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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)**

**POLL RESULTS OF THE EXTRAORDINARY  
GENERAL MEETING HELD ON 4 MAY 2015**

The Board is pleased to announce that the Resolutions set out in the EGM Notice were duly passed by way of poll at the EGM held on 4 May 2015.

**Shareholders and potential investors of the Company should note that Completion is still subject to the fulfillment (or waiver, as the case may be) of other conditions precedent set out under the section headed “Conditions of the Subscription” in the Circular. A further announcement will be made by the Company in respect of the Completion.**

Reference is made to the circular (the “**Circular**”) of Jin Cai Holdings Company Limited (the “**Company**”) dated 10 April 2015 in relation to, among other things, the Subscription and the Whitewash Waiver and the Company’s notice of the EGM dated 10 April 2015 (the “**EGM Notice**”). Unless defined otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the resolutions (the “**Resolutions**”) set out in the EGM Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 4 May 2015.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM.

Details of the poll results in respect of the Resolutions are as follows:

<b>Ordinary resolutions (Note)</b>		<b>Number of Shares represented by votes cast and percentage of total number of votes cast</b>	
		<b>For</b>	<b>Against</b>
1.	To approve, among other matters, the Subscription Agreement and the transactions contemplated thereunder as set out in ordinary resolution no. 1 of the EGM Notice.	337,077,000 (100%)	0 (0%)
2.	To approve the Whitewash Waiver as set out in ordinary resolution no. 2 of the EGM Notice.	337,077,000 (100%)	0 (0%)
3.	To approve the Share Capital Resolution as set out in ordinary resolution no. 3 of the EGM Notice	337,077,000 (100%)	0 (0%)
<b>Special resolution (Note)</b>		<b>Number of Shares represented by votes cast and percentage of total number of votes cast</b>	
		<b>For</b>	<b>Against</b>
4.	To approve the amendments to the Articles of Association as set out in special resolution no. 4 of the EGM Notice.	337,077,000 (100%)	0 (0%)

*Note:* The full text of the Resolutions is set out in the EGM Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all the relevant ordinary resolutions were duly passed at the EGM. As more than 75% of the votes were cast in favour of the above special resolution, the special resolution was duly passed at the EGM.

As at the date of the EGM, the issued share capital of the Company was 3,200,000,000 Ordinary Shares. Ocean Ahead (the entire issued share capital of which is owned by Ms. Huang Li, an executive Director and controlling Shareholder, who was involved in the negotiation of the Subscription) which held 2,400,000,000 Ordinary Shares as at the date of the EGM, abstained from voting at the EGM in respect of each of the Resolutions. Save for Ocean Ahead, no Shareholder was required to abstain from voting in respect of the Resolutions at the EGM.

## EFFECT ON SHAREHOLDING STRUCTURE

Set out below for illustrative purposes are the shareholding structures of the Company immediately upon (i) Completion of the Subscription; (ii) conversion in full of each tranche of the Preference Shares, assuming no other Ordinary Shares will be issued between the date of this announcement and the date on which all the Preference Shares have been fully converted:

As at the date of this announcement Number of Ordinary Shares	Immediately after the allotment and issue of the New Ordinary Shares and before conversion of any Preference Shares				Immediately after Completion and conversion in full of the Completion Tranche Preference Shares				Immediately after Completion and conversion in full of the Completion Tranche Preference Shares, the Tranche A Preference Shares and Tranche B Preference Shares				Immediately after Completion and conversion in full of the Completion Tranche Preference Shares, the Tranche A Preference Shares, Tranche B Preference Shares and Tranche C Preference Shares			
	Preference Shares		Tranche Preference Shares		Preference Shares		Preference Shares		Preference Shares		Preference Shares		Preference Shares		Preference Shares	
	Number of Ordinary Shares	%	Number of Ordinary Shares	%	Number of Ordinary Shares	%	Number of Ordinary Shares	%	Number of Ordinary Shares	%	Number of Ordinary Shares	%	Number of Ordinary Shares	%	Number of Ordinary Shares	%
Ocean Ahead ( <i>Note 1)</i> )	2,400,000,000	75.00	2,400,000,000	13.84	2,400,000,000	13.75	2,400,000,000	8.91	2,400,000,000	6.58	2,400,000,000	5.22	2,400,000,000	4.73		
The Concert Group (other than Zhihua Investments Limited, Maolin Investments Limited and Tenson Investment Limited)																
The First Subscriber	-	-	5,274,166,550	30.42	5,316,455,700	30.47	8,860,759,500	32.88	12,405,063,300	34.03	15,949,367,100	34.71	17,721,519,000	34.95		
The Second Subscriber	-	-	2,260,357,100	13.04	2,278,481,020	13.06	3,797,468,360	14.09	5,316,455,700	14.59	6,835,443,040	14.88	7,594,936,710	14.98		
The Third Subscriber	-	-	2,260,357,090	13.04	2,278,481,010	13.06	3,797,468,350	14.09	5,316,455,690	14.59	6,835,443,030	14.88	7,594,936,700	14.98		
<b>Subtotal of the Concert Group (other than Zhihua Investments Limited, Maolin Investments Limited and Tenson Investment Limited)</b>	-	-	<b>9,794,880,740</b>	<b>56.50</b>	<b>9,873,417,730</b>	<b>56.58</b>	<b>16,455,696,210</b>	<b>61.06</b>	<b>23,037,974,690</b>	<b>63.21</b>	<b>29,620,253,170</b>	<b>64.46</b>	<b>32,911,392,410</b>	<b>64.91</b>		
<b>Subtotal of the Concert Group (including Zhihua Investments Limited, Maolin Investments Limited and Tenson Investment Limited below)</b>	-	-	<b>11,257,098,740</b>	<b>64.93</b>	<b>11,347,360,030</b>	<b>65.03</b>	<b>18,912,266,730</b>	<b>70.18</b>	<b>26,477,173,410</b>	<b>72.64</b>	<b>34,042,080,090</b>	<b>74.09</b>	<b>37,824,533,440</b>	<b>74.61</b>		
<b>Other Shareholders</b>																
The Fourth Subscriber	-	-	752,931,940	4.34	758,969,080	4.35	1,264,948,460	4.69	1,770,927,860	4.86	2,276,907,260	4.96	2,529,896,960	4.99		
Parties procured by the Fourth Subscriber																
Zhihua Investments Limited	-	-	595,227,370	3.43	600,000,000	3.44	1,000,000,000	3.71	1,400,000,000	3.84	1,800,000,000	3.92	2,000,000,000	3.94		
Maolin Investments Limited	-	-	391,976,590	2.26	395,119,520	2.26	658,532,550	2.44	921,945,560	2.53	1,183,358,570	2.58	1,317,065,080	2.60		
Taiping Quantum Prosperity Fund	-	-	545,499,510	3.15	549,873,420	3.15	916,455,700	3.40	1,283,037,980	3.52	1,649,620,260	3.59	1,832,911,400	3.62		
Wenze International Investment Limited	-	-	543,525,090	3.14	547,883,160	3.14	913,138,600	3.39	1,278,394,040	3.51	1,643,649,480	3.58	1,826,277,200	3.60		
Tenson Investment Limited	-	-	475,014,040	2.74	478,822,780	2.74	798,037,970	2.96	1,117,253,160	3.07	1,436,468,350	3.13	1,596,075,950	3.15		
Reorient Special Situation Partners, LP	-	-	385,529,460	2.22	388,620,700	2.23	647,701,170	2.40	906,781,640	2.49	1,165,862,110	2.54	1,295,402,340	2.56		
Strait Acquisition Fund, L.P.	-	-	376,726,200	2.17	379,746,850	2.18	632,911,400	2.35	886,075,950	2.43	1,139,240,500	2.48	1,265,822,770	2.50		
Bestech	-	-	237,469,350	1.37	239,373,420	1.37	398,955,700	1.48	558,537,980	1.53	718,120,260	1.56	797,911,400	1.57		
China Alpha II Fund Limited	-	-	18,836,310	0.11	18,987,350	0.11	31,645,570	0.12	44,303,810	0.12	56,962,030	0.12	63,291,150	0.12		
Global Integrity Alpha Fund Limited	-	-	18,836,310	0.11	18,987,340	0.11	31,645,580	0.12	44,303,800	0.12	56,962,040	0.12	63,291,150	0.12		
Existing Shareholders (other than Ocean Ahead)	800,000,000	25.00	800,000,000	4.61	800,000,000	4.58	800,000,000	2.97	800,000,000	2.19	800,000,000	1.74	800,000,000	1.58		
<b>Subtotal</b>	<b>800,000,000</b>	<b>25.00</b>	<b>5,141,572,170</b>	<b>29.66</b>	<b>5,176,383,620</b>	<b>29.66</b>	<b>8,093,972,700</b>	<b>30.03</b>	<b>11,011,561,780</b>	<b>30.21</b>	<b>13,929,150,860</b>	<b>30.31</b>	<b>15,387,945,400</b>	<b>30.35</b>		
<b>Total</b>	<b>3,200,000,000</b>	<b>100.00</b>	<b>17,336,452,910</b>	<b>100.00</b>	<b>17,449,801,350</b>	<b>100.00</b>	<b>26,949,668,910</b>	<b>100.00</b>	<b>36,449,536,470</b>	<b>100.00</b>	<b>45,949,404,030</b>	<b>100.00</b>	<b>50,699,337,810</b>	<b>100.00</b>		

*Note:*

- (1) The 2,400,000,000 Ordinary Shares are beneficially owned by Ocean Ahead, the entire issued share capital of which is wholly and beneficially owned by Ms. Huang Li, a Director.

As at the date of this announcement, conditions precedent (2), (3), (4) and (5) to the Subscription as set out under the paragraph headed “Conditions of the Subscription” in the Circular have been fulfilled and the other conditions precedent remain outstanding.

**Shareholders and potential investors of the Company should note that Completion is still subject to the fulfillment (or waiver, as the case may be) of other conditions precedent set out under the paragraph headed “Conditions of the Subscription” in the Circular. A further announcement will be made by the Company in respect of the Completion.**

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

Hong Kong, 4 May 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.*