

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Jin Cai Holdings Company Limited**  
**金彩控股有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 01250)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Jin Cai Holdings Company Limited (the “**Company**”) will be held at Edinburgh and Gloucester Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Monday, 4 May 2015 at 3:00 p.m. or at any adjournment thereof for the following purposes which will be proposed as resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1.   **“THAT**

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 9 December 2014 (as supplemented by the first supplemental agreement dated 29 December 2014 and the second supplemental agreement dated 31 January 2015) entered into among the Company, Fast Top Investment Limited (the “**First Subscriber**”), CPE China Fund II, L.P. and CPE China Fund IIA, L.P. (the “**Second Subscriber**”), 北京中信投資中心 (有限合夥) (CITIC Private Equity Fund III (RMB)) (the “**Third Subscriber**”) and More Surplus Investments Limited (the “**Fourth Subscriber**” and together with the First Subscriber, the Second Subscriber and the Third Subscriber, the “**Subscribers**”) in relation to the subscription (the “**Subscription**”) of 1,413,645,291 new ordinary shares of HK\$0.01 each in the capital of the Company or, in the event of the subdivision of each of the Company’s ordinary shares of HK\$0.01 each into 10 ordinary shares of HK\$0.001

each (the “**Share Subdivision**”) having taken place before completion of the Subscription Agreement (the “**Completion**”), 14,136,452,910 new ordinary shares of HK\$0.001 each in the capital of the Company (the “**New Ordinary Shares**”) and 3,336,288,490 convertible preference shares of HK\$0.01 each in the capital of the Company or, in the event of the Share Subdivision having taken place before Completion, 33,362,884,900 convertible preference shares of HK\$0.001 each in the capital of the Company (the “**Preference Shares**”, together with the New Ordinary Shares, the “**Subscription Shares**”) (a copy of the Subscription Agreement is tabled at the meeting and marked “A” by the chairman of the meeting for identification purposes) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;

- (b) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Ordinary Shares and the ordinary shares to be allotted and issued upon conversion of the Preference Shares (the “**Conversion Shares**”), the specific mandate granted to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot, issue and deal with the Subscription Shares and the Conversion Shares pursuant to the Subscription Agreement be and is hereby approved; and
- (c) any Directors be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated by the Subscription Agreement, the allotment and issue of the Subscription Shares and the Conversion Shares and the amendment, variation or modification of the terms and conditions of the Subscription Agreement on such terms and conditions as any Directors may think fit.”

2. “**THAT** the waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to note 1 on dispensations for Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation of the First Subscriber, the Second Subscriber, the Third Subscriber and their respective concert parties (including Zhihua Investments Limited, Maolin Investments Limited and Tenson Investment Limited) (the “**Concert Group**”) to make a mandatory general offer to acquire the shares of the Company and all other securities of the Company in issue not already owned or agreed to be acquired by the Concert Group which would arise as a result of the subscription of the New Ordinary

Shares be and is hereby approved and any Directors be and are hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable relating to, or incidental to, the Whitewash Waiver.”

3. “**THAT** the authorised share capital of the Company be increased from HK\$20,000,000 to HK\$500,000,000 divided into 466,637,115,100 ordinary shares of HK\$0.001 each and 33,362,884,900 Preference Shares of HK\$0.001 each with effect from the date of the passing of this resolution.”

## SPECIAL RESOLUTION

4. “**THAT** conditional upon (i) the condition precedents (other than those in relation to the passing of these resolutions) set out in the Subscription Agreement being fulfilled or waived (where applicable); and (ii) the above resolutions numbered 1, 2 and 3 as set out in this notice being passed:
  - (a) the memorandum of association of the Company be and is hereby amended in the following manner:

By deleting the existing Memorandum No. 7 in its entirety and substituting therefor the following new Memorandum:

7. The share capital of the Company is HK\$500,000,000 divided into 466,637,115,100 ordinary shares of HK\$0.001 each and 33,362,884,900 preference shares of HK\$0.001 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

- (b) the proposed amendments to the articles of association of the Company as set out in Appendix III of the circular of the Company dated 10 April 2015 be and are hereby approved by the Company.”

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

Hong Kong, 10 April 2015

*Notes:*

- i. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles and association of the Company, vote in his stead. A proxy need not be a member of the Company.
- ii. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- iii. Delivery of an instrument appointing a proxy should not preclude member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- iv. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- v. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- vi. As at the date of this announcement, the board of the Company 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.