
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jin Cai Holdings Company Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



Jin Cai Holdings Company Limited

金彩控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1250)

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on 5 June 2014 (Thursday) at 2:00 p.m. at Falcon Room I, Gloucester Luk Kwok, 72 Gloucester Road, Wanchai, Hong Kong is set out on pages 19 to 24 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

24 April 2014

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held on 5 June 2014 (Thursday) at 2:00 p.m at Falcon Room I, Gloucester Luk Kwok, 72 Gloucester Road, Wanchai, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 19 to 24 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	Jin Cai Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director or directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no.5 in the AGM Notice;
“Latest Practicable Date”	17 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	5 July 2013, being the date on which the Shares are listed and from which dealings in the Shares commenced on the Main Board of the Stock Exchange;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 6 in the AGM Notice;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



Jin Cai Holdings Company Limited

金彩控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1250)

Executive Directors:

Ms. Huang Li
Mr. Zheng Hua

Non-executive Director:

Mr. Huang Chao

Independent non-executive Directors:

Mr. Zeng Shiquan
Mr. Tam Tak Kei Raymond
Professor Lam Sing Kwong Simon

Registered Office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Principal Place of Business

in Hong Kong:
Suite 2312, Tower One,
Times Square,
1 Matheson Street,
Causeway Bay,
Hong Kong

24 April 2014

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the retiring Directors proposed to be re-elected; and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by the Shareholders on 11 June 2013. Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 320,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 64,000,000 Shares representing 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to repurchase a maximum of 32,000,000 Shares representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of AGM.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

LETTER FROM THE BOARD

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

All the Directors, being Ms. Huang Li, Mr. Zheng Hua, Mr. Huang Chao, Mr. Zeng Shiquan, Mr. Tam Tak Kei Raymond and Professor Lam Sing Kwong Simon will retire from office as Directors at the AGM. All of them, being eligible, offer themselves for re-election pursuant to Article 112 of the Articles.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held on 5 June 2014 (Thursday) at 2:00 p.m. at Falcon Room I, Gloucester Luk Kwok, 72 Gloucester Road, Wanchai, Hong Kong is set out on pages 19 to 24 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

In accordance with Rule 13.39(4) of the Listing Rules, a poll will be required on each of the resolutions set out in the AGM Notice.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate and the re-election of the retiring Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

By order of the Board
Jin Cai Holdings Company Limited
HUANG Li
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors in the AGM.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2013 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 320,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 32,000,000 Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the substantial Shareholders were (i) Ocean Ahead International Limited ("Ocean Ahead") which owned 240,000,000 Shares (75% of the issued share capital of the Company); and (ii) Ms. Huang Li, the chairman of the Board and an executive Director, who owned the entire issued share capital of Ocean Ahead.

In the event that the Repurchase Mandate was exercised in full, (i) the interest of Ocean Ahead in the Company will be increased from 75% to approximately 83.33%; and (ii) the indirect interest of Ms. Huang Li will be increased from 75% to approximately 83.33%.

On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. As the exercise of the Repurchase Mandate would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange from the Listing Date up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2013		
July (from the Listing Date)	0.91	0.65
August	0.85	0.73
September	0.79	0.69
October	0.76	0.55
November	0.72	0.62
December	0.79	0.63
2014		
January	0.74	0.60
February	0.79	0.60
March	0.97	0.74
April (till the Latest Practicable Date)	1.79	0.87

Set out below are details of the proposed Directors to be re-elected at the AGM.

EXECUTIVE DIRECTORS**Ms. Huang Li**

Ms. Huang Li (黄莉), aged 50, was appointed as a Director on 29 November 2012 and re-designated as an executive Director on 10 June 2013. She was also appointed as the chairman of the Board on 11 June 2013. Ms. Huang is the chairman of the nomination committee of the Company.

Ms. Huang is responsible for the overall business strategies and management of the Group. Ms. Huang has more than 13 years of experience in the paper packaging industry in the PRC. Ms. Huang had been the chairman of the board of 深圳大洋洲印務有限公司 (Shenzhen Oceania Printing Company Limited*, or “Shenzhen Oceania”) from March 2000 to August 2012. At the time she ceased to be the chairman of the board of Shenzhen Oceania in August 2012, she was then immediately re-appointed as the sole executive director of Shenzhen Oceania in August 2012. From January 2001 to August 2012, she had been the general manager of Shenzhen Oceania, and was responsible for implementing the policies of the board of Shenzhen Oceania and the general management of Shenzhen Oceania. She is also the executive director and general manager of 惠州金彩印務有限公司 (Huizhou Jin Cai Printing Company Limited*, or “Huizhou Jin Cai”), an indirect wholly-owned subsidiary of the Company, since August 2008. Ms. Huang has become the sales director of Super Future Investments Limited, an indirect wholly-owned subsidiary of the Company, since February 2013 and she is also one of the authorised representatives of the Company. She is a director of all the subsidiaries of the Company.

Before joining Shenzhen Oceania in 2000, Ms. Huang started her trading business of cigarette ancillary materials such as paper materials and cellophane. Since the establishment of Shenzhen Oceania, Ms. Huang has focused on the development of cigarette packaging business of Shenzhen Oceania.

Ms. Huang obtained a bachelor degree in highway engineering from the department of highway of Chang’an University (長安大學) (formerly known as Xi’an Highway Institute (西安公路學院)) in July 1983.

Mr. Huang Chao is the son of Ms. Huang, and Mr. Zheng Hua is her brother-in-law.

* For identification purpose only

As at the Latest Practicable Date, Ms. Huang is the beneficial owner of the entire issued capital of Ocean Ahead International Limited, which in turn holds 240,000,000 Shares, representing 75% of the issued share capital of the Company. Ms. Huang is deemed or taken to be interested in all the Shares owned by Ocean Ahead International Limited for the purpose of the SFO.

Save as disclosed above, Ms. Huang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Ms. Huang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Huang has entered into a director's service contract with the Company for a term commencing from the Listing Date to the date of the 2015 annual general meeting of the Company to be held in 2016, which may be terminated by either party thereto giving to the other six month's prior notice in writing or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. Ms. Huang is entitled to receive an annual remuneration of HK\$144,000 per annum excluding discretionary bonuses, which is determined with reference to her duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Zheng Hua

Mr. Zheng Hua (鄭華), aged 54, was appointed as an executive Director on 10 June 2013. He was also appointed as the chief executive officer of the Company on 11 June 2013.

Mr. Zheng is responsible for the general management and daily operation of the Group. Mr. Zheng has more than 13 years of experience in the paper packaging industry in the PRC. Mr. Zheng was a director of Shenzhen Oceania from November 2001 to August 2012 and has been the general manager of Shenzhen Oceania since August 2012, responsible for implementing the policy of the board of Shenzhen Oceania and the general management of Shenzhen Oceania. Mr. Zheng has been a deputy general manager of Huizhou Jin Cai, since August 2008, and is responsible for assisting the general manager of Huizhou Jin Cai. Mr. Zheng started to gain access to and possessed knowledge and experience in relation to paper packaging industry when he joined Shenzhen Oceania in 2001.

Before joining Shenzhen Oceania in 2001, Mr. Zheng assumed various positions from 1982 to 1989, including being the assistant engineer of 石油部青海石油管理局鑽井公司辦公室 (Qinghai Petroleum Management Bureau Well-drilling Company Office, Ministry of Petroleum*) and the head of 青海省重工廳辦公室 (Ministry of Heavy Industry Office, Qinghai Province*). From 1990 to 1995, Mr. Zheng was the project manager of 中國石油開發公司海南公司 (China Petroleum Exploration Company Hainan Company*) and 海南省燃化總公司 (Hainan Province Combustion Headquarter*). Mr. Zheng was the senior engineer and the manager of 南方石油勘探開發有限責任公司 (South Oil Exploration and Development Co., Ltd.*) from 1996 to 2001.

Mr. Zheng graduated from the Department of Geology of Northwest University (西北大學) with a major in petroleum and natural gas geology in January 1982.

Mr. Zheng was qualified as a geologist by 青海石油管理局 (Qinghai Petroleum Management Bureau*) in April 1991. He was also qualified as a senior engineer by the Personnel and Labour Protection Office of Henan Province (海南省人事勞動廳) in March 1995.

Mr. Zheng is the brother-in-law of Ms. Huang Li and the uncle of Mr. Huang Chao.

Save as disclosed above, Mr. Zheng did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Zheng does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zheng has entered into a director's service contract with the Company for a term commencing on the Listing Date to the date of the 2015 annual general meeting of the Company to be held in 2016, which may be terminated by either party thereto giving to the other six month's prior notice in writing or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. Mr. Zheng is entitled to receive an annual remuneration of HK\$144,000 per annum excluding discretionary bonuses, which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

* For identification purpose only

NON-EXECUTIVE DIRECTOR**Mr. Huang Chao**

Mr. Huang Chao (黃超), aged 26, was appointed as a non-executive Director on 10 June 2013. Ms. Huang is a member of the audit committee and the remuneration committee of the Company.

Mr. Huang joined Shenzhen Oceania as a consultant in international market in July 2012 for a term of four years until July 2016, and started to gain access to and possessed knowledge and experience in the paper packaging industry when he joined Shenzhen Oceania.

Mr. Huang obtained a degree of bachelor of commerce – professional accounting from the Macquarie University in April 2012.

Mr. Huang is the son of Ms. Huang Li and the nephew of Mr. Zheng Hua.

Save as disclosed above, Mr. Huang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Huang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Huang has entered into a director's service contract with the Company for a term commencing on the Listing Date to the date of the 2014 annual general meeting of the Company to be held in 2015, which may be terminated by either party thereto giving to the other six month's prior notice in writing or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. Mr. Huang is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Zeng Shiquan**

Mr. Zeng Shiquan (曾石泉), aged 66, was appointed as an independent non-executive Director on 10 June 2013. Ms. Zeng is a member of the nomination committee and the remuneration committee of the Company.

Prior to joining the Group, Mr. Zeng was appointed as the chairman of the board of 深圳市特發集團有限公司 (Shenzhen City Tefa Group Company Limited*) for a term of four years in August 1998. He was also appointed as the vice chairman of the board of 長和投資有限公司 (Concord Investments Company Limited*) from July 1995 to July 2007.

Mr. Zeng graduated from the department of political economics of Wuhan University (武漢大學) in July 1970. He graduated from Sun Yat-sen University (中山大學) as a research student in political economy in December 1981.

He was accredited as a senior economist by the Shenzhen City Job Title Reform Leadership Unit (深圳市職稱改革領導小組) in February 1993. Mr. Zeng has passed the Training Course for Independent Directors of Listed Companies (上市公司獨立董事培訓班) jointly held by the Securities Association of China (中國證券業協會) and the School of Management, Fudan University (復旦大學管理院) in July 2003.

Mr. Zeng had been an independent director of 深圳市特爾佳科技股份有限公司 (Shenzhen Terca Technology Co., Ltd.*) (Stock code: 002213), whose shares are listed on the Shenzhen Stock Exchange, until March 2014, an independent director of 深圳市証通電子股份有限公司 (SZTT Electronics Co., Ltd.*) (Stock code: 002197), whose shares are listed on the Shenzhen Stock Exchange, until March 2013. Mr. Zeng has been appointed an independent director of 深圳鍵橋通訊技術股份有限公司 (Shenzhen Keybridge Communications Co., Ltd.*) (Stock code: 002316) since January 2013, whose shares are listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Zeng did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

* For identification purpose only

Mr. Zeng does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zeng has entered into a director's service contract with the Company for a term commencing on the Listing Date to the date of the 2014 annual general meeting of the Company to be held in 2015, which may be terminated by either party thereto giving to the other six month's prior notice in writing or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. Mr. Zeng is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Tam Tak Kei Raymond

Mr. Tam Tak Kei, Raymond (譚德機), aged 51, was appointed as an independent non-executive Director on 10 June 2013. Mr. Tam is the chairman of the audit committee of the Company and the member of the nomination committee of the Company.

Mr. Tam graduated from University of Kent at Canterbury in the United Kingdom with a bachelor of arts degree in accounting with computing in July 1985. He has been a member of The Institute of Chartered Accountants in England and Wales since 1990 and a member of the Hong Kong Institute of Certified Public Accountants since 1995. Mr. Tam acted as the financial controller of international law firms for nine years and has over 27 years of professional accounting experience and is currently the finance director of a Hong Kong-based auction company and the company secretary of Branding China Group Limited (stock code: 08219).

Mr. Tam also acts as an independent non-executive director of Sunley Holdings Limited (stock code: 01240) since September 2012, Zebra Strategic Holdings Limited (stock code: 08260) since June 2012, Vision Fame International Holding Limited (stock code: 01315) since December 2011, Tianjin Jinran Public Utilities Company Limited (formerly known as Tianjin Tianlian Public Utilities Company Limited) (stock code: 01265, formerly 08290) since February 2011 and Ngai Shun Holdings Limited (stock code: 01246) since September 2013. Mr. Tam had been an independent non-executive director of Sun Innovation Holdings Limited, shares of which are listed on the Main Board of the Stock Exchange (stock code: 00547), until his resignation with effect from 9 August 2013.

Save as disclosed above, Mr. Tam did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Tam does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Tam has entered into a director's service contract with the Company for a term commencing from the Listing Date to the date of the 2014 annual general meeting to be held in 2015, which may be terminated by either party thereto giving to the other six month's prior notice in writing or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. Mr. Tam is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Professor Lam Sing Kwong Simon

Professor Lam Sing Kwong Simon (林誠光), aged 55, was appointed as an independent non-executive Director on 10 June 2013. Professor Lam is the chairman of the remuneration committee of the Company and the member of audit committee of the Company.

Professor Lam obtained a doctorate degree in commerce from the Faculty of Economics and Commerce at The Australian National University in April 1996.

Professor Lam joined The University of Hong Kong as a full-time teaching staff in September 1989 and is now the Professor of Management at the Faculty of Business and Economics of The University of Hong Kong. He has published a number of academic papers and case analysis in the topics of corporate strategy, organization development and operations management.

Before joining The University of Hong Kong, Professor Lam had worked as a Regional Support Manager for the Canadian Imperial Bank of Commerce from 1987 to 1989.

Since May 2009, Professor Lam has been an independent non-executive director of Overseas Chinese Town (Asia) Holdings Limited (stock code: 03366), whose shares are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Professor Lam did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Professor Lam does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Professor Lam has entered into a director's service contract with the Company for a term commencing on the Listing Date to the date of the 2014 annual general meeting of the Company to be held in 2015, which may be terminated by either party thereto giving to the other six month's prior notice in writing or otherwise in accordance with the terms of the service agreement, and subject to retirement by rotation and re-election in accordance with the Articles. Professor Lam is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Jin Cai Holdings Company Limited

金彩控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1250)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of Jin Cai Holdings Company Limited (the “Company”) will be held on 5 June 2014 (Thursday) at 2:00 p.m. at Falcon Room I, Gloucester Luk Kwok, 72 Gloucester Road, Wanchai, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2013.
2. To declare a final dividend of HK6 cents per share for the year ended 31 December 2013.
3. To re-appoint Deloitte Touche Tohmatsu as auditors to the Company and to authorise the board of directors of the Company to fix their remuneration.
4. (a) To re-elect Ms. Huang Li as an executive director of the Company and to authorize the board of directors of the Company to fix her director’s remuneration;
(b) To re-elect Mr. Zheng Hua as an executive director of the Company and to authorize the board of directors of the Company to fix his director’s remuneration;

NOTICE OF ANNUAL GENERAL MEETING

- (c) To re-elect Mr. Huang Chao as a non-executive director of the Company and to authorize the board of directors of the Company to fix his director's remuneration;
- (d) To re-elect Mr. Zeng Shiquan as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his director's remuneration;
- (e) To re-elect Mr. Tam Tak Kei Raymond as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his director's remuneration; and
- (f) To re-elect Professor Lam Sing Kwong Simon as an independent non-executive director of the Company and to authorize the board of directors of the Company to fix his director's remuneration.

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of

NOTICE OF ANNUAL GENERAL MEETING

the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**
- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
 - (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
 - (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
 - (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

7. “**THAT** conditional upon the passing of Resolutions No. 5 and No. 6 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution No. 5 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No.6 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

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

Hong Kong, 24 April 2014

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the board of the directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the 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, and 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.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 6 as set out in this notice is enclosed.
8. The transfer books and Register of Members of the Company will be closed from Tuesday, 3 June 2014 to Thursday, 5 June 2014, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 30 May 2014.
9. The record date for entitlement to the proposed final dividend is Friday, 13 June 2014. For determining the entitlement to the proposed final dividend (if approved at Meeting), the register of members of the Company will be closed from Wednesday, 11 June 2014 to Friday, 13 June 2014 and no transfer of shares will be effected on such date. In order to qualify for the proposed final dividend, all transfer of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 10 June 2014. It is expected that the final dividend will be paid on or about Friday, 27 June 2014.
10. Details of each of Ms. Huang Li, Mr. Zheng Hua, Mr. Huang Chao, Mr. Zeng Shiquan, Mr. Tam Tak Kei Raymond and Professor Lam Sing Kwong Simon proposed to be re-elected as a director of the Company at the Meeting are set out in Appendix II to this circular.
11. A form of proxy for use at the Meeting is enclosed.