare a final dividend of HK6 cents per share for the year ended 31 December 2013	240,016,000 (100%)	0 (0%)	240,016,000
3.	To re-appoint Deloitte Touche Tohmatsu as auditors to the Company and to authorise the board of directors of the Company to fix their remuneration	240,016,000 (100%)	0 (0%)	240,016,000
4.	(a) To re-elect Ms. Huang Li as an executive director of the Company and to authorize the board of directors of the Company to fix her director’s remuneration	240,016,000 (100%)	0 (0%)	240,016,000
	(b) To re-elect Mr. Zheng Hua as an executive director of the Company and to authorize the board of directors of the Company to fix his director’s remuneration	240,016,000 (100%)	0 (0%)	240,016,000
	(c) To re-elect Mr. Huang Chao as a non-executive director of the Company and to authorize the board of directors of the Company to fix his director’s remuneration	240,016,000 (100%)	0 (0%)	240,016,000

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
	(d) To re-elect Mr. Zeng Shiquan as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his director's remuneration	240,016,000 (100%)	0 (0%)	240,016,000
	(e) To re-elect Mr. Tam Tak Kei Raymond as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his director's remuneration	240,016,000 (100%)	0 (0%)	240,016,000
	(f) To re-elect Professor Lam Sing Kwong Simon as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his director's remuneration	240,016,000 (100%)	0 (0%)	240,016,000
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution	240,016,000 (100%)	0 (0%)	240,016,000
6.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution	240,016,000 (100%)	0 (0%)	240,016,000
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company	240,016,000 (100%)	0 (0%)	240,016,000

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions, all Resolutions were duly passed as ordinary resolutions of the Company.

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed as the scrutineer for the vote-taking at the AGM.

Notes:

- (a) The total number of shares of the Company in issue as at the date of the AGM: 320,000,000 shares of HK\$0.01 each. No Shareholder was required to abstain from voting on the Resolutions at the AGM.
- (b) The total number of shares of the Company entitling the holders to attend and vote only against the Resolutions at the AGM: nil. No parties had stated their intention in the Circular to vote against the Resolutions or to abstain from voting at the AGM.
- (c) The total number of shares of the Company entitling the holders to attend and to vote for or against the Resolutions at the AGM: 320,000,000 shares.

By Order of the Board
Jin Cai Holdings Company Limited
Huang Li
Chairman

Hong Kong, 5 June 2014

As at the date of this announcement, the Board comprises six Directors, namely Ms. Huang Li and Mr. Zheng Hua as executive Directors; Mr. Huang Chao as non-executive Director; Mr. Zeng Shiquan, Mr. Tam Tak Kei Raymond and Professor Lam Sing Kwong Simon as independent non-executive Directors.