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JICHENG INVESTMENT LIMITED

(Incorporated in the British Virgin Islands with limited liability)

ANNOUNCEMENT

**PRE-CONDITIONAL VOLUNTARY SECURITIES EXCHANGE
PARTIAL OFFER AND OPTION OFFER BY
JICHENG INVESTMENT LIMITED TO ACQUIRE 1,593,874,096
ISSUED SHARES IN THE ORDINARY SHARE
CAPITAL OF JUN YANG FINANCIAL HOLDINGS LIMITED
AND TO CANCEL A MAXIMUM OF 116,886,645
OUTSTANDING OPTIONS OF JUN YANG FINANCIAL
HOLDINGS LIMITED**

Financial adviser to the Offeror



INTRODUCTION

On 17 November 2017, the Offeror proposed to the board of directors of Jun Yang that it would make a pre-conditional voluntary securities exchange partial offer and option offer to (i) acquire 1,593,874,096 issued shares (representing approximately 54.74% of the issued share capital of Jun Yang as at the date of this announcement) in the ordinary share capital of Jun Yang; and (ii) to cancel a maximum of 116,886,645 outstanding Jun Yang Options (representing approximately 54.74% of all outstanding Jun Yang Options as at the date of this announcement). Optima Capital is the financial adviser to the Offeror in respect of the Offers and is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy full acceptance of the Offers.

As at the date of this announcement, based on publicly available information, Jun Yang has 2,911,712,734 Jun Yang Shares in issue and 213,530,591 outstanding Jun Yang Options to subscribe for 213,530,591 Jun Yang Shares. Among such Jun Yang Options, (i) 10,591 outstanding 2003 Jun Yang Options were granted under the share option scheme adopted by Jun Yang on 17 November 2003 and the exercise price of such 10,591 outstanding 2003 Jun Yang Options is HK\$162.80 per Jun Yang Share with the exercise period of 10 years commencing from 18 April 2008 to 17 April 2018; and (ii) 213,520,000 outstanding 2013 Jun Yang Options were granted under the share option scheme adopted by Jun Yang on 4 June 2013 and (a) the exercise price of 38,860,000 outstanding 2013 Jun Yang Options is HK\$0.142 per Jun Yang Share with the exercise period commencing from 10 April 2017 to 9 April 2019, and (b) the exercise price of 174,660,000 outstanding 2013 Jun Yang Options is HK\$0.170 per Jun Yang Share with the exercise period commencing from 24 January 2017 to 23 January 2019. An Option Offer will be made to Jun Yang Optionholders in accordance with Rule 13 of the Takeovers Code to cancel up to 116,886,645 outstanding Jun Yang Options (representing approximately 54.74% of all outstanding Jun Yang Options as at the date of this announcement).

The Offeror directly holds 2,462,818,000 China Jicheng Shares as at the date of this announcement (representing approximately 65.68% of the total issued share capital of China Jicheng as at the date of this announcement) and will settle the consideration of the Offers by way of exchanging part of the China Jicheng Shares held by it.

THE TERMS OF THE OFFERS

The Offers will be made in accordance with the Takeovers Code on the following basis:

The Partial Offer:

For every 4 existing Jun Yang Shares 5 China Jicheng Shares

As at the date of this announcement, based on the publicly available information, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Jun Yang in issue comprise (i) 2,911,712,734 Jun Yang Shares; and (ii) 213,530,591 outstanding Jun Yang Options to subscribe for 213,530,591 Jun Yang Shares. Save as disclosed above, based on the publicly available information, Jun Yang has no other outstanding Jun Yang Shares, options, warrants, derivatives or other securities that are convertible or exchangeable into the Jun Yang Shares or other types of securities in Jun Yang as at the date of this announcement.

As at the date of this announcement, the Offeror and parties acting in concert with it do not hold any Jun Yang Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Jun Yang. Neither the Offeror nor parties acting in concert with it holds or has control or discretion over any Jun Yang Shares or holds any convertible securities, warrants or options in respect of any Jun Yang Shares as at the date of this announcement.

The Option Offer:

For cancellation of every 1,000

2003 Jun Yang Options1 China Jicheng Share

For cancellation of every 500

2013 Jun Yang Options at HK\$0.170..... 107 China Jicheng Shares

For cancellation of every 320

2013 Jun Yang Options at HK\$0.142. 123 China Jicheng Shares

Since the exercise price of the outstanding 2003 Jun Yang Options is HK\$162.80 based on the publicly available information, which is higher than the ascribed value of HK\$0.205 per Jun Yang Share under the Partial Offer, the 2003 Jun Yang Options are “out of the money”.

Since the exercise price of the outstanding 2013 Jun Yang Options are HK\$0.170 and HK\$0.142 (as the case may be) based on the publicly available information, which is lower than the ascribed value of HK\$0.205 per Jun Yang Share under the Partial Offer, the 2013 Jun Yang Options are “in the money”.

The Option Offer will be conditional upon the Partial Offer becoming or being declared unconditional in all respects. Further information on the Option Offer will be set out in the formal document containing details of the Option Offer which will be sent to the Jun Yang Optionholders in accordance with the Takeovers Code.

Following acceptance of the Option Offer, the relevant Jun Yang Options together with all rights attaching thereto will be entirely cancelled and renounced.

As at the date of this announcement, the Offeror has not received any notice from any Jun Yang Shareholders or Jun Yang Optionholders relating to their acceptance or rejection of the Offers.

OFFER DOCUMENT

The Offer Document which contains, among other things, further details of the Offers, will be despatched to the Jun Yang Independent Shareholders and the Jun Yang Optionholders within seven days after the satisfaction of the Pre-conditions. The Offeror has applied to the Executive for its consent under Note 2 to Rule 8.2 of the Takeovers Code but such consent has not been granted as at the date of this announcement.

WARNING: The Jun Yang Shareholders, the Jun Yang Optionholders and potential investors of Jun Yang should be aware that the making of the Offers is subject to the satisfaction or waiver (as applicable) of the Pre-Conditions, the Offers are a possibility only and may or may not be made. Further, if the Offers are made, the completion of the Partial Offer is subject to the satisfaction or waiver (where applicable) of the Conditions of the Offers, and the Option Offer is also subject to and conditional upon the Partial Offer becoming unconditional. Accordingly, the issue of this announcement does not in any way imply that the Offers will be closed.

The Jun Yang Shareholders, the Jun Yang Optionholders and potential investors should therefore exercise caution when dealing in the Jun Yang Shares, exercising the Jun Yang Options or other rights in respect of any of them. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

THE POSSIBLE OFFERS

(a) INTRODUCTION

On 17 November 2017, the Offeror proposed to the board of directors of Jun Yang that it would make a pre-conditional voluntary securities exchange partial offer and option offer to (i) acquire 1,593,874,096 issued shares (representing approximately 54.74% of the issued share capital of Jun Yang as at the date of this announcement) in the ordinary share capital of Jun Yang; and (ii) to cancel a maximum of 116,886,645 outstanding Jun Yang Options (representing approximately 54.74% of all outstanding Jun Yang Options as at the date of this announcement). Optima Capital is the financial adviser to the Offeror in respect of the Offers and is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy full acceptance of the Offers.

As at the date of this announcement, based on publicly available information, Jun Yang has 2,911,712,734 Jun Yang Shares in issue and 213,530,591 outstanding Jun Yang Options to subscribe for 213,530,591 Jun Yang Shares. Among such Jun Yang Options, (i) 10,591 outstanding 2003 Jun Yang Options were granted under the share option scheme adopted by Jun Yang on 17 November 2003 and the exercise price of such 10,591 outstanding 2003 Jun Yang Options is HK\$162.80 per Jun Yang Share with the exercise period of 10 years commencing from 18 April 2008 to 17 April 2018; and (ii) 213,520,000 outstanding 2013 Jun Yang Options were granted under the share option scheme adopted by Jun Yang on 4 June 2013 and (a) the exercise price of 38,860,000 outstanding 2013 Jun Yang Options is HK\$0.142 per Jun Yang Share with the exercise period commencing from 10 April 2017 to 9 April 2019, and (b) the exercise price of 174,660,000 outstanding 2013 Jun Yang Options is HK\$0.170 per Jun Yang Share with the exercise period commencing from 24 January 2017 to 23 January 2019. An Option Offer will be made to Jun Yang Optionholders in accordance with Rule 13 of the Takeovers Code to cancel up to 116,886,645 outstanding Jun Yang Options (representing approximately 54.74% of all outstanding Jun Yang Options as at the date of this announcement).

The Offeror directly holds 2,462,818,000 China Jicheng Shares as at the date of this announcement and will settle the consideration of the Offers by way of exchanging part of the China Jicheng Shares held by it.

(b) THE TERMS OF THE OFFERS

The Offers will be made in accordance with the Takeovers Code on the following basis:

The Partial Offer:

For every 4 existing Jun Yang Shares 5 China Jicheng Shares

As at the date of this announcement, based on the publicly available information, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Jun Yang in issue comprise (i) 2,911,712,734 Jun Yang Shares; and (ii) 213,530,591 outstanding Jun Yang Options to subscribe for 213,530,591 Jun Yang Shares. Save as disclosed above, based on the publicly available information, Jun Yang has no other outstanding Jun Yang Shares, options, warrants, derivatives or other securities that are convertible or exchangeable into the Jun Yang Shares or other types of securities in Jun Yang as at the date of this announcement.

As at the date of this announcement, the Offeror and parties acting in concert with it do not hold any Jun Yang Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Jun Yang. Neither the Offeror nor parties acting in concert with it holds or has control or discretion over any Jun Yang Shares or holds any convertible securities, warrants or options in respect of any Jun Yang Shares as at the date of this announcement.

The Option Offer:

For cancellation of every 1,000

2003 Jun Yang Options 1 China Jicheng Share

For cancellation of every 500

2013 Jun Yang Options at HK\$0.170 107 China Jicheng Shares

For cancellation of every 320

2013 Jun Yang Options at HK\$0.142 123 China Jicheng Shares

Since the exercise price of the outstanding 2003 Jun Yang Options is HK\$162.80 based on the publicly available information, which is higher than the ascribed value of HK\$0.205 per Jun Yang Share under the Partial Offer, the 2003 Jun Yang Options are “out of the money”.

Since the exercise price of the outstanding 2013 Jun Yang Options are HK\$0.170 and HK\$0.142 (as the case may be) based on the publicly available information, which is lower than the ascribed value of HK\$0.205 per Jun Yang Share under the Partial Offer, the 2013 Jun Yang Options are “in the money”.

As such, the consideration per Jun Yang Option under the Option Offer is illustrated in the table below:

Category of Jun Yang Options	Exercise price per Jun Yang Option (HK\$)	Number of new Jun Yang Shares issuable upon full exercise of the Jun Yang Options	Consideration per Jun Yang Option
2003 Jun Yang Options	162.80	10,591	1 China Jicheng Share for cancellation of every 1,000 of such 2003 Jun Yang Options
2013 Jun Yang Options	0.170	174,660,000	107 China Jicheng Shares for cancellation of every 500 of such 2013 Jun Yang Options
2013 Jun Yang Options	0.142	38,860,000	123 China Jicheng Shares for cancellation of every 320 of such 2013 Jun Yang Options

The Option Offer will be conditional upon the Partial Offer becoming or being declared unconditional in all respects. Further information on the Option Offer will be set out in the formal document containing details of the Option Offer which will be sent to the Jun Yang Optionholders in accordance with the Takeovers Code.

Following acceptance of the Option Offer, the relevant Jun Yang Options together with all rights attaching thereto will be entirely cancelled and renounced.

As at the date of this announcement, the Offeror has not received any notice from any Jun Yang Shareholders or Jun Yang Optionholders relating to their acceptance or rejection of the Offers.

Comparisons of value

The ascribed value of HK\$0.205 per Jun Yang Share (equivalent to the closing price of each China Jicheng Share of HK\$0.164 as quoted on the Stock Exchange on the Last Trading Day multiplied by 5 and divided by 4 for each Jun Yang Share) represents:

- (i) a premium of approximately 17.14% over the closing price of the Jun Yang Share of HK\$0.175, as quoted on the Stock Exchange on 16 November 2017, being the Last Trading Day;

- (ii) a premium of approximately 28.93% to the average closing price of approximately HK\$0.159 per Jun Yang Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- (iii) a premium of approximately 33.99% to the average closing price of approximately HK\$0.153 per Jun Yang Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to and including the Last Trading Day; and
- (iv) a discount of approximately 79.24% over the audited consolidated net assets per Jun Yang Share of approximately HK\$0.987 as at 31 December 2016 (being the date to which the latest audited consolidated results of the Jun Yang Group were made up), calculated based on the Jun Yang Group's audited consolidated net assets attributable to its shareholders of approximately HK\$2.874 billion as at 31 December 2016 and 2,911,712,734 Jun Yang Shares in issue as at the date of this announcement.

The implied value of HK\$0.14 per China Jicheng Share (equivalent to the closing price of HK\$0.175 per Jun Yang Share as quoted on the Stock Exchange on the Last Trading Day multiplied by 4 and divided by 5 for each China Jicheng Share) represents:

- (i) a discount of approximately 14.63% over the closing price of the China Jicheng Share of HK\$0.164, as quoted on the Stock Exchange on 16 November 2017, being the Last Trading Day;
- (ii) a premium of approximately 11.11% to the average closing price of approximately HK\$0.126 per China Jicheng Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- (iii) a premium of approximately 28.44% to the average closing price of approximately HK\$0.109 per China Jicheng Share as quoted on the Stock Exchange for the ten consecutive trading days immediately prior to and including the Last Trading Day; and
- (iv) a premium of approximately 2.94% over the audited consolidated net assets per China Jicheng Share of approximately HK\$0.136 (equivalent to approximately RMB0.115) as at 31 December 2016 (being the date to which the latest audited consolidated results of the China Jicheng Group were made up), calculated based on China Jicheng Group's audited consolidated net assets attributable to its shareholders of approximately RMB430,983,000 as at 31 December 2016 and 3,750,000,000 China Jicheng Shares in issue as at the date of this announcement.

Highest and lower prices of the Jun Yang Shares

During the six-month period preceding the date of this announcement, the highest closing price of the Jun Yang Shares for a full trading day as quoted on the Stock Exchange was HK\$0.175 on 16 November 2017, and the lowest closing price of the Jun Yang Shares as quoted on the Stock Exchange was HK\$0.079 on 6 July 2017.

Value of the Offers

Based on publicly available information, as at the date of this announcement, there are 2,911,712,734 Jun Yang Shares in issue, and none of the Offeror or party acting in concert with it holds any Jun Yang Share. On the basis of the ascribed value of HK\$0.205 per Jun Yang Share and assuming that (i) there will be no change in the number of Jun Yang Shares in issue and no outstanding Jun Yang Options are exercised prior to the Closing Date; and (ii) the Partial Offer is fully accepted, the Partial Offer for 1,593,874,096 Jun Yang Shares is valued at approximately HK\$326,744,190, and the entire issued share capital of Jun Yang is valued at approximately HK\$596,901,110. As such, 1,992,342,620 China Jicheng Shares (representing approximately 53.13% of the entire issued share capital of China Jicheng as at the date of this announcement) held by the Offeror will be used to settle the Partial Offer.

As at the date of this announcement, there are 213,530,591 Jun Yang Options outstanding entitling the Jun Yang Optionholders to subscribe for, of which (i) 10,591 outstanding 2003 Jun Yang Options at the exercise price of HK\$162.80 per Jun Yang Share; and (ii) (a) 38,860,000 outstanding 2013 Jun Yang Options at the exercise price of HK\$0.142 per Jun Yang Share and (b) 174,660,000 outstanding 2013 Jun Yang Options of HK\$0.17 per Jun Yang Share. Assuming none of the outstanding Jun Yang Options are exercised prior to the Closing Date, based on the closing price of the China Jicheng Shares of HK\$0.164 as quoted on the Stock Exchange on the Last Trading Day, the Option Offer is valued at approximately HK\$4,696,390, and 28,636,526 China Jicheng Shares (representing approximately 0.76% of the entire issued share capital of China Jicheng as at the date of this announcement) held by the Offeror will be used to settle the Option Offer. Based on the above and assuming no Jun Yang Options are exercised prior to the Closing Date, the Offers are valued at HK\$331,440,580 in aggregate.

All of the China Jicheng Shares used to settle the Offers are and will be free from all liens, charges and encumbrances and together with all rights attaching to them, including the right to receive all dividends and other distributions, if any, declared, made or paid on or after the Closing Date.

Pre-Conditions to the Offers

The making of the Offers is subject to the fulfilment of the following pre-conditions (the “**Pre-Conditions**”):

- (i) the SFC having granted approval for the Offeror and each of its shareholders to become substantial shareholders of the Hong Kong Licensed Entities as required under the SFO without imposing any condition or term that is unduly burdensome on the Offeror and/or its shareholders, and such approval remaining in full force and effect and not being withdrawn or revoked;
- (ii) consent from the SFC in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code having been obtained, and such consent remaining in full force and effect and not being withdrawn or revoked; and
- (iii) save as publicly disclosed by Jun Yang in any of its announcement and circular up to 17 November 2017, since the date of the last audited consolidated financial statements of Jun Yang Group up to the date on which the Offeror obtains all approvals as mentioned in paragraphs (i) and (ii) above, there having been no change, effect, fact, event or circumstance which has had or would reasonably be expected to have a material adverse effect on, or to cause a material adverse change in, the general affairs, management, financial position, business prospects, conditions (whether financial, operational, legal or otherwise), earnings, solvency, current or future consolidated financial position, shareholders’ equity or results of operations of Jun Yang Group as a whole, whether or not arising in the ordinary course of business.

In respect of the Pre-Condition referred to in paragraph (i) above, an application will be made by the Offeror and/or each of its shareholders to seek to become substantial shareholders of the Hong Kong Licensed Entities soon after the date of this announcement. In respect of the Pre-Condition referred to in paragraph (ii) above, an application has been made by the Offeror to the SFC to seek the relevant consent and such consent has not been granted by the SFC as at the date of this announcement. The Offeror reserves the right to waive the Pre-Condition referred to in paragraph (iii) above and the other Pre-Conditions cannot be waived by the Offeror. As at the date of this announcement, none of the above Pre-Conditions has been fulfilled.

The Offeror intends to obtain the approvals as mentioned in the Pre-Conditions under paragraph (i) above on or before 30 June 2018, and will issue a further announcement as soon as practicable after the Pre-Conditions have been fulfilled. If any of the Pre-Conditions is not satisfied or waived (as applicable) on or before 30 June 2018, the Offers will not be made.

WARNING: The Jun Yang Shareholders, the Jun Yang Optionholders and potential investors of Jun Yang should be aware that the making of the Offers is subject to the satisfaction or waiver (as applicable) of the Pre-Conditions, the Offers are a possibility only and may or may not be made.

The Jun Yang Shareholders, the Jun Yang Optionholders and potential investors should therefore exercise caution when dealing in the Jun Yang Shares, exercising the Jun Yang Options or other rights in respect of any of them. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

Conditions to the Offers

The Partial Offer is subject to the fulfillment or, where applicable, waiver of the following conditions (the “**Conditions**”):

- (i) valid acceptance of the Partial Offer being received in respect of a minimum of 1,593,874,096 Shares (representing approximately 54.74% of the existing issued share capital of Jun Yang as at the date of this announcement and approximately 51.00% of the enlarged issued share capital of Jun Yang as at the date of this announcement assuming all the Jun Yang Options are exercised) for the Partial Offer;
- (ii) approval of the Partial Offer by the registered Jun Yang Shareholders as at the Closing Date holding over 50% of the Jun Yang Shares not held by the Offeror or any parties acting in concert with the Offeror in accordance with Rule 28.5 of the Takeovers Code;
- (iii) the Jun Yang Shares remaining listed and traded on the Main Board of the Stock Exchange up to the Closing Date (or, if earlier, the Unconditional Date), and no notification being received on or before the Closing Date (or, if earlier, the Unconditional Date) from the SFC and/or the Stock Exchange to the effect that the listing of the Jun Yang Shares on the Stock Exchange will or may be, for whatever reason, withdrawn or suspended (disregarding and excluding any temporary suspension of trading of the Jun Yang Shares on the Stock Exchange (i) for the purpose of obtaining clearance from the SFC and/or Stock Exchange for any announcements or circulars in connection with the Partial Offer; (ii) pending publication of any inside information announcement(s) by Jun Yang pursuant to Part XIVA of the SFO; or (iii) for less than five consecutive trading days);
- (iv) no corporate action agreement or proposal in relation to issuing any new Jun Yang Shares or any convertible securities, warrants or options in respect of any Jun Yang Shares or any similar actions (except the issue of the Jun Yang Shares upon the exercise of the Jun Yang Options) which may have effect on the issued share capital of Jun Yang as at 17 November 2017 having been contemplated, implemented or announced;
- (v) no event having occurred which would make the Offers void, unenforceable, illegal or which would prohibit the implementation of the Offers; and

- (vi) subject to Note 2 to Rule 30.1 of the Takeovers Code, save as publicly disclosed by Jun Yang in any of its announcement and circular up to 17 November 2017, since the date of the last audited consolidated financial statements of Jun Yang Group, there having been no change, effect, fact, event or circumstance which has had or would reasonably be expected to have a material adverse effect on, or to cause a material adverse change in, the general affairs, management, financial position, business prospects, conditions (whether financial, operational, legal or otherwise), earnings, solvency, current or future consolidated financial position, shareholders' equity or results of operations of Jun Yang Group as a whole, whether or not arising in the ordinary course of business.

In accordance with Note 2 to Rule 30.1 of the Takeovers Code, an offeror (i.e. the Offeror in this case) should not invoke any condition, other than the acceptance condition, so as to cause the offer (i.e. the Offers in this case) to lapse unless the circumstances which give rise to the right to invoke the condition are of material significance to the offeror in the context of the offer.

The Offeror reserves the right to waive all or any of the Conditions (except for the Conditions referred to in paragraphs (i), (ii) and (v) above) in whole or in part. As at the date of this announcement, none of the above Conditions has been fulfilled or waived.

The Option Offer will be conditional upon the Partial Offer becoming or being declared unconditional in all respects.

In accordance with Rule 15.3 of the Takeovers Code, the Offeror must publish an announcement when the Partial Offer becomes or is declared unconditional as to acceptances and when the Partial Offer becomes or is declared unconditional in all respects. The Offers must also remain open for acceptance for at least fourteen (14) days after the Offers become unconditional.

Pursuant to Rule 28.6 of the Takeovers Code, since the Offeror will be interested in more than 50% of the voting rights of the Company if the Partial Offer becomes unconditional in all respects, the Offeror will by then be free, subject to Rule 28.3 of the Takeovers Code, to acquire further Jun Yang Shares without incurring any obligation to make a general offer.

WARNING: The Jun Yang Shareholders, the Jun Yang Optionholders and potential investors of Jun Yang should be aware that the making of the Offers is subject to the satisfaction or waiver (as applicable) of the Pre-Conditions, the Offers are a possibility only and may or may not be made. Further, if the Offers are made, the completion of the Partial Offer is subject to the satisfaction or waiver (where applicable) of the Conditions of the Offers, and the Option Offer is also subject to and conditional upon the Partial Offer becoming unconditional. Accordingly, the issue of this announcement does not in any way imply that the Offers will be closed.

The Jun Yang Shareholders, the Jun Yang Optionholders and potential investors should therefore exercise caution when dealing in the Jun Yang Shares, exercising the Jun Yang Options or other rights in respect of any of them. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

(c) **OTHER TERMS OF THE OFFERS**

Acceptance of the Offers

The Jun Yang Independent Shareholders may accept the Partial Offer in respect of some or all of the Jun Yang Shares held by them. If valid acceptances are received for exact number of 1,593,874,096 Jun Yang Shares, all Jun Yang Shares validly accepted will be taken up.

If valid acceptances are received for more than 1,593,874,096 Jun Yang Shares, the total number of the Jun Yang Shares to be taken up by the Offeror from each Jun Yang Independent Shareholder will be determined in accordance with the following formula:

$$\frac{A}{B} \times C$$

- A: 1,593,874,096 Jun Yang Shares (being the total number of the Jun Yang Shares for which the Partial Offer is made)
- B: the total number of the Jun Yang Shares tendered by all the Jun Yang Independent Shareholders under the Partial Offer
- C: the number of the Jun Yang Shares tendered by the relevant individual Jun Yang Independent Shareholder under the Partial Offer

As a result, it is possible that if a Jun Yang Independent Shareholder tenders all his Jun Yang Shares to the Offeror under the Partial Offer, not all of such Jun Yang Shares will be taken up. Fractions of the Jun Yang Shares will not be taken up under the Partial Offer and, accordingly, the number of the Jun Yang Shares that the Offeror will take up from each Jun Yang Independent Shareholder in accordance with the above formula will be rounded up or down to the nearest whole number at the discretion of the Offeror.

The Jun Yang Options that are not tendered for acceptance under the Option Offer will not be deemed to have lapsed after the final Closing Date.

The Jun Yang Optionholders may accept the Option Offer in respect of some or all of the Jun Yang Options held by them. The maximum number of the Jun Yang Options to be taken up by the Offeror (“**Maximum Grant Acceptance**”) is based on the same percentage of the Partial Offer (being approximately 54.74% of the total issued share capital of Jun Yang) and are as follows:

Category of the Jun Yang Options	Exercise price per Jun Yang Option HK\$	Number of new Shares issuable upon full exercise of the Share Options by all Qualifying Optionholders	Maximum Grant Acceptance	Consideration per Jun Yang Option
2003 Jun Yang Options	162.80	10,591	5,797	1 China Jicheng Share for cancellation of every 1,000 2003 Jun Yang Options
2013 Jun Yang Options	0.170	174,660,000	95,608,884	107 China Jicheng Shares for cancellation of every 500 such Jun Yang Options
2013 Jun Yang Options	0.142	38,860,000	21,271,964	123 China Jicheng Shares for cancellation of every 320 such Jun Yang Options
Total		<u>213,530,591</u>	<u>116,886,645</u>	

In respect of each category of Jun Yang Options, if valid acceptances are received for no more than the Maximum Grant Acceptance applicable to that category, all Jun Yang Options validly accepted will be taken up and cancelled. In respect of each category of the Jun Yang Options, if valid acceptances are received for more than the relevant Maximum Grant Acceptance, the total number of the Jun Yang Options to be taken up by the Offeror from each Jun Yang Optionholder in respect of the relevant category and cancelled will be determined in accordance with the following formula:

$$\frac{W \times X}{Y} \times Z$$

W: total number of Jun Yang Options held by the Jun Yang Optionholders under the relevant category of Jun Yang Options

- X: approximately 54.74%, being 1,593,874,096 Jun Yang Shares divided by the 2,911,712,734 Jun Yang Shares held by the Jun Yang Independent Shareholders
- Y: the total number of the Jun Yang Options tendered by all Jun Yang Optionholders under the relevant category of Jun Yang Options
- Z: the number of the Jun Yang Options tendered by the relevant individual Jun Yang Optionholder under the relevant category of the Jun Yang Options

The full terms and conditions of the Offers will be set out in the Offer Document and the accompanying form(s) of acceptance. The Partial Offer and the Option Offer will be made in compliance with the Takeovers Code.

Acceptance of the Offers by any Jun Yang Independent Shareholders and Jun Yang Optionholders will be deemed to constitute a warranty by such person that all the Jun Yang Shares and the Jun Yang Options to be sold or cancelled by such person under the Offers will be free from all liens, charges, options, claims, equities, adverse interests, rights of pre-emption and any other third party rights or encumbrances of any nature whatsoever and together with all rights accruing or attaching thereto, including, without limitation, the right to receive in full dividends and other distributions declared, made or paid, if any, on or after the Closing Date.

Hong Kong stamp duty

Sellers' and buyers' ad valorem stamp duty for the Jun Yang Shares on the Hong Kong branch share register arising in connection with the acceptances of the Partial Offer, amounting to HK\$1.00 for every HK\$1,000 or part thereof of the higher of (i) the consideration payable in respect of the relevant acceptances or (ii) the market value of the Jun Yang Shares tendered for acceptance, will be borne by the Offeror.

No stamp duty is payable in connection with the Option Offer.

Availability of the Offers

The Offeror intends to make available the Offers to all Jun Yang Independent Shareholders and Jun Yang Optionholders, including those who are residents outside Hong Kong. The availability of the Offers to persons who are not residents in Hong Kong may be affected by the laws of the relevant jurisdictions. Persons who are not residents in Hong Kong should inform themselves about and observe any applicable requirements in their own jurisdictions, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with the other necessary formalities and the payment of any issue, transfer or other fares due in such jurisdictions.

In the event that the receipt of the Offer Document by the overseas Jun Yang Independent Shareholders or Jun Yang Optionholders is prohibited by any applicable laws and regulations or may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly burdensome, the Offer Document, subject to the Executive's consent, will not be despatched to such overseas Jun Yang Independent Shareholders or Jun Yang Optionholders. The Offeror will apply for any waivers as may be required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code at such time.

As at the date of this announcement, the Offeror has not yet obtained the list of shareholders and optionholders of Jun Yang so as to ascertain whether there is any overseas Jun Yang Independent Shareholders or Jun Yang Optionholders. The Offeror will liaise with Jun Yang to obtain such list for such purpose and any arrangements for the overseas Jun Yang Independent Shareholders or Jun Yang Optionholders (if any) to collect the Offer Document will be set out in a further announcement.

Closing of the Offers

Except with the consent of the Executive, all Conditions to the Offers must be fulfilled (or, if permissible, waived) or the Offers must lapse within twenty-one (21) days of the Closing Date or of the date the Partial Offer becomes or is declared unconditional as to acceptances, whichever is the later. The latest date on which the Offeror can declare the Offers unconditional as to acceptances is 7:00 p.m. on the Long Stop Date.

According to Rule 28.4 of the Takeovers Code, once acceptances exceed the number of shares stated and the offeror declares the partial offer unconditional, the final closing date must be the 14th day thereafter and cannot be further extended.

If the Conditions to the Offers are fulfilled (or, if permissible, waived), Jun Yang Shareholders and the Jun Yang Optionholders will be notified by an announcement in accordance with the Takeovers Code and the Listing Rules as soon as practicable thereafter.

Odd Lots

The Jun Yang Independent Shareholders should note that acceptance of the Partial Offer may result in their holding odd lots of the Jun Yang Shares. Accordingly, it is intended that a designated broker will be appointed by the Offeror to match sales and purchases of odd lot holdings of the Jun Yang Shares in the market for a reasonable time period following the completion of the Offers to enable such Jun Yang Independent Shareholders to dispose of their odd lots or to top up their odd lots to whole board lots. Details of such arrangement will be disclosed in the Offer Document.

Settlement of consideration

Consideration of the Offers will be settled by way of exchanging the China Jicheng Shares held by the Offeror, and new share certificates of such China Jicheng Shares will be posted by ordinary post to the Jun Yang Independent Shareholders and the Jun Yang Optionholders accepting the Offers at his/her/its own risk as soon as possible, but in any event within seven (7) business days following the close of the Offers.

The Jun Yang Independent Shareholders and the Jun Yang Optionholders should be aware that in accepting the Offers, any resulting fractions of a China Jicheng Share will be disregarded and such fractions of a China Jicheng Share will not be delivered.

(d) INTENTIONS OF THE OFFEROR

The Offeror intends to continue the current principal business of Jun Yang and is committed to the stability of the principal business and principal operations of Jun Yang after closing of the Partial Offer. The Offeror has no plans, if the Offers are closed, to: (i) make any major redeployment of assets of Jun Yang Group; or (ii) discontinue the employment of the employees of Jun Yang Group (other than in the ordinary course of business).

The Offeror intends to nominate additional director(s) to the board of directors of Jun Yang following completion of the Offers. Any changes to the board of directors of Jun Yang will be made in compliance with the Takeovers Code, the Listing Rules and the constitutional documents of Jun Yang. Further announcement(s) will be made upon the appointment of new director(s) of Jun Yang accordingly.

Immediately after the completion of the Offers and assuming that there will be no change to the issued share capital of China Jicheng since the date of this announcement and up to the Closing Date, the Offeror will cease to be the controlling shareholder of China Jicheng but will remain to be its substantial shareholder. Subject to the intentions of the incoming shareholders of China Jicheng, the Offeror intends to continue the existing principal business of China Jicheng in substantially its current state. As at the date of this announcement, the Offeror has no concrete plans on whether or not it will dispose of its remaining shareholding interests in China Jicheng immediately after the completion of the Offers.

(e) MAINTAINING LISTING STATUS OF JUN YANG

The Offeror intends to maintain the listing status and the public float of Jun Yang after closing of the Offers. As at the date of this announcement, based on the publicly available information, Jun Yang has a public float of approximately 65.76% of the entire issued share capital of Jun Yang. Assuming that there will be no change to the issued share capital of Jun Yang since the date of this announcement and up to the Closing Date and immediately after the completion of the Offers and assuming all the outstanding Jun Yang Options are exercised and all Jun Yang Independent Shareholders validly elect to accept the Partial Offer, Jun Yang will have a public float of approximately 34.56% of the entire issued share capital of Jun Yang immediately following the completion of the Offers and accordingly the number of the Jun Yang Shares in public hands will continue to meet the public float requirement under Rule 8.08 of the Listing Rules.

The Stock Exchange has stated that if, at the completion of the Offers, less than 25% of the Jun Yang Shares and/or the China Jicheng Shares are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Jun Yang Shares and/or the China Jicheng Shares; or**
- (ii) there are insufficient Jun Yang Shares and/or China Jicheng Shares in public hands to maintain an orderly market, then it will consider exercising its discretion to suspend trading in the Jun Yang Shares and/or the China Jicheng Shares.**

Upon completion of the Offers, if the public float of Jun Yang is below 25%, i.e. the minimum public float under the Listing Rules, trading in the Jun Yang Shares may be suspended until a sufficient level of public float can be attained.

(f) REASONS FOR THE OFFERS

Jun Yang has been listed on the Stock Exchange since 13 October 1993. Jun Yang is an investment holding company and Jun Yang Group is principally engaged in financial services businesses, including securities trading, asset management and provision for money lending.

Whilst the Offeror has been investing in the manufacturing and sale of umbrella-related products in China and other parts of Asia through its controlling shareholding interest in China Jicheng, the Offeror has been actively assessing the PRC, Hong Kong as well as other markets for other attractive investment opportunities, to strengthen and to diversify its investment portfolios. In particular, the Offeror believes that the financial services and securities industry in the PRC and Hong Kong is an area of growth and development in the long term. The Offeror also believes that the current market price of the Jun Yang Shares to be attractive having considered its current business and financial position as well as its long term business outlook. Accordingly, the Offeror believes that the Offers are in line with its investment strategy and is a prudent and justifiable investment. The Offers would also offer an opportunity to those Shareholders who wish to diversify their investment into other industries, to do so without having to incur the brokerage fees, transaction levies and trading fees which are customarily payable when disposing of shares in the open market.

The Offeror has decided to proceed with Partial Offer instead of a general offer because it intends to maintain the listing status of Jun Yang, for which 25% or more of the Jun Yang Shares in issue will need to be held by the public in accordance with the Listing Rules, after the closing of the Offers.

INFORMATION ON THE OFFEROR AND CHINA JICHENG GROUP

The Offeror, beneficially and ultimately owned as to 100% by Mr. Huang Wenji (“Mr. Huang”), is a controlling shareholder of China Jicheng, directly holding 2,462,818,000 China Jicheng Shares (representing approximately 65.68% of the total issued share capital of China Jicheng as at the date of this announcement), and is principally engaged in investment holding. Mr. Huang is also an executive director and chairman of the board of directors of China Jicheng. Please refer to the 2016 Annual Report of China Jicheng at <http://www.hkexnews.hk> for further details of the background and experience of Mr. Huang. Each of Jun Yang and its directors and substantial shareholders are third parties independent of the Offeror and its ultimate beneficial owners.

China Jicheng has been listed on the Stock Exchange since 13 February 2015. China Jicheng is an investment holding company and China Jicheng Group is principally engaged in the manufacturing and sale of POE umbrellas, nylon umbrellas and umbrella parts such as plastic, cloth and shaft.

SHAREHOLDING STRUCTURE OF CHINA JICHENG

As at the date of this announcement, there are 3,750,000,000 China Jicheng Shares in issue. Save and except for the 360,000,000 outstanding share options granted by China Jicheng to subscribe for 360,000,000 China Jicheng Shares, there are no outstanding options, derivatives, warrants or other securities in issue convertible or exchangeable into the China Jicheng Shares as at the date of this announcement.

Assuming that there will be no change to the issued share capital of China Jicheng since the date of this announcement and up to the Closing Date, the shareholding structure of China Jicheng, both before and after completion of the Offers, is set out below:

	As at the date of this announcement (Note)		Immediately after the completion of the Offers and assuming all Jun Yang Independent Shareholders validly elect to accept the Partial Offer, no Jun Yang Options are exercised and all Jun Yang Options are tendered for cancellation		Immediately after the completion of the Offers and assuming all outstanding Jun Yang Options are exercised and all Jun Yang Independent Shareholders validly elect to accept the Partial Offer	
	Number of China Jicheng Shares	Approximate %	Number of China Jicheng Shares	Approximate %	Number of China Jicheng Shares	Approximate %
Jun Yang Independent Shareholders	–	–	2,020,979,146	53.90	1,992,342,620	53.13
Offeror	2,462,818,000	65.68	441,838,854	11.78	470,475,380	12.55
Public China Jicheng Shareholders	1,287,182,000	34.32	1,287,182,000	34.32	1,287,182,000	34.32
Total	<u>3,750,000,000</u>	<u>100.00</u>	<u>3,750,000,000</u>	<u>100.00</u>	<u>3,750,000,000</u>	<u>100.00</u>

Note:

In respect of the issued share capital of China Jicheng, every twenty issued ordinary shares of HK\$0.00008 each were consolidated into one (1) ordinary share of HK\$0.0016 each and became effective on 10 October 2017.

SHAREHOLDING STRUCTURE OF JUN YANG

Based on the publicly available information as at the date of this announcement, Jun Yang has 2,911,712,734 Jun Yang Shares in issue and 213,530,591 outstanding Jun Yang Options to subscribe for 213,530,591 Jun Yang Shares.

Assuming that there will be no change to the issued share capital of Jun Yang since the date of this announcement and up to the Closing Date, the shareholding structure of Jun Yang, both before and after completion of the Offers, is set out below:

	As at the date of this announcement		Immediately after the completion of the Offers and assuming all Jun Yang Independent Shareholders validly elect to accept the Partial Offer, no Jun Yang Options are exercised and all Jun Yang Options are tendered for cancellation		Immediately after the completion of the Offers and assuming all outstanding Jun Yang Options are exercised and all Jun Yang Independent Shareholders validly elect to accept the Partial Offer	
	<i>Number of Jun Yang Shares</i>	<i>Approximate %</i>	<i>Number of Jun Yang Shares</i>	<i>Approximate %</i>	<i>Number of Jun Yang Shares</i>	<i>Approximate %</i>
			(Note)		(Note)	
Offeror and its concert parties	–	–	1,593,874,096	54.74	1,593,874,096	51.00
Wong Ka Man	174,394,000	5.99	78,930,724	2.72	78,930,724	2.53
Choi Chun Chung Danny	822,480,000	28.25	372,254,448	12.78	372,254,448	11.91
Public Jun Yang Shareholders	1,914,838,734	65.76	866,653,466	29.76	1,080,184,057	34.56
Total	<u>2,911,712,734</u>	<u>100.00</u>	<u>2,911,712,734</u>	<u>100.00</u>	<u>3,125,243,325</u>	<u>100.00</u>

Note:

Assuming that all Jun Yang Independent Shareholders accept the Partial Offer in respect of all of the Jun Yang Shares held by them and after disposing or topping up of their odd lots.

OFFER DOCUMENT

The Offer Document which contains, among other things, further details of the Offers, will be despatched to the Jun Yang Independent Shareholders and the Jun Yang Optionholders within seven days after the satisfaction of the Pre-conditions. The Offeror has applied to the Executive for its consent under Note 2 to Rule 8.2 of the Takeovers Code but such consent has not been granted as at the date of this announcement.

DEALING IN THE JUN YANG SHARES

Neither the Offeror nor any party acting in concert with it has dealt in the Jun Yang Shares within six months prior to 15 November 2017.

FURTHER AGREEMENTS OR ARRANGEMENTS

As at the date of this announcement:

- (i) the Offeror and parties acting in concert with it have not received any irrevocable commitment to accept the Offers;
- (ii) the Offeror and parties acting in concert with it do not hold any shares, convertible securities, warrants or options in Jun Yang;
- (iii) there is no outstanding derivative in respect of the securities in Jun Yang which has been entered into by the Offeror or parties acting in concert with it;
- (iv) there are no arrangements (whether by way of option, indemnity or otherwise) in relation to the Jun Yang Shares or the China Jicheng Shares and which might be material to the Offers;
- (v) save as disclosed in the section headed “Pre-conditions to the Offers” and “Conditions to the Offers” above, there are no agreements or arrangements to which the Offeror is a party which relates to the circumstances in which the Offeror may or may not invoke or seek to invoke a condition to the Offers; and
- (vi) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Offeror and Jun Yang which the Offeror or parties acting in concert with it have borrowed or lent.

DISCLOSURE OF DEALINGS

In accordance with Rule 3.8 of the Takeovers Code, the associates of Jun Yang or the Offeror are reminded to disclose their dealings in the securities of the Jun Yang and China Jicheng pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING: THE JUN YANG SHAREHOLDERS, THE JUN YANG OPTIONHOLDERS AND POTENTIAL INVESTORS OF JUN YANG SHOULD BE AWARE THAT THE MAKING OF THE OFFERS IS SUBJECT TO THE SATISFACTION OR WAIVER (AS APPLICABLE) OF THE PRE-CONDITIONS, THE OFFERS ARE A POSSIBILITY ONLY AND MAY OR MAY NOT BE MADE. FURTHER, IF THE OFFERS ARE MADE, THE COMPLETION OF THE PARTIAL OFFER IS SUBJECT TO THE SATISFACTION OR WAIVER (WHERE APPLICABLE) OF THE CONDITIONS OF THE OFFERS, AND THE OPTION OFFER IS ALSO SUBJECT TO AND CONDITIONAL UPON THE PARTIAL OFFER BECOMING UNCONDITIONAL. ACCORDINGLY, THE ISSUE OF THIS ANNOUNCEMENT DOES NOT IN ANY WAY IMPLY THAT THE OFFERS WILL BE CLOSED.

JUN YANG SHAREHOLDERS, JUN YANG OPTIONHOLDERS AND POTENTIAL INVESTORS SHOULD THEREFORE EXERCISE CAUTION WHEN DEALING IN THE JUN YANG SHARES, EXERCISING THE JUN YANG OPTIONS OR OTHER RIGHTS IN RESPECT OF ANY OF THEM. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, SOLICITOR OR OTHER PROFESSIONAL ADVISERS.

DEFINITIONS

“acting in concert”	has the meaning ascribed to it in the Takeovers Code
“associates”	has the meaning ascribed to it in the Takeovers Code
“China Jicheng”	China Jicheng Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued share of which are listed on the Main Board of the Stock Exchange (stock code: 1027)
“China Jicheng Group”	China Jicheng and its subsidiaries
“China Jicheng Shares”	ordinary share(s) of HK\$0.0016 each in the share capital of China Jicheng
“China Jicheng Shareholder(s)”	holder(s) of the China Jicheng Shares
“Closing Date”	the date to be stated in the Offer Document as the closing date of the Offers or any subsequent closing date as may be announced by the Offeror

“Conditions”	the conditions precedent to the Offers as set out in the section headed “CONDITIONS TO THE OFFERS” in this announcement
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Licensed Entities”	Jun Yang Securities Company Limited, Jun Yang Asset Management Company Limited and Jun Yang Corporate Finance Company Limited, each being an indirectly wholly-owned subsidiary of Jun Yang, and any other entities within the Jun Yang Group
“Jun Yang”	Jun Yang Financial Holdings Limited, a company incorporated in Bermuda with limited liability and the issued share of which are listed on the Main Board of the Stock Exchange (stock code: 397)
“Jun Yang Group”	Jun Yan and its subsidiaries
“Jun Yang Independent Shareholder(s)”	the Jun Yang Shareholder(s) (other than the Offeror and parties acting in concert with it)
“Jun Yang Option(s)”	the 2003 Jun Yang Options and the 2013 Jun Yang Options
“Jun Yang Optionholder(s)”	2003 Jun Yang Optionholders and 2013 Jun Yang Optionholders
“Jun Yang Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of Jun Yang
“Jun Yang Shareholder(s)”	holder(s) of the Jun Yang Shares
“Last Trading Day”	16 November 2017, being the last full trading day immediately prior to the trading halt in the Jun Yang Shares pending the release of this announcement

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	the 60th day after the date of the posting of the Offer Document or such later date to which the Executive may consent
“RMB”	Renminbi, the lawful currency of the PRC
“Offer Document”	the offer document to be issued by or on behalf of Jicheng Investment to all Jun Yang Independent Shareholders and Jun Yang Optionholders in accordance with the Takeovers Code containing, inter alia, details of the Offers, and the form(s) of acceptance and transfer in respect of the Offers
“Offeror”	Jicheng Investment Limited, a company incorporated in the British Virgin Islands with limited liability and a substantial shareholder of China Jicheng
“Offers”	the Partial Offer and Option Offer
“Optima Capital”	Optima Capital Limited, a corporation licensed under the SFO to carry on type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Offeror in respect of the Offers
“Option Offer”	the proposal to be made by the Offeror in compliance with Rule 13 of the Takeovers Code to cancel a maximum of 116,886,645 of the outstanding Jun Yang Options in accordance with the terms and conditions set out in this announcement
“PRC”	the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Pre-Condition(s)”	the pre-conditions to the Offers as set out in the section headed “PRE-CONDITIONS TO THE OFFERS” in this announcement
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Partial Offer”	the voluntary pre-conditional securities exchange offer to be made by the Offeror to acquire 1,593,874,096 issued shares (representing approximately 54.74% of the issued share capital of the Jun Yang as at the date of this announcement) in the share capital of Jun Yang (other than those already owned by the Offeror and parties acting in concert with it) in accordance with the terms and conditions set out in this announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers of Hong Kong
“Unconditional Date”	the date on which the Offers become or are declared unconditional in all respects
“%”	per cent.
“2003 Jun Yang Option(s)”	share option(s) granted by Jun Yang pursuant to the share option scheme adopted on 17 November 2003
“2003 Jun Yang Optionholder(s)”	holder(s) of the 2003 Jun Yang Option(s)
“2013 Jun Yang Option(s)”	share option(s) granted by Jun Yang pursuant to the share option scheme adopted on 4 June 2013
“2013 Jun Yang Optionholder(s)”	holder(s) of the 2013 Jun Yang Option(s)

By order of the board of
Jicheng Investment Limited
Huang Wenji
Director

Fujian Province, the PRC, 28 November 2017

In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of RMB1.00 to HK\$1.179. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

As at the date of this announcement, the sole director of the Offeror is Huang Wenji. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement, other than those relating to Jun Yang and Jun Yang Group, and confirm, having made all reasonable inquiries, that, to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and that there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

The information relating to Jun Yang and Jun Yang Group in this announcement has been extracted from or based on the published information relating to Jun Yang and Jun Yang Group, including its annual report for the year ended 31 December 2016. The only responsibility accepted by the sole director of the Offeror in respect of such information is for the correctness and fairness of its reproduction or presentation.