



# Jin Cai Holdings Company Limited

## 金彩控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

### PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting (the "Meeting") to be convened at Edinburgh and Gloucester Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Monday, 4 May 2015 at 3:00 p.m.

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (note b) shares of HK\$0.001 each of Jin Cai Holdings Company Limited  
(the "Company") hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting to be held at Edinburgh and Gloucester Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Monday, 4 May 2015 at 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the Subscription Agreement (as supplemented by the first supplemental agreement dated 29 December 2014 and the second supplemental agreement dated 31 January 2015) and the transactions contemplated thereunder and the grant of the specific mandate to the directors of the Company to allot and issue the Subscription Shares and the Conversion Shares pursuant to the Subscription Agreement.		
2.	To approve the whitewash waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission to waive the obligation of the First Subscriber, the Second Subscriber and the Third Subscriber and their respective concert parties to make a mandatory general offer pursuant to note 1 on dispensations for Rule 26 of the Hong Kong Code on Takeovers and Mergers.		
3.	To approve the increase in authorised share capital of the Company from HK\$20,000,000 to HK\$500,000,000 divided into 466,637,115,100 ordinary shares of HK\$0.001 each and 33,362,884,900 Preference Shares of HK\$0.001 each.		
SPECIAL RESOLUTION		FOR	AGAINST
4.	To approve the amendments in the memorandum of association and articles of association of the Company.		

Dated the day \_\_\_\_\_ of \_\_\_\_\_ 2015

Shareholder's signature \_\_\_\_\_ (notes e, f, g and h)

#### Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on the resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially 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, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned Meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.