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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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 and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the 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.

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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)**

**PROPOSED SUBDIVISION OF SHARES;  
CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company to be held at Gloucester Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong at 3:00 p.m. on Wednesday, 4 March 2015 is set out on pages 11 to 12 of this circular.

A form of proxy for use at the extraordinary general meeting of the Company is enclosed. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.

13 February 2015

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## DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, a public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 4,000 Shares to 20,000 Subdivided Shares
“Company”	Jin Cai Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 4 March 2015 to approve the Share Subdivision
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	Hong Kong Securities Clearing Company Limited

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## DEFINITIONS

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“Latest Practicable Date”	10 February 2015, being the latest practicable date prior to the despatch of this circular for ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) in the issued and unissued capital of the Company, the par value of which being HK\$0.01 each prior to the completion of the Share Subdivision
“Share Subdivision”	the proposed subdivision of every issued and unissued Share of par value of HK\$0.01 each into ten (10) Subdivided Shares of par value of HK\$0.001 each
“Shareholder(s)”	holder(s) of Share(s) or Subdivided Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the share capital of the Company upon completion of the Share Subdivision
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

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## EXPECTED TIMETABLE

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*Set out below is the proposed timetable for the Share Subdivision, Change in Board Lot Size and the associated trading arrangement:*

**2015**

Latest time for lodging the form of proxy  
for the EGM. . . . . 3:00 p.m. on Monday,  
2 March

Expected date and time of EGM . . . . . 3:00 p.m. on Wednesday,  
4 March

Publication of announcement of poll  
results of the EGM. . . . . Wednesday, 4 March

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision.**

Effective date of Share Subdivision . . . . . Thursday, 5 March

Dealings in Subdivided Shares commences . . . . . 9:00 a.m. on Thursday,  
5 March

Original counter for trading in existing Shares in  
board lots of 4,000 Shares temporarily closes . . . . . 9:00 a.m. on Thursday,  
5 March

Temporary counter for trading in board lots  
of 40,000 Subdivided Shares (in the form  
of Existing Share Certificates) opens . . . . . 9:00 a.m. on Thursday,  
5 March

Free exchange of Existing Share Certificates  
for the New Share Certificates for the  
Subdivided Shares commences. . . . . Thursday, 5 March

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## EXPECTED TIMETABLE

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2015

Original counter for trading in Subdivided Shares  
in board lots of 20,000 Subdivided Shares  
(in the form of New Share Certificates for the  
Subdivided Shares) re-opens . . . . . 9:00 a.m. on Thursday,  
19 March

Parallel trading in Subdivided Shares (in the form  
of Existing Share Certificates and  
New Share Certificates) commences . . . . . 9:00 a.m. on Thursday,  
19 March

Temporary counter for trading in board lots of  
40,000 Subdivided Shares (in the form of  
Existing Share Certificates) closes . . . . . 4:00 p.m. on Monday,  
13 April

Parallel trading in Subdivided Shares (in the form of  
Existing Share Certificates and New Share  
Certificates) ends . . . . . 4:00 p.m. on Monday,  
13 April

Free exchange of Existing Share Certificates for  
the New Share Certificates for the  
Subdivided Shares ends . . . . . Wednesday, 15 April

*All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.*

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**LETTER FROM THE BOARD**

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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)**

*Executive Directors:*

Ms. Huang Li (*Chairman*)

Mr. Zheng Hua

*Non-executive Director*

Mr. Huang Chao

*Independent non-executive Directors:*

Mr. Zeng Shiquan

Professor Lam Sing Kwong Simon

Mr. Tam Tak Kei Raymond

*Registered office:*

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarter and principal place  
of business in the PRC:*

No.21, Jianlong Street, Bao'an Community

Henggang Sub-district, Longgang District

Shenzhen City, Guangdong Province

PRC

*Principal place of business  
in Hong Kong:*

Suite 2312, Tower One,

Times Square, 1 Matheson Street,

Causeway Bay

Hong Kong

13 February 2015

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSED SUBDIVISION OF SHARES;  
CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 6 February 2015 in relation to the Share Subdivision and Change in Board Lot Size.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the information regarding the Share Subdivision, the Change in Board Lot Size and to give you the notice of EGM in order to enable you to make an informed decision on whether to vote for or against the resolution relating to the Share Subdivision at the EGM.

### **PROPOSED SHARE SUBDIVISION**

The Board proposes that each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company be subdivided into ten (10) Subdivided Shares of par value of HK\$0.001 each.

### **Effect of the Share Subdivision**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each, of which 320,000,000 Shares have been issued and are fully paid or credited as fully paid. The Company has no outstanding options, warrants, conversion rights or other similar rights giving rights to subscribe for any Shares as at the Latest Practicable Date. Assuming no further Shares will be issued or repurchased between the Latest Practicable Date and the date of EGM, immediately after the Share Subdivision becoming effective, the authorised share capital of the Company will become HK\$20,000,000 divided into 20,000,000,000 ordinary Shares of HK\$0.001 each, of which 3,200,000,000 Subdivided Shares will be in issue which are fully paid or credited as fully paid.

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* in all respects with each other and the Share Subdivision will not result in any change in the rights of the Shareholders.

### **Conditions of the Share Subdivision**

The Share Subdivision is conditional upon the following:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision; and
- (b) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the day following the passing of the ordinary resolution at the EGM, which is expected to be 5 March 2015.



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## LETTER FROM THE BOARD

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### **Free exchange of Subdivided Shares' certificates and trading arrangement**

Subject to the Share Subdivision becoming effective, which is expected to be on Thursday, 5 March 2015, Shareholders may, during the period from Thursday, 5 March 2015 to Wednesday, 15 April 2015 (both days inclusive) between 9:00 a.m. to 4:30 p.m. on any Business Day, submit share certificates for the existing Shares in blue colour to 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, Hong Kong, to exchange, at the expense of the Company, for new certificates of the Subdivided Shares in green colour. Thereafter, each share certificate for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued for the Subdivided Shares or each share certificate for the existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the share certificates for the existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Subdivided Shares at any time after Wednesday, 15 April 2015 but are not accepted for trading, settlement and registration after 4:00 p.m. on Monday, 13 April 2015.

### **Listing application**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in on which listing or permission to deal in is being or is proposed to be sought on other stock exchanges.

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## **LETTER FROM THE BOARD**

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### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Shares are traded on the Stock Exchange in board lots of 4,000 Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 4,000 Shares to 20,000 Subdivided Shares after and conditional upon the Share Subdivision becoming effective.

Based on the closing price of HK\$2.89 per Share (equivalent to HK\$0.289 per Subdivided Share) as at the Latest Practicable Date, the value of each board lot of 20,000 Subdivided Shares, assuming the Share Subdivision had already become effective, would be HK\$5,780.

The Share Subdivision and the Change in Board Lot Size will not result in any odd lot.

### **REASONS FOR SHARE SUBDIVISION AND THE CHANGE IN BOARD LOT SIZE**

Upon the proposed Share Subdivision becoming effective, the par value of each share of the Company will decrease and the total number of shares of the Company in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the shares of the Company. Based on the closing price of HK\$2.89 per Share as quoted on the Stock Exchange on the Latest Practicable Date, the market value per board lot of 4,000 existing Shares is HK\$11,560. The estimated market value per new board lot of 20,000 Subdivided Shares will theoretically be reduced to HK\$5,780 immediately upon the Share Subdivision becoming effective. The Board believes that the Share Subdivision will reduce the trading spread and improve the trading liquidity of the Subdivided Shares. The Board also considers that the proposed Change in Board Lot Size will maintain the trading value for each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company. Accordingly, the Board considers that the Share Subdivision and the Change in Board Lot Size is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Other than the relevant expenses, including but not limited to professional fees and printing charges incurred, the implementation of the Share Subdivision and the Change in Board Lot Size will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders. The Directors believe that the Share Subdivision will not have any material adverse effect on the financial position of the Group.

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## LETTER FROM THE BOARD

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### EGM

The notice convening the EGM, at which an ordinary resolution will be proposed to consider, and if thought fit, to approve the Share Subdivision, is set out on pages 11 and 12 of this circular. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Share Subdivision which is different from that of the other Shareholders. As such, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.

The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the poll results of the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the Share Subdivision is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders should vote in favour of the ordinary resolution set out in the notice of EGM.

Yours faithfully,  
For and on behalf of the Board  
**Jin Cai Holdings Company Limited**  
**Huang Li**  
*Chairman*

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## NOTICE OF EGM

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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)**

### **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 Gloucester Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong at 3:00 p.m. on Wednesday, 4 March 2015, for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as defined below), with effect from the business day next following the day on which this resolution is passed by the shareholders of the Company, each of the issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be sub-divided into ten (10) ordinary shares of HK\$0.001 each (the “**Subdivided Shares**”), and that any director of the Company be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to any of the foregoing as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to any of the foregoing.”

By order of the Board

**Jin Cai Holdings Company Limited**

**Huang Li**

*Chairman*

Hong Kong, 13 February 2015

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## NOTICE OF EGM

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*Registered office:*

Clifton House  
75 Fort Street  
P.O. 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

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 13 February 2015. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.
3. In order 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 in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.