
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: 01250)

**SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR DATED 29 APRIL 2015 IN RELATION TO
ADDITIONAL RESOLUTIONS TO BE PROPOSED
AT THE ANNUAL GENERAL MEETING FOR THE
PROPOSED CHANGE OF COMPANY NAME,
RE-ELECTION OF EXECUTIVE DIRECTORS AND INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular shall be read in conjunction with the circular to shareholders dated 29 April 2015 (the “**First Circular**”).

The notice convening the annual general meeting of the Company to be held 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 (the “**AGM**”) was set out in the First Circular. The revised notice of the AGM dated 28 May 2015 is set out on pages 14 to 20 of this supplemental circular. The revised notice of the AGM shall supersede the AGM Notice set out in the First Circular.

Additional resolutions for the proposed change of company name and re-election of executive Directors and independent non-executive Director will be proposed at the AGM. Details of the resolutions are set out in this supplemental circular. The Revised Proxy Form of the AGM is enclosed in this supplemental circular, and also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed Revised Proxy Form 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 AGM. Completion and return of the Revised Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

28 May 2015

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	8
REVISED NOTICE OF ANNUAL GENERAL MEETING	14

DEFINITIONS

In this supplemental 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 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;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 21 of the First Circular;
“Articles”	the articles of association of the Company;
“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;
“Director(s)”	the director or directors of the Company;
“First Circular”	the circular to shareholders dated 29 April 2015;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	26 May 2015, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Original Proxy Form”	the form of proxy enclosed with the First Circular;

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this supplemental circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Preference Shares”	convertible preference shares of HK\$0.001 each in the capital of the Company;
“Revised AGM Notice”	the revised notice convening the AGM set out on pages 14 to 20 of this supplemental circular;
“Revised Proxy Form”	the revised form of proxy enclosed with this supplemental circular;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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: 01250)

Executive Directors:

Mr. Hu Xiaoyong
Mr. Shi Xiaobei
Mr. Liang Yongfeng
Mr. Han Songbai
Ms. Huang Li

Independent non-executive Directors:

Mr. Tam Tak Kei Raymond
Professor Lam Sing Kwong Simon
Mr. Xu Honghua

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

66th Floor, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

28 May 2015

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR DATED 29 APRIL 2015 IN RELATION TO
ADDITIONAL RESOLUTIONS TO BE PROPOSED
AT THE ANNUAL GENERAL MEETING FOR THE
PROPOSED CHANGE OF COMPANY NAME,
RE-ELECTION OF EXECUTIVE DIRECTORS AND INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the AGM Notice and the First Circular issued by the Company on 29 April 2015. This supplemental circular shall be read in conjunction with the First Circular which contains, among other things, information in respect of certain resolutions to be proposed at the AGM for (i) renewal of general mandates to issue new shares and repurchase shares; (ii) extension of general mandate to issue shares; and (iii) re-election of retiring directors.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with information in relation to the additional resolutions to be proposed at the AGM which relates to the proposed change of name of the Company and re-election of executive Directors and independent non-executive Director, and to provide you with the revised notice of the AGM.

PROPOSED CHANGE OF COMPANY NAME

It is proposed that 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”.

The Board considers that the proposed change of company name is in line with the strategic expansion of the Company into the photovoltaic solar power generation business, which will be one of the core focuses of the Group. On this basis, the Board is of the opinion that the change of company name is in the interests of the Company and the Shareholders as a whole.

The change of company name is subject to the satisfaction of the following conditions: (i) the passing of a special resolution by the Shareholders approving the proposed change of company name at the AGM; and (ii) the new name being approved and entered in the register of companies managed by the Registrar of Companies of the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the new English name together with the new dual foreign name in Chinese of the Company will be entered into the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the existing company name of the Company and the change of company name will take effect from the date of the passing of the special resolution approving the same. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on change of name thereafter. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

The change of company name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will continue to be effective and as documents of title to the shares of the Company and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of existing share certificates of the Company for new share certificates bearing the Company’s new name.

Subject to confirmation of the Stock Exchange, the stock short name for trading in the shares of the Company will also be changed after the change of company name becomes effective and any issue of new share certificates will bear the Company’s new name.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, an additional resolution will be proposed to consider and, if thought fit, approve the re-election of Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Liang Yongfeng and Mr. Han Songbai as executive Directors, and Mr. Xu Honghua as an independent non-executive Director.

Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Liang Yongfeng and Mr. Han Songbai have been appointed as executive Directors, and Mr. Xu Honghua has been appointed as an independent non-executive Director by the Board with effect from 6 May 2015. Pursuant to Article 112 of the Articles, Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Liang Yongfeng, Mr. Han Songbai and Mr. Xu Honghua shall hold office only until the first general meeting of the Company after their appointments (i.e. the forthcoming AGM to be held on Monday, 22 June 2015) and shall be subject to re-election at that meeting. All of them, being eligible, offer themselves for re-election.

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

AGM

The revised notice convening the AGM to be held 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 is set out on pages 14 to 20 of this supplemental circular and also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). At the AGM, additional resolutions will be proposed to consider and, if thought fit, approve the change of company name and re-election of executive Directors and independent non-executive Director. The revised notice of the AGM shall supersede the AGM Notice set out in the First Circular.

You will find enclosed with this supplemental circular a Revised Proxy Form for use at the AGM. The Revised Proxy Form shall supersede the Original Proxy Form. Whether or not you are able to attend the AGM, you are requested to complete and return the Revised Proxy Form 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 Revised Proxy Form 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

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, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, is requested to lodge the Revised Proxy Form if he or she wishes to appoint proxy(ies) to attend the AGM 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.

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 AGM, including the additional resolutions in relation to the change of company name and re-election of executive Directors and independent non-executive Director as set out in the Revised AGM 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 AGM or any adjourned 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, Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

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 Revised AGM Notice.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the additional resolutions in relation to the proposed change of company name, re-election of executive Directors and independent non-executive Director are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the Revised AGM Notice at the AGM.

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

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

EXECUTIVE DIRECTORS

Mr. Hu Xiaoyong (“**Mr. Hu**”), aged 50, graduated from Tsinghua University (清華大學) with an executive master degree of business administration in 2008. He has approximately 14 years’ experience in business management.

From 2001 to 2004, Mr. Hu joined 四川中科成環保股份有限公司 (Sichuan Zhong Ke Cheng Environmental Protection Holding Company Limited*) as a director. From 2004 to 2008, he worked with 中科成環保集團有限公司 (Zhong Ke Cheng Environment Protection Group Company Limited*) as a director. Since 2007, he has been the vice chairman of the China Environment Service Industry Association (全國工商聯環境服務業商會). Since 2008, he has been an executive director and the chief executive officer of Beijing Enterprises Water Group Limited (stock code: 371), a company listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). He was also an executive director of Genvon Group Limited (stock code: 2389), a company listed on the main board of the Stock Exchange.

The Company will enter into a service agreement with Mr. Hu in relation to his appointment as an executive Director for a term of 3 years commencing on 6 May 2015 which is determinable by either party serving on the other not more than one year’s written notice, subject to retirement by rotation and re-election in accordance with the articles of association of the Company (the “**Articles**”) and the Listing Rules. Mr. Hu will be entitled to a salary in the total sum of HK\$144,000 annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

As at the Latest Practicable Date, Mr. Hu controls Zhihua Investments Limited, which holds 595,227,370 Shares and 4,772,630 Preference Shares, and has agreed to further subscribe to 1,400,000,000 Preference Shares, in aggregate representing 3.94% of the issued share capital of the Company (assuming conversion in full of all the Preference Shares). Mr. Hu is deemed or taken to be interested in all the Shares owned by Zhihua Investments Limited for the purpose of the Securities and Futures Ordinance (Chapter 571, the laws of Hong Kong) (the “**SFO**”).

Save as disclosed above, (i) Mr. Hu does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (ii) Mr. Hu has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications.

Save as disclosed above, there are no other matters concerning the appointment of Mr. Hu that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Hu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Shi Xiaobei (“**Mr. Shi**”), aged 40, graduated from University of International Business and Economics (對外經濟貿易大學) with a bachelor’s degree of Economics in 1998 and obtained a degree of master of Science in business administration from The University of British Columbia in 2003. He has approximately 12 years’ experience in the field of banking and investment services in Hong Kong and Mainland China.

From 2003 to 2004, Mr. Shi joined Macquarie Group, which is a sizable worldwide personal bank, as a manager of Macquarie Service (Hong Kong) Ltd., one of the companies within the Macquarie Group. From 2004 to 2012, he was promoted to a division director (managing director) of Macquarie Investment Advisory (Beijing) Co., Ltd., a company within the Macquarie Group situated in the People’s Republic of China (the “**PRC**”). Since 2012, Mr. Shi has worked with CITIC Private Equity Funds Management Co., Ltd. as the chief investment officer and department head of the international investment department.

The Company will enter into a service agreement with Mr. Shi in relation to his appointment as an executive Director for a term of 3 years commencing on 6 May 2015 which is determinable by either party serving on the other not more than one year’s written notice, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Mr. Shi will be entitled to a salary in the total sum of HK\$144,000 annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed above, (i) Mr. Shi does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) Mr. Shi has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Shi does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, there are no other matters concerning the appointment of Mr. Shi that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Shi that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Liang Yongfeng (“**Mr. Liang**”), aged 46, holds a master’s degree of software engineering granted by Beihang University (北京航空航天大學) in 2012. Mr. Liang worked with 北京市機械進出口公司 (Beijing City Machinery Import and Export Corporation*) in respect of international trading from 1991 to 1995. Since May 1995, Mr. Liang has worked with Beijing Holdings Limited (京泰實業(集團)有限公司) as a managing director of Beijing Holdings International Trading Limited (北京京泰國際貿易有限公司), one of the subsidiaries of Beijing Holdings Limited. From May 1995 to February 2015, Mr. Liang was also a general manager of BHL Taipei Limited (京泰發展有限公司), one of the subsidiaries of Beijing Holdings Limited. He has approximately 20 years’ experience in the fields of international energy trading, industrial investments, operation and business management.

The Company will enter into a service agreement with Mr. Liang in relation to his appointment as an executive Director for a term of 3 years commencing on 6 May 2015 which is determinable by either party serving on the other not more than one year’s written notice, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Mr. Liang will be entitled to a salary in the total sum of HK\$144,000 annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed above, (i) Mr. Liang does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) Mr. Liang has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Liang does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, there are no other matters concerning the appointment of Mr. Liang that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Liang that is required to be disclosed pursuant to Rules 13.51(2) (h) to 13.51(2)(v) of the Listing Rules.

Mr. Han Songbai (“**Mr. Han**”), aged 45, graduated from Taiyuan University of Technology (太原工業大學) with a bachelor’s degree in electric power system and automation in 1992. He was qualified as a registered electrical engineer in the PRC in 2008. In 2011, Mr. Han was appointed as a vice manager of the procurement department and in 2013, he was appointed as a vice manger in the quality maintenance procurement department in China Nuclear Power Engineering Co., Ltd. (中國核電工程有限公司). In 2014, he joined 北京倍思泰科新能源科技開發有限公司 (Beijing Bestech New Energy Technology Development Co., Ltd.*). Mr. Han has extensive experience in equipment procurement for the engineering project.

The Company will enter into a service agreement with Mr. Han in relation to his appointment as an executive Director for a term of 3 years commencing on 6 May 2015 which is determinable by either party serving on the other not more than one year’s written notice, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Mr. Han will be entitled to a salary in the total sum of HK\$144,000 annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed above, (i) Mr. Han does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) Mr. Han has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Han does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Save as disclosed above, there are no other matters concerning the appointment of Mr. Han that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Han that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Xu Honghua (“**Mr. Xu**”), aged 48, has approximately 15 years’ experience in the fields of the power generation. Mr. Xu graduated from Tianjin University with a masters degree of engineering in power system and automation in 1988. Mr. Xu had been appointed by the Institute of Electrical Engineering (電工研究所), Chinese Academy of Sciences (“CAS”) as a research fellow in 1999. He was the former principal researcher and is the deputy director of the Institute of Electrical Engineering (電工研究所), CAS. Currently, Mr. Xu is the director of the Renewable Energy Department (可再生能源部) of the Institute of Electrical Engineering, the person-in-charge of CAS Research and Demonstration Center for the Technology of Solar Power Generation (中國科學院太陽能發電研究示範中心), and president of 保定科諾偉業控制設備有限公司 (Beijing Corona Science & Technology Co., Ltd*). In addition, Mr. Xu was a member of the Advisory Committee of Energy Experts for National Energy Administration (國家能源專家諮詢委員會), the vice president of Chinese Renewable Energy Society (中國可再生能源學會), the leader of the expert team for the 863 key project “MW-level Grid-connected PV System” under the 11th Five-year Plan, and the vice president of the National Technical Committee for Standardization of Wind Machinery (全國風力機械標準化技術委員會). In 2007, Mr. Xu was selected as a national candidate for the New-Century BaiQian-Wan Talent Project (新世紀百千萬人才工程國家級人選). Mr. Xu also received multiple awards including the Best New Talent Award (最佳新人獎) by World Wide Fund for Nature Beijing office in 2009, the Special Contribution Award by Photovoltaic Professional Committee of China Renewable Energy Society and the honorary title of “National Advanced Individual for Science Popularization (全國科普工作先進工作者)” in 2010, the First Class Prize for Scientific and Technological Progress of Hebei Province issued by The People’s Government of Hebei Province in 2012, the Third Class Prize for National Energy Technology Progress in 2013 and the Scientific Figure Award of the Third Capital Technology Celebration (第三屆首都科技盛典人物獎) in 2014. Since 1988, Mr. Xu has been involved in the research and/or projects of wind power, photovoltaic and hybrid power generation systems, including grid-connected and off-grid solar photovoltaic plants and the technologies on wind/photovoltaic-integrated power plant systems, electrical control over wind turbines and remote monitoring, control over photovoltaic power generation systems and tracking. Mr. Xu has also engaged in the research and/or projects of the economic and policies on renewable energy technology. He has been in charge of and completed a number of national technology projects, with numerous reports and publication on renewable energy.

The Company will enter into a letter of appointment with Mr. Xu in relation to his appointment as an independent non-executive Director for a term of 3 years commencing on 6 May 2015 which is determinable by either party serving on the other not more than one year’s written notice, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Mr. Xu will be entitled to a salary in the total sum of HK\$144,000 annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed above, (i) Mr. Xu does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) Mr. Xu has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Mr. Xu does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO of the Company).

Save as disclosed above, there are no other matters concerning the appointment of Mr. Xu that need to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Xu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

REVISED 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: 01250)

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.

REVISED NOTICE OF ANNUAL GENERAL MEETING

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

REVISED NOTICE OF ANNUAL GENERAL MEETING

(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;

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (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.”

REVISED NOTICE OF ANNUAL GENERAL MEETING

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

REVISED NOTICE OF ANNUAL GENERAL MEETING

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

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (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 supplemental circular, 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.