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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)

HOLDING ANNOUNCEMENT

Reference is made to the announcement of Jin Cai Holdings Company Limited (the “**Company**”) dated 27 November 2014 in relation to the halt of trading in the ordinary shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 9:00 a.m. on 27 November 2014.

This announcement is made by the Company pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, on 9 December 2014, the Company entered into a subscription agreement (the “**Subscription Agreement**”) with four subscribers (the “**Subscribers**”) in relation to the subscription of new ordinary shares and convertible preference shares of the Company (the “**Subscription**”). To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Subscribers are not connected persons (as defined under the Listing Rules) of the Company.

The Subscription may result in a change in control of the Company under the Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by the Securities and Futures Commission (the “**SFC**”). Under Rule 26.1 of the Takeovers Code, certain Subscribers (the “**Relevant Subscribers**”) would be obliged to make a mandatory general offer to the Shareholders for all issued Shares and other securities of the Company not already owned or agreed to be acquired by the Relevant Subscribers and any parties acting in concert with any of them, unless a whitewash waiver is obtained from the Executive Director of the Corporate Finance Division of the SFC (the “**Whitewash Waiver**”).

The Subscription is conditional upon, among other things, approval of the Whitewash Waiver by the independent shareholders of the Company and the grant of the Whitewash Waiver by the SFC, and these two conditions cannot be waived by any party to the Subscription Agreement.

As at the date of this announcement, the Company has 320,000,000 Shares with par value of HK\$0.01 each in issue and has no other class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

As at the date of this announcement, the Company is preparing the announcement in relation to, among other things, the Subscription (the “**Announcement**”). Trading in the Shares on the Stock Exchange shall remain suspended until the publication of the Announcement.

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

Hong Kong, 11 December 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.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.