
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jun Yang Financial Holdings Limited (“**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchasers or transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchasers or transferees.

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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)

**(1) GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) REFRESHMENT OF THE 10% GENERAL LIMIT UNDER
THE SHARE OPTION SCHEME;
(3) RE-ELECTION OF DIRECTORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 9:30 a.m. on Thursday, 1 June 2017 at President Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong is set out on pages AGM-1 to AGM-6 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event by 9:30 a.m. (Hong Kong time) on Tuesday, 30 May 2017 or not less than 48 hours before the time appointed for holding any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I – Explanatory Statement for the Repurchase Mandate	12
Appendix II – Details of the Directors proposed to be re-elected	15
Notice of AGM	AGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“10% General Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme, being 10% of the number of issued shares of the Company as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the number of issued Shares as at the date of approval of the Proposed Refreshment by the Shareholders
“2003 Share Option Scheme”	the share option scheme adopted by the Company on 17 November 2003 and terminated on 4 June 2013
“2014 Share Consolidation”	the share consolidation of every four (4) then issued and unissued shares of HK\$0.02 each in the share capital of the Company into one (1) consolidated share of HK\$0.08 each in the share capital of the Company, which became effective on 12 August 2014
“AGM”	the annual general meeting of the Company to be held at 9:30 a.m. on Thursday, 1 June 2017 at President Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	Jun Yang Financial Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Eligible Employee”	any eligible employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries or any entity in which any member of the Group holds any equity interest

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 5 in the notice convening the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Last Refreshment Resolution”	the ordinary resolution passed at the annual general meeting of the Company held on 3 June 2016 for the refreshment of the 10% General Limit
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Proposed Refreshment”	the proposed refreshment of the 10% General Limit under the Share Option Scheme at the AGM
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares, which shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution as set out in resolution numbered 4 in the notice convening the AGM

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution of the Shareholders passed on 4 June 2013
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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

(Incorporated in Bermuda with limited liability)

(Stock code: 397)

Executive Directors:

Mr. Kwok Sze Yiu, Gordon (*Chairman*)

Dr. Tang Sing Hing, Kenny (*Vice Chairman*)

Mr. Ng Tang (*Chief Executive Officer*)

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Independent non-executive Directors:

Mr. Chan Chi Yuen

Mr. Chik Chi Man

Ms. Yiu Wai Yee, Catherine

*Head office and principal place of
business in Hong Kong:*

Unit 503, 5/F, Wing On House

71 Des Voeux Road Central

Hong Kong

28 April 2017

To the Shareholders

Dear Sir or Madam

**(1) GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) REFRESHMENT OF THE 10% GENERAL LIMIT UNDER
THE SHARE OPTION SCHEME;
AND
(3) RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the Proposed Refreshment; and (iii) the proposed re-election of Directors, and to give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

The general mandate granted to the Directors at the annual general meeting of the Company held on 3 June 2016 to allot and issue and deal with the unissued Shares not exceeding 20% of the number of issued Shares as at the date of the annual general meeting of the Company of 3 June 2016 and the general mandate granted to the Directors to repurchase Shares will expire at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange of up to 10% of the number of issued Shares on the date of passing such resolution (i.e. 291,171,273 Shares assuming that the total number of Shares in issue remains the same at 2,911,712,734 Shares from the Latest Practicable Date up to the date of passing such resolution);
- (b) to allot, issue or deal with Shares of up to 20% of the number of issued Shares on the date of passing such resolution (i.e. 582,342,546 Shares assuming that the total number of Shares in issue remains the same at 2,911,712,734 Shares from the Latest Practicable Date up to the date of passing such resolution); and
- (c) to extend the General Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the General Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages AGM-1 to AGM-6 of this circular. With reference to the Repurchase Mandate and the General Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

REFRESHMENT OF THE 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME

Under the rules of the Share Option Scheme:

- (1) the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group is subject to the 10% General Limit; and
- (2) the total number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the Shares in issue from time to time ("**30% Overall Limit**").

LETTER FROM THE BOARD

The Company may seek approval from the Shareholders in general meeting for refreshing the 10% General Limit so that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group shall be re-set at 10% of the Shares in issue as at the date of approval of the limit as “refreshed”. In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% General Limit as “refreshed”.

The Company adopted the Share Option Scheme on 4 June 2013. The 10% General Limit has been previously refreshed three times since the adoption of the Share Option Scheme, details of which are set out below.

First Refreshment

On 23 May 2014, an ordinary resolution was passed at the annual general meeting of the Company held on 23 May 2014 for the refreshment of the 10% General Limit (“**First Refreshment**”). The 10% General Limit refreshed under the First Refreshment was 889,442,025 shares of HK\$0.02 each in the share capital of the Company, being 10% of the shares in issue as at 23 May 2014. As a result of the 2014 Share Consolidation, the 10% General Limit refreshed under the First Refreshment was adjusted to 222,360,506 Shares. Share options entitling the holders thereof to subscribe for an aggregate of 222,200,000 Shares, representing approximately 9.99% of the issued share capital as at 23 May 2014 adjusted after the 2014 Share Consolidation, have been granted under the 10% General Limit refreshed under the First Refreshment. Details of such grant of share options are set out below:

Name or category of eligible participants	Position as at the date of grant	Date of grant	Number of share options granted
Eligible Employees			
Bai Liang	Chairman and executive Director	14 April 2015	22,220,000
Siu Kam Chau	Executive Director	14 April 2015	22,220,000
Peng Libin	Executive Director	14 April 2015	22,220,000
Liu Guangdian	Executive Director	14 April 2015	22,220,000
Other Eligible Employees		14 April 2015	133,320,000
		Total:	222,200,000

LETTER FROM THE BOARD

Second Refreshment

On 24 July 2015, an ordinary resolution was passed at the special general meeting of the Company held on 24 July 2015 for the refreshment of the 10% General Limit (“**Second Refreshment**”). The 10% General Limit refreshed under the Second Refreshment was 755,907,734 Shares, being 10% of the Shares in issue as at 24 July 2015. Share options entitling the holders thereof to subscribe for an aggregate of 755,900,000 Shares, representing approximately 9.99% of the issued share capital as at 24 July 2015, have been granted under the 10% General Limit refreshed under the Second Refreshment. Details of such grant of share options are set out below:

Name or category of eligible participants	Position as at the date of grant	Date of grant	Number of share options granted
Eligible Employees			
Kwok Sze Yiu, Gordon	Chairman and executive Director	21 January 2016	195,900,000
Tang Sing Hing, Kenny	Vice Chairman and executive Director	21 January 2016	23,000,000
Other Eligible Employees		21 January 2016	342,000,000
Adviser/consultant			
Ng Tang	Consultant	21 January 2016	195,000,000
		Total:	755,900,000

Taking into account that Mr. Ng Tang (“**Mr. Ng**”), the executive Director and the chief executive officer of the Company, has over twenty years of corporate management experience in China and Hong Kong and has more than ten years of extensive experience in the management and capital operation of listed companies in Hong Kong, the Company entered into a consultancy agreement with Mr. Ng on 4 January 2016 pursuant to which Mr. Ng has been appointed as the consultant of the Company for a term of one year to provide commercial, advisory and consultancy services to the Company. Subsequently, Mr. Ng has been appointed as the executive Director and the chief executive officer of the Company on 1 February 2016.

Third Refreshment

On 3 June 2016, the Last Refreshment Resolution was passed for the refreshment of the 10% General Limit (“**Third Refreshment**”). The existing 10% General Limit refreshed under the Third Refreshment is 242,643,273 Shares, being 10% of the Shares in issue as at 3 June 2016, being the date of passing of the Last Refreshment Resolution. Share options entitling the holders thereof to subscribe for

LETTER FROM THE BOARD

an aggregate of 242,630,000 Shares, representing approximately 9.99% of the issued share capital on the date of passing of the Last Refreshment Resolution, have been granted under the existing 10% General Limit up to the Latest Practicable Date. All such share options have not been exercised as at the Latest Practicable Date. Details of such grant of share options are set out below:

Name or category of eligible participants	Position as at the date of grant	Date of grant	Number of share options granted
Eligible Employees			
Kwok Sze Yiu, Gordon	Chairman and executive Director	24 January 2017	29,110,000
Tang Sing Hing, Kenny	Vice Chairman and executive Director	24 January 2017	29,110,000
Ng Tang	Chief executive officer and executive Director	24 January 2017	29,110,000
Other Eligible Employees		24 January 2017	116,440,000
Other Eligible Employees		10 April 2017	38,860,000
		Total:	242,630,000

Apart from such share options granted since the Third Refreshment, share options entitling the holders thereof to subscribe for (i) 211,767 Shares granted under the 2003 Share Option Scheme; and (ii) 24,303,125 Shares granted under the Share Option Scheme have not been exercised, lapsed or cancelled and remained outstanding as at the Latest Practicable Date. Accordingly, the aggregate number of Shares which may fall to be issued under the aforesaid total outstanding share options was 267,144,892 Shares, representing approximately 9.17% of the issued Shares as at the Latest Practicable Date.

On the basis of 2,911,712,734 Shares being in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company will not change prior to the AGM, the total number of Shares which may be issued upon exercise of all share options that may be granted under the 10% General Limit so refreshed is 291,171,273 Shares. As at the Latest Practicable Date, the Company did not have any immediate plan or was not contemplating to grant any share options under the 10% General Limit so refreshed. Should the Company grant any share options under the 10% General Limit so refreshed, the Company will make announcement in compliance with the Listing Rules.

Taking into account the number of the outstanding share options as at the Latest Practicable Date and the maximum number of the Shares that may be allotted and issued under the refreshed 10% General Limit, if approved, the Company will be able to comply with the 30% Overall Limit.

LETTER FROM THE BOARD

As disclosed above, the existing 10% General Limit has almost been utilised in full and if the 10% General Limit is not refreshed, the Board can only grant further share options entitling the holders thereof to subscribe for less than 0.01% of the issued share capital of the Company as at the Latest Practicable Date, under the existing 10% General Limit.

The Directors consider that it is in the interests of the Company and the Shareholders as a whole to refresh the 10% General Limit so as to provide the Company with greater flexibility in granting share options to eligible participants under the Share Option Scheme, who, in the sole discretion of the Board, have made or may make contribution to the Group as well as to provide incentives to those persons and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct interest in attaining the long term business objectives of the Group as and when necessary. For these reasons, the Directors will propose the passing of an ordinary resolution at the AGM for “refreshing” the 10% General Limit.

Pursuant to the Note to Rule 17.03(4) of the Listing Rules, unless approved by shareholders in the manner set out in the note to Rule 17.03(4) of the Listing Rules, the total number of Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue. Where any further grant of options to a participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by Shareholders in general meeting with such participant and his close associates (or his associates if the participant is a connected person) abstaining from voting.

The refreshment of the 10% General Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Proposed Refreshment; and
- (b) the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the Share Option Scheme within the 10% General Limit so refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the AGM, which may fall to be issued pursuant to the exercise of the options to be granted under the Share Option Scheme within the 10% General Limit so refreshed.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Bye-Law 99 of the Bye-Laws, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation. In addition, the Listing Rules provide that every director should be subject to retirement by rotation at least once every three years. The retiring Directors shall be eligible for re-election. As such, Mr. Kwok Sze Yiu, Gordon (“**Mr. Kwok**”) and Dr. Tang Sing Hing, Kenny (“**Dr. Tang**”) shall retire at the AGM and each of them, being eligible, will offer himself for re-election at the AGM.

As disclosed in the announcement of the Company dated 16 December 2016, Ms. Yiu Wai Yee, Catherine (“**Ms. Yiu**”) was appointed as an independent non-executive Director effective on 16 December 2016. In accordance with Bye-Law 102(B) of the Bye-Laws, Ms. Yiu shall hold office only until the AGM and shall then be eligible for re-election at the AGM.

Ms. Yiu, being an independent non-executive Director, has given to the Company her annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Ms. Yiu meets the requirements of the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the independence guidelines.

Further particulars of Mr. Kwok, Dr. Tang and Ms. Yiu are set out in Appendix II to this circular.

AGM

The notice of the AGM is set out on pages AGM-1 to AGM-6 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate, the Proposed Refreshment and the re-election of Directors.

For the purpose of ascertaining the shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 26 May 2017 to Thursday, 1 June 2017 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the AGM, all transfer documents, together with the relevant share certificates, must be lodged for registration 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 not later than 4:30 p.m. (Hong Kong time) on Thursday, 25 May 2017.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 Tuesday, 30 May 2017 or not less than 48 hours before the time appointed for holding any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM under the Listing Rules. All the resolutions put to vote at the AGM will be decided by way of poll as required by the Listing Rules (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands).

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate and the Proposed Refreshment is fair and reasonable, and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Directors proposed to be re-elected at the AGM) to this circular.

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

The following explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,911,712,734 Shares. Subject to the passing of resolution no. 4 approving the Repurchase Mandate as set out in the notice convening the AGM on pages AGM-1 to AGM-6 of this circular, and assuming that the issued share capital of the Company will not change prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 291,171,273 Shares until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws, the Companies Act or any other applicable laws of Bermuda to be held; or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-Laws, the Companies Act, the laws of Bermuda and/or any other applicable laws, as the case may be.

The Companies Act provides that a company may only repurchase its own shares out of capital paid up on its shares to be repurchased, or out of funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made by the company for the purpose. Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of either funds of the company that would otherwise be available for dividend or distribution, or out of the company's share premium account. Further, such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due.

4. IMPACT OF REPURCHASES

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2016, the date to which the latest audited consolidated financial statements of the Group were made up.

5. SHARE PRICES

In each of the previous 12 months and up to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange are as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	0.320	0.240
May	0.270	0.202
June	0.280	0.206
July	0.215	0.173
August	0.198	0.168
September	0.228	0.177
October	0.260	0.196
November	0.237	0.201
December	0.213	0.171
2017		
January	0.189	0.159
February	0.171	0.150
March	0.159	0.125
April (up to the Latest Practicable Date)	0.165	0.121

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate, in the event that the Repurchase Mandate is approved at the AGM by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company and no such person has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved at the AGM by the Shareholders.

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda, and the memorandum of association of the Company and the Bye-Laws.

8. TAKEOVERS CODE IMPLICATIONS

If as a result of a share repurchase a shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of a repurchasing company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the Directors' knowledge and belief having made all reasonable enquiries, they are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

9. GENERAL

In the six months preceding the Latest Practicable Date, the Company had not repurchased any Share on the Stock Exchange or otherwise.

The following are the particulars of Mr. Kwok Sze Yiu, Gordon, Dr. Tang Sing Hing, Kenny and Ms. Yiu Wai Yee, Catherine, all of whom will retire at the AGM and being eligible, will offer themselves for re-election.

(1) Mr. Kwok Sze Yiu, Gordon (“Mr. Kwok”)

Mr. Kwok, aged 42, has been an executive Director and the Chairman of the Board since 6 November 2015. He is also a director of various subsidiaries of the Company. He obtained a Bachelor’s degree of Science in Civil Engineering from Iowa State University of Science and Technology, the United States in May 1997 and was awarded a Master’s degree of Science in Civil and Environmental Engineering from Massachusetts Institute of Technology, the United States in February 1999. He has over 16 years of experience in private equity investment, merger and acquisitions and corporate finance in the Greater China region. Prior to joining the Group, Mr. Kwok worked as a senior associate at Olympus Capital from 2005 to 2007. From 2007 to 2012, Mr. Kwok was a director at The Blackstone Group. From 2012 to July 2015, Mr. Kwok was the Managing Director of Yunfeng Capital.

The Company has entered into a letter of appointment with Mr. Kwok for appointing him as an executive Director and the Chairman of the Board for a fixed term of one year commencing from 6 November 2016 and Mr. Kwok’s appointment is subject to retirement by rotation and re-election in accordance with the Bye-Laws. Mr. Kwok is entitled to an annual remuneration of HK\$5,640,000 which was determined with reference to his responsibilities, the Company’s remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Kwok was interested in 48,700,000 Shares, of which 29,110,000 Shares were the underlying Shares of the share options granted by the Company to him on 24 January 2017 pursuant to the share option scheme adopted by the Company on 4 June 2013.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kwok did not have any interest and short positions in the shares or underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Kwok did not hold any other major appointment and qualifications or any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) Mr. Kwok did not hold any other positions with the Company or other members of the Group; and (iii) Mr. Kwok did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

(2) Dr. Tang Sing Hing, Kenny (“Dr. Tang”)

Dr. Tang, aged 48, joined the Group in April 2015 and has been an executive Director and the Vice Chairman of the Board since 12 June 2015. He is currently a director and the chief executive officer of Jun Yang Securities Company Limited, which is a wholly-owned subsidiary of the Company and also a director of certain other subsidiaries of the Company. He obtained a Bachelor’s degree in Business, major in finance from Edith Cowan University, Australia in February 1993 and holds a PhD. degree in Economics from Renmin University of China in July 2007. Dr. Tang has over 14 years of experience in the financial and securities sector. He became a Senior Associate of the Australian Institute of Banking and Finance in December 1995 and was appointed as Hong Kong Chief Analyst by the Finance and Securities Institute of Renmin University of China in December 2010. Prior to joining the Group, Dr. Tang was an executive director and the head of research in Redford Asset Management Limited from 2008 to 2011. From 2011 to March 2015, Dr. Tang served as the vice president in the securities and asset management department of AMTD Asset Management Limited. Dr. Tang is the chairman of The Hong Kong Institute of Financial Analysts and Professional Commentators Limited and an executive committee member of the Hong Kong Securities Professionals Association. He is a part-time lecturer of the Master of Social Science in Global Political Economy Programme of The Chinese University of Hong Kong. Dr. Tang is currently a non-executive director of Edvance International Holdings Limited (stock code: 8410) and an independent non-executive director of Hin Sang Group (International) Holding Co. Ltd. (stock code: 6893), both of which are companies listed on the Stock Exchange.

Dr. Tang was a director of Golden Step P.R. Consultant Limited (“**Golden Step**”), which was a private company incorporated in Hong Kong. Golden Step was dissolved by deregistration on 8 January 2010. Dr. Tang confirmed that since its incorporation, Golden Step had not carried out any business activities and was dormant and solvent prior to its dissolution.

Dr. Tang has entered into an employment contract with the Group. There is no specific term in respect of his appointment but he is subject to retirement by rotation and re-election in accordance with the Bye-Laws. Dr. Tang is currently entitled to (i) an annual remuneration of HK\$2,400,000 and (ii) a discretionary bonus which will depend on the financial results of the Group. Dr. Tang’s remuneration was determined with reference to his responsibilities, the Company’s remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, Dr. Tang was interested in 31,410,000 Shares, of which 29,110,000 Shares were the underlying Shares of the share options granted by the Company to him on 24 January 2017 pursuant to the share option scheme adopted by the Company on 4 June 2013.

Save as disclosed above, as at the Latest Practicable Date, Dr. Tang did not have any interest and short positions in the shares or underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, (i) Dr. Tang did not hold any other major appointment and qualifications or any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) Dr. Tang did not hold any other positions with the Company or other members of the Group; and (iii) Dr. Tang did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

(3) Ms. Yiu Wai Yee, Catherine (“Ms. Yiu”)

Ms. Yiu, aged 49, has been an independent non-executive Director since 16 December 2016. She is also the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. Ms. Yiu obtained a bachelor degree in commerce from the University of Toronto in 1992. She completed the Executive Master of Business Administration programme with The Chinese University of Hong Kong in November 2014. Ms. Yiu has over 18 years of experience in the education industry. She is currently a consultant of Modern Education (Hong Kong) Limited (“**Modern Education**”), a subsidiary of Hong Kong Education (Int’l) Investments Limited (a company listed on the Stock Exchange (stock code: 1082)). Before joining Modern Education in 1997, Ms. Yiu joined an international accounting firm in September 1992 in their Toronto office and worked in their Hong Kong office from September 1995 to February 1997. Her last position was assistant manager. Ms. Yiu subsequently joined an investment bank in March 1997 as an internal auditor and resigned in June of the same year.

Ms. Yiu is a fellow of the Chartered Wealth Manager Institute and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Accountants of Ontario. She is also a member of the Executive Committee of the Women Executives Club under the Hong Kong General Chamber of Commerce, the treasurer of The Hong Kong Federation of Private Educators and the founder of Knowledge Power, a charitable institution exempted from tax under section 88 of the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong).

Ms. Yiu was a director of the following private companies, which were dissolved by way of deregistration under section 291AA of the then prevailing Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or striking off as these companies ceased to carry on business:

Name of company	Nature of business before dissolution	Date of dissolution	Jurisdiction	Method of dissolution
Bestwill Consultants Limited	Investment holding	15 June 2001	Hong Kong	Deregistration
Express Education Limited	Educational services	1 November 2012	British Virgin Islands	Strike off
Phoenix Investment Limited	Investment holding	2 January 2015	Hong Kong	Deregistration
Regent Mega Limited	Investment holding	2 January 2015	Hong Kong	Deregistration
A168 Limited	Investment holding	15 May 2015	Hong Kong	Deregistration
Modern Beiya (Hong Kong) Limited	Investment holding	29 July 2016	Hong Kong	Deregistration

As confirmed by Ms. Yiu, each of the above companies was inactive at the time when they were dissolved and so far as she was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against her.

The Company has entered into a letter of appointment with Ms. Yiu for appointing her as an independent non-executive Director for a fixed term of one year commencing from 16 December 2016 and Ms. Yiu's appointment is subject to retirement by rotation and re-election in accordance with the Bye-Laws. Ms. Yiu is entitled to an annual director's fee of HK\$120,000 which was determined with reference to her responsibilities, the Company's remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Yiu did not have any interest and short positions in the shares or underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, (i) Ms. Yiu did not hold any other major appointment and qualifications or any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) Ms. Yiu did not hold any other positions with the Company or other members of the Group; and (iii) Ms. Yiu did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

GENERAL

Save as disclosed above, there are no other matters concerning the re-election of each of Mr. Kwok, Dr. Tang and Ms. Yiu as Director that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Jun Yang Financial Holdings Limited (“**Company**”) will be held at 9:30 a.m. on Thursday, 1 June 2017 at President Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2016;
2. (A) (i) To re-elect Mr. Kwok Sze Yiu, Gordon as an executive director of the Company;
(ii) To re-elect Dr. Tang Sing Hing, Kenny as an executive director of the Company;
(iii) To re-elect Ms. Yiu Wai Yee, Catherine as an independent non-executive director of the Company;
(B) To authorise the board of directors of the Company (“**Board**”) to fix the directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration;

NOTICE OF AGM

As a special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to repurchase (or agree to repurchase) its shares in the share capital of the Company (each, a **“Share”**) on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, be and the same is hereby generally and unconditionally approved;
 - (b) the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
 - (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and
 - (d) for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held;
or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution.”

NOTICE OF AGM

5. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued shares in the capital of the Company (each, a “**Share**”) and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as defined below); or (ii) the exercise of any option granted under any share option scheme or similar arrangements adopted by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the number of issued Shares as at the date of passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares as at the date of passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF AGM

(e) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution;

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT** conditional upon the passing of resolutions nos. 4 and 5 above, the general mandate granted to the directors of the Company (“**Directors**”) pursuant to resolution no. 5 above be and is hereby extended by the addition to the number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the number of shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution no. 4 above.”

NOTICE OF AGM

7. “**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company (each, a “**Share**”) which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of the shareholders of the Company passed on 4 June 2013 (“**Share Option Scheme**”), representing 10 per cent. of the number of issued Shares as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:
- (a) approval be and is hereby granted for refreshing the 10 per cent. limit under the Share Option Scheme (“**Refreshed Scheme Mandate**”) provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the limit as refreshed hereby shall not exceed 10 per cent. of the number of issued Shares as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company or its subsidiaries) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate);
 - (b) the directors of the Company or a duly authorised committee thereof be and is/are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for the Shares within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate; and
 - (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares that may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the Refreshed Scheme Mandate shall be adjusted to the effect that the number of Shares that may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the Refreshed Scheme Mandate as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same.”

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

Hong Kong, 28 April 2017

NOTICE OF AGM

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. A member of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy needs not be a member of the Company but must be present in person at the 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. For the purpose of ascertaining the shareholders who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 26 May 2017 to Thursday, 1 June 2017 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the Meeting, all transfer documents, together with the relevant share certificates, must be lodged for registration 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 not later than 4:30 p.m. (Hong Kong time) on Thursday, 25 May 2017.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and 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 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 Tuesday, 30 May 2017 or not less than 48 hours before the time appointed for holding any adjourned 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 Meeting or any adjournment thereof should he/she so wish, and in such case, the instrument appointing a proxy previously submitted shall be deemed to be revoked.
5. The above resolutions put to vote at the Meeting will be decided by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, 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 Ms. Yiu Wai Yee, Catherine.