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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)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Jun Yang Financial Holdings Limited (the “**Company**”) will be held at 9:30 a.m. on Friday, 16 March 2018 at Sapphire Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

**AS SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “Jun Yang Financial Holdings Limited” to “Power Financial Group Limited” and the Chinese name “權威金融集團有限公司” be adopted as the Company’s secondary name to replace “君陽金融控股有限公司” (the “**Change of Company Name**”) with effect from the date of registration of the new names of the Company on the register maintained by the Registrar of Companies in Bermuda, and that any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents (whether by hand, under seal or as a deed) or make all such arrangements as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with the implementation of and giving effect to the Change of Company Name and the related change of the English and Chinese stock short names of the Company for trading in the securities of the Company on The Stock Exchange of Hong Kong Limited, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

## AS ORDINARY RESOLUTIONS

2. (i) To re-elect Mr. Wu William Wai Leung as an executive director of the Company;
- (ii) To re-elect Mr. Sit Sai Hung, Billy as an executive director of the Company;
- (iii) To re-elect Mr. Choi Chun Chung, Danny as a non-executive director of the Company;
- (iv) To re-elect Mr. Wong Kun To as an independent non-executive director of the Company;
- (v) To re-elect Mr. Chu Hau Lim as an independent non-executive director of the Company; and
- (vi) To re-elect Ms. Lim Xue Ling, Charlene as an independent non-executive director of the Company.

For and on behalf of the Board  
**Jun Yang Financial Holdings Limited**  
**Choi Chun Chung, Danny**  
*Chairman*

Hong Kong, 20 February 2018

*Registered office:*  
Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Unit 503, 5/F  
Wing On House  
71 Des Voeux Road Central  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint a proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company but must be present in person at the special general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In the case of joint holders of any share of the Company, any one of such joint holders may vote at the special general meeting, 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 in person or by proxy at the special general meeting, then one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 9:30 a.m. (Hong Kong time) on Wednesday, 14 March 2018 or not less than 48 hours before the time appointed for holding any adjournment of the special general meeting.
4. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the special general meeting or any adjournment thereof should he/she so wish, and in such case, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Tuesday, 13 March 2018 to Friday, 16 March 2018 (both days inclusive) (Hong Kong time), for the purpose of ascertaining the entitlement of the shareholders of the Company to attend and vote at the special general meeting. In order to be eligible to attend and vote at the special general meeting, all duly completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Monday, 12 March 2018 (Hong Kong time). During the period mentioned above, no transfer of shares of the Company will be registered.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the executive directors of the Company are Dr. Tang Sing Hing, Kenny, Mr. Wu William Wai Leung and Mr. Sit Sai Hung, Billy; the non-executive director of the Company is Mr. Choi Chun Chung, Danny; and the independent non-executive directors of the Company are Mr. Wong Kun To, Mr. Chu Hau Lim and Ms. Lim Xue Ling, Charlene.*