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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)**

### **INSIDE INFORMATION FRAMEWORK AGREEMENT FOR THE DEVELOPMENT OF PHOTOVOLTAIC POWER PROJECTS IN HEBEI PROVINCE**

This announcement is made by Jin Cai Holdings Company Limited (the “**Company**”) pursuant to the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcement of the Company dated 2 February 2015 (the “**Announcement**”). As stated in the Announcement, the Company has been actively looking for new investments and business opportunities and considers photovoltaic power generation industry to be a sector with great potential. The Company has been in discussion with several parties for the development of photovoltaic power projects in various provinces in the PRC.

On 16 February 2015, Greatest Winner Limited, an indirect wholly-owned subsidiary of the Company (“**the Investor**”), entered into a framework agreement (the “**Framework Agreement**”) with 河北省蔚縣人民政府 (the People’s Government of Yu county, Hebei province\*) (the “**Yu County Government**”) for the investment and development of photovoltaic power projects in 蔚縣 (Yu County\*) in Hebei province with an expected aggregate installed capacity of 3 GW during 2015 to 2020, of which 200 MW is expected to be developed in 2015 (the “**Phase I Project**”). The actual installed capacity of the Phase I Project is subject to the approval of the relevant government authorities.

\* *For identification purpose only*

Pursuant to the Framework Agreement, the Investor shall (i) establish the project company; (ii) apply for and obtain the relevant project approvals in accordance with the national and local laws and regulations; and (iii) carry out the investment, construction and operation of the project(s); while the Yu County Government will provide necessary support and assistance to the Investor in respect of the approval and development of the project(s).

Pursuant to the Framework Agreement, the Investor shall, in principle, complete the project registration of the Phase I Project within one year from the date of the Framework Agreement (the “**Registration Period**”), failing which the Framework Agreement will lapse. If, however, the project registration has not been completed but the Investor has obtained certain government approvals within one year from the date of the Framework Agreement, the Registration Period will be extended for six months. The Framework Agreement will lapse if the project registration has not been completed by the end of such six-month period.

The parties may enter into further agreements in respect of the projects to be developed under the Framework Agreement and the Company will make further announcements in compliance with the requirements of the Listing Rules as and when appropriate.

**As the projects to be developed under the Framework Agreement may or may not be successfully completed, shareholders and investors of the Company are reminded to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 16 February 2015

*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.*