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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)

**(1) CHANGE OF COMPANY NAME;
(2) CHANGE OF CHIEF EXECUTIVE OFFICER;
(3) CHANGE OF COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVES;
AND
(4) CHANGE OF PRINCIPAL PLACE OF BUSINESS OF
THE COMPANY**

CHANGE OF COMPANY NAME

The Board proposes 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 proposed Change of Company Name is subject to Shareholders’ approval by way of a special resolution at the annual general meeting and the new English name together with the new dual foreign name in Chinese of the Company being approved and entered into the register of companies maintained by the Registrar of Companies in the Cayman Islands.

A supplemental circular containing, among other things, information in relation to the Change of Company Name and a revised notice convening the annual general meeting will be despatched to the Shareholders as soon as possible.

CHANGE OF CHIEF EXECUTIVE OFFICER

The Board announces that, with effect from 27 May 2015:

1. Mr. Zheng Hua has resigned as the chief executive officer of the Company; and
2. Mr. Liang Yongfeng has been appointed as the new chief executive officer of the Company.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVES

The Board announces that, with effect from 27 May 2015:

1. Ms. Lam Kit Yan has resigned as the company secretary and one of the authorised representatives of the Company;
2. Ms. Huang Li has resigned as one of the authorised representatives of the Company;
3. Mr. Hu Xiaoyong has been appointed as one of the authorised representatives of the Company; and
4. Mr. Sit Hon Cheong has been appointed as the new company secretary and one of the authorised representatives of the Company.

CHANGE IN PRINCIPAL PLACE OF BUSINESS OF THE COMPANY

The Board announces that with effect from 27 May 2015, the Company's principal place of business in Hong Kong will be changed to 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.

CHANGE OF COMPANY NAME

The board of directors (the “**Board**”) of the Company proposes 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 “**Change of Company Name**”).

The Board considers that the Change of Company Name will be in line with the strategic expansion of the business 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 proposed Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the shareholders of the Company (“**Shareholders**”) to approve the Change of Company Name at the annual general meeting; and
2. the new name being approved and entered into the register of companies maintained by the Registrar of Companies in the Cayman Islands.

Subject to satisfaction of the conditions set out above, 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 of Hong Kong Limited (the “**Stock Exchange**”), the stock short names of the Company 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.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the annual general meeting, the effective date of the Change of Company Name and the new stock short names of the Company for trading in the shares of the Company on the Stock Exchange.

The annual general meeting will be convened and a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the Change of Company Name. A supplemental circular containing, among other things, information in relation to the Change of Company Name and a revised notice convening of the annual general meeting will be despatched to the Shareholders as soon as possible.

CHANGE OF CHIEF EXECUTIVE OFFICER

The Board announces that with effect from 27 May 2015, Mr. Zheng Hua resigned as the chief executive officer of the Company. Mr. Zheng Hua has confirmed that he has no disagreement with the Board and that there is no other matter in connection with his resignation that should be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere appreciation to Mr. Zheng Hua for his contribution to the Company during his tenure of office.

Mr. Liang Yongfeng has been appointed as the new chief executive officer of the Company with effect from 27 May 2015. Mr. Liang is also an executive director of the Company.

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 has entered into a service agreement with Mr. Liang in relation to his appointment as the chief executive officer of the Company for a term of 3 years commencing on 27 May 2015 which is determinable by either party serving on the other not more than one year's written notice. Mr. Liang will be entitled to a salary in the total sum of HK\$1.38 million annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed herein and as at the date of this announcement, (i) Mr. Liang does not hold any position in the Company or any of its subsidiaries nor have any relationship with any other director of the Company, 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 herein, 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.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVES

The Board announces that with effect from 27 May 2015, Ms. Lam Kit Yan (“**Ms. Lam**”) has tendered her resignation as the company secretary of the Company (the “**Company Secretary**”) and one of the authorised representatives of the Company as required under Rule 3.05 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). With effect from 27 May 2015, Ms. Huang Li has also resigned as one of the authorised representatives of the Company as required under Rule 3.05 of the Listing Rules.

The Board further announces that with effect from 27 May 2015, Mr. Hu Xiaoyong (“**Mr. Hu**”) the chairman and the executive director of the Company has been appointed as one of the authorised representatives of the Company as required under Rule 3.05 of the Listing Rules and Mr. Sit Hon Cheong (“**Mr. Sit**”) has been appointed as the new Company Secretary and one of the authorised representatives of the Company as required under Rule 3.05 of the Listing Rules.

Mr. Sit, aged 36, is the chief financial officer of the Company. He is a member of the Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst (CFA) charterholder. Mr. Sit graduated from the University of Hong Kong with a bachelor's degree in economics and finance. He has worked for major international accounting firms and various companies with over 13 years of experience in accounting, auditing and corporate finance. Mr. Sit satisfies the relevant requirements set out in Rule 3.28 of the Listing Rules.

The Board would like to extend a warm welcome to Mr. Sit in joining the Company and to express gratitude to Ms. Lam for her contribution to the Company during her term of service with the Company.

CHANGE OF PRINCIPAL PLACE OF BUSINESS OF THE COMPANY

The Board announces that with effect from 27 May 2015, the Company's principal place of business in Hong Kong will be changed to 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.

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

Hong Kong, 27 May 2015

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 of the Company; and Mr. Tam Tak Kei Raymond, Professor Lam Sing Kwong Simon and Mr. Xu Honghua as independent non-executive directors of the Company.