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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)

DELAY IN DESPATCH OF CIRCULAR IN RELATION TO

- (1) ISSUE OF NEW ORDINARY SHARES AND PREFERENCE SHARES;**
- (2) APPLICATION FOR WHITEWASH WAIVER;**
- (3) INCREASE IN AUTHORISED SHARE CAPITAL; AND**
- (4) AMENDMENT OF ARTICLES OF ASSOCIATION**

The Company has applied to the Executive for a waiver from the strict compliance with Rule 8.2 of the Takeovers Code and an extension of the deadline for the despatch of the Circular to 13 March 2015.

Reference is made to the announcement of Jin Cai Holdings Company Limited dated 2 February 2015 (the “**Announcement**”) in relation to, among other things, the Subscription and the Whitewash Wavier. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

Pursuant to Rule 8.2 of the Takeovers Code, the circular relating to, among other things, the Subscription and the Whitewash Waiver (the “**Circular**”) shall be despatched to the Shareholders within 21 days of the date of the Announcement, i.e. on or before 23 February 2015. As stated in the Announcement, the Circular was intended to be despatched on or before 23 February 2015.

Since more time is required to finalise, among other things, information on the Subscription, the statement of indebtedness of the Group and the letter from the independent financial adviser to be included in the Circular, an application has been made for the consent of the Executive to waive the strict compliance with Rule 8.2 of the Takeovers Code and to extend the deadline for the despatch of the Circular from 23 February 2015 to 13 March 2015. The Executive has indicated that it is minded to grant such consent.

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

Hong Kong, 23 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.

The Directors 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.