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**Jun Yang Financial Holdings Limited**  
**君陽金融控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 397)**

**PROPOSED ISSUE OF NOTES**

This announcement is made by Jun Yang Financial Holdings Limited (“**Company**”), together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The board (“**Board**”) of directors (“**Directors**”) of the Company announces that after trading hours on 9 May 2016, the Company as the issuer and Convoy Asset Management Limited (“**Placing Agent**”) as the placing agent, entered into a placing agreement (“**Placing Agreement**”) pursuant to which the Placing Agent agreed to act as placing agent of the Company, on a best endeavour basis, to procure the placee(s) to subscribe for the 8% per annum notes (“**Notes**”) to be issued by the Company in an aggregate principal amount of up to HK\$100,000,000 maturing on the second anniversary of the issue date of the Notes at the placing price equal to 100% of the principal amount of the Notes (“**Placing**”).

The placing period (“**Placing Period**”) for the Placing shall last for a period of six months commencing on the day immediately following the date of the Placing Agreement. If the aggregate principal amount of the Notes successfully placed by the Placing Agent at the first closing of the issue of the Notes pursuant to the Placing Agreement is less than HK\$20,000,000, the Company is not obliged to issue the Notes to the placee(s) pursuant to the Placing Agreement and has the absolute discretion on determining whether the Notes shall be so issued. It is expected that multiple closings in respect of the issue of the Notes will take place. The Company will issue a further announcement to inform its shareholders (“**Shareholders**”) and the public as to the aggregate amount of the Notes issued after the expiry of the Placing Period.

The Notes will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company which will rank equally and without any preference amongst themselves and at all times rank at least pari passu with all other present and future direct, unconditional, unsubordinated and unsecured obligations of the Company. No listing of the Notes will be sought on the Stock Exchange or any other stock exchanges.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, as at the date of this announcement, save that the Company is holding 9.93% of the issued share capital of Convoy Financial Holding Limited (a company which shares are listed on the Main Board of the Stock Exchange (stock code: 1019) and the holding company of the Placing Agent), the Placing Agent and its ultimate beneficial owners is not a connected person (within the meaning of the Listing Rules) of the Company.

The Group is principally engaged in financial service business, solar energy business with a current focus on development, construction, operation and maintenance of power station projects, money lending business and assets investment.

The Directors consider that the Placing represents an opportunity to obtain funding, which is intended to be used to finance any potential investment opportunities of the Group that may arise from time to time and for the general working capital of the Group.

The Board is of the view that the transactions contemplated by the Placing Agreement and the issue of the Notes are in the interests of the Company and the Shareholders as a whole.

**Shareholders and potential investors should note that under the Placing Agreement, the Placing is undertaken on a best endeavour basis. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

On behalf of the Board  
**Jun Yang Financial Holdings Limited**  
**Kwok Sze Yiu, Gordon**  
*Chairman*

Hong Kong, 9 May 2016

*As at the date of this announcement, the executive Directors are Mr. Kwok Sze Yiu, Gordon, Dr. Tang Sing Hing, Kenny and Mr. Ng Tang; and the independent non-executive Directors are Mr. Chan Chi Yuen, Mr. Chik Chi Man and Mr. Lam Wing Tai.*