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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)

FURTHER 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

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 Waiver (the “**Transaction**”) and the announcement of the Company dated 23 February 2015 in relation to the delay in despatch of the Circular. 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 the Transaction (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 more time was 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 and the Executive has granted its consent to extend the latest time for the despatch of the Circular to 13 March 2015.

Since the Company expects to announce its annual results for the year ended 31 December 2014 (the “**2014 Annual Results**”) on 18 March 2015 and in order to enable the Shareholders to better appraise the Transaction, the Company intends to include the financial information of the Group for the year ended 31 December 2014 in the Circular. As more time is required to finalise, among other things, information on the Subscription, the financial information of the Group, the statement of material change and the letter from the independent financial adviser to be included in the Circular after the Company has published the 2014 Annual Results, an application has been made to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code and consent to further extend the latest time for the despatch of the Circular from 13 March 2015 to 17 April 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, 13 March 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.