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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)

REVISED NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting issued by Jin Cai Holdings Company Limited (the “**Company**”) dated 29 April 2015, which sets out, among other things, the time and venue of the annual general meeting (the “**Meeting**”) and contains the relevant resolutions to be proposed to the shareholders of the Company (the “**Shareholders**”) at the Meeting for their consideration and approval.

REVISED NOTICE IS HEREBY GIVEN that the Meeting of the Company will be held as originally scheduled on 22 June 2015 (Monday) at 2:30 p.m. at Gloucester Room, 2/F, Mandarin Oriental Hotel Hong Kong, 5 Connaught Road Central, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary and special resolutions of the Company:

SPECIAL RESOLUTIONS

1. **THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Jin Cai Holdings Company Limited” to “Beijing Enterprises Clean Energy Group Limited” and the dual foreign name in Chinese of the Company be changed from “金彩控股有限公司” to “北控清潔能源集團有限公司”, and that any one director of the Company be authorised to do all such acts and things and execute all such documents as he or she may consider necessary, desirable or expedient to effect and implement the change of name of the Company.

ORDINARY RESOLUTIONS

2. 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 2014.
3. To authorize the board of directors of the Company (“**Board**”) to appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.
4. “**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 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).

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by 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
- (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.

6. “**THAT** conditional upon the passing of Resolutions No. 4 and No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution No. 4 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. 5 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.”

7. (a) To re-elect Mr. Tam Tak Kei Raymond as an independent non-executive director of the Company and to authorize the Board to fix his director's remuneration;
- (b) To re-elect Professor Lam Sing Kwong Simon as an independent non-executive director of the Company and to authorize Board to fix his director's remuneration;
- (c) To re-elect Mr. Hu Xiaoyong as an executive director of the Company and to authorize the Board to fix his director's remuneration;
- (d) To re-elect Mr. Shi Xiaobei as an executive director of the Company and to authorize the Board to fix his director's remuneration;
- (e) To re-elect Mr. Liang Yongfeng as an executive director of the Company and to authorize the Board to fix his director's remuneration;
- (f) To re-elect Mr. Han Songbai as an executive director of the Company and to authorize the Board to fix his director's remuneration;
- (g) To re-elect Mr. Xu Honghua as an independent non-executive director of the Company and to authorize the Board to fix his director's remuneration.

By Order of the Board
Jin Cai Holdings Company Limited
Hu Xiaoyong
Chairman

Hong Kong, 28 May 2015

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 shareholder 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.
4. Since the form of proxy sent together with the initial notice (the "**Original Proxy Form**") does not contain the additional proposed resolution set out in this revised notice, a new form of proxy (the "**Revised Proxy Form**") has been prepared and is sent together with the Company's supplemental circular of which this revised notice of the Meeting forms part.
5. A shareholder who has not yet lodged the Original Proxy Form with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, is requested to lodge the Revised Proxy Form if he or she wishes to appoint proxy(ies) to attend the Meeting on his or her behalf. In this case, the Original Proxy Form should not be lodged with the Hong Kong branch share registrar and transfer office of the Company.
6. A shareholder who has already lodged the Original Proxy Form with the Hong Kong branch share registrar and transfer office of the Company shall note that:
 - (a) if no Revised Proxy Form is lodged with the Hong Kong branch share registrar and transfer office of the Company, the Original Proxy Form will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed. The proxy so appointed by the relevant shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution(s) properly put to the Meeting, including the resolutions in relation to the proposed change of company name and re-election of the executive Directors and independent non-executive Director as set out in this revised notice;
 - (b) if the Revised Proxy Form is lodged with the Hong Kong branch share registrar and transfer office of the Company 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be) (the "**Closing Time**"), the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the relevant shareholder. The Revised Proxy Form will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed; and

- (c) if the Revised Proxy Form is lodged with the Hong Kong branch share registrar and transfer office of the Company after the Closing Time, the Revised Proxy Form will be deemed invalid. However, it will revoke the Original Proxy Form previously lodged by the relevant shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, members are advised not to lodge the Revised Proxy Form after the Closing Time. If such shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.
7. Shareholders are reminded that completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish. In such event, the instrument appointing a proxy shall be deemed revoked.
8. Shareholders are reminded to refer to other notes contained in the initial notice of the Meeting.

As at the date of this announcement, the Board comprises eight Directors, namely Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Liang Yongfeng, Mr. Han Songbai and Ms. Huang Li as executive Directors; Mr. Tam Tak Kei Raymond, Professor Lam Sing Kwong Simon and Mr. Xu Honghua as independent non-executive Directors.