



# 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 FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.001  
each in the capital of Jin Cai Holdings Company Limited (the "Company") hereby appoint the chairman of the annual general meeting of the Company,  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") 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 and at any adjournment thereof for the purpose of considering and, if thought  
fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any  
other business that may properly come before the Meeting and/or at any adjournment thereof:

SPECIAL RESOLUTIONS <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To change the English name of the Company 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 <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
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 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 of directors to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.		
7.	(a) 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;		
	(b) 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;		
	(c) To re-elect Mr. Hu Xiaoyong as an 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. Shi Xiaobei as an 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. Liang Yongfeng as an executive director of the Company and to authorize the board of directors of the Company 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 of directors of the Company 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 of directors of the Company to fix his director's remuneration.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Signature <sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "the chairman of the annual general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
- This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
- This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a 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 forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he 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.
- The notice of the Meeting is set out in the Company's supplemental circular dated 28 May 2015.