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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 IN RELATION TO THE
PHOTOVOLTAIC POWER PROJECT
IN SHANDONG 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. On 18 December 2014, Beijing Bestech New Energy Technology Development Co., Ltd. (“**Bestech**”), the cooperative partner of the Company in developing the photovoltaic power business, entered into a memorandum of understanding (the “**Bestech MOU**”) with 山東省微山縣人民政府 (the people’s government of Weishan county, Shandong province) (the “**Weishan Government**”) in relation to the investment in and development of photovoltaic power stations in Weishan county, Shandong province, the PRC. It was stated in the Announcement that the Company will develop the project under the Bestech MOU.

On 19 March 2015, Greatest Winner Limited, an indirect wholly-owned subsidiary of the Company (“**the Investor**”), entered into a framework agreement (the “**Framework Agreement**”) with the Weishan Government, pursuant to which the Investor intends to invest in and construct photovoltaic power project(s) in Weishan county in Shandong province with an expected aggregate installed capacity of approximately 1,500 MW and total investment of approximately RMB13.5 billion (subject to actual scale and investment amount of the project(s)) during 2015 to 2019, of which 100 MW to 300 MW is expected to be developed in 2015.

Pursuant to the Framework Agreement, the Weishan Government shall (i) provide necessary support and assistance to the Investor in relation to the establishment of the project company; (ii) provide necessary support and assistance to the Investor in obtaining the relevant approvals, permits and registration for the project in accordance with the relevant laws and regulations; (iii) liaise with other relevant government authorities to assist the Investor in obtaining the relevant approvals, permits and registration for the project (including but not limited to land, planning, environment appraisal and grid connection); and (iv) endeavour to provide other necessary assistance regarding the basic facilities for the project (such as road, electricity, water and telecommunication).

Pursuant to the Framework Agreement, the Investor shall (i) establish the project company in the territory administered by the Weishan Government as soon as practicable; (ii) apply for and obtain the relevant approvals, permits and registration for the construction and operation of the project in accordance with the relevant laws and regulations; and (iii) after completing the necessary approval procedures, carry out the investment as agreed in the Framework Agreement.

The parties may enter into further agreements in respect of the project(s) 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 project(s) to be developed under the New MOU 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, 19 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.