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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 (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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) PROPOSED CHANGE OF COMPANY NAME;**
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF SPECIAL GENERAL MEETING
-

A notice convening the special general meeting of the Company to be held at 9:30 a.m. on Friday, 16 March 2018 at Sapphire Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong is set out on pages SGM-1 to SGM-3 of this circular. Whether or not you are able to attend the special general meeting, 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 as soon as possible and in any event by 9:30 a.m. (Hong Kong time) on Wednesday, 14 March 2018 or not less than 48 hours before the time appointed for holding any adjournment of the special general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof 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	3
Notice of Special General Meeting	SGM-1

DEFINITIONS

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

“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Change of Company Name”	the proposed change of the English name of the Company from “Jun Yang Financial Holdings Limited” to “Power Financial Group Limited” and the proposed change of the Chinese name from “君陽金融控股有限公司” to “權威金融集團有限公司” as the secondary name of the Company
“Company”	Jun Yang Financial Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 397)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 February 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time

DEFINITIONS

“SGM”	the special general meeting of the Company to be held at 9:30 a.m. on Friday, 16 March 2018 at Sapphire Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong, the notice of which is set out on pages SGM-1 to SGM-3 of this circular, or any adjournment thereof
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)” or “member(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs published by the SFC in Hong Kong, as amended from time to time
“%”	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:

Dr. Tang Sing Hing, Kenny (*Vice Chairman*)
Mr. Wu William Wai Leung (*Chief Executive Officer*)
Mr. Sit Sai Hung, Billy

Non-executive Director:

Mr. Choi Chun Chung, Danny (*Chairman*)

Independent non-executive Directors:

Mr. Wong Kun To
Mr. Chu Hau Lim
Ms. Lim Xue Ling, Charlene

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

20 February 2018

To the Shareholders

Dear Sir or Madam

- (1) PROPOSED CHANGE OF COMPANY NAME;**
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the Change of Company Name; (ii) the re-election of Directors, and to give you notice of the SGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Jun Yang Financial Holdings Limited” to “Power Financial Group Limited” and adopt the Chinese name “權威金融集團有限公司” as the Company’s secondary name to replace “君陽金融控股有限公司”.

Conditions for the Change of Company Name

The proposed Change of Company Name is conditional upon satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the SGM approving the Change of Company Name; and
- (ii) the Registrar of Companies in Bermuda granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of registration of the new names of the Company on the register maintained by the Registrar of Companies in Bermuda. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The proposed Change of Company Name is part of a re-branding exercise of the Company in light of the recent changes in the composition of the Board. As stated in its 2017 interim report, the Group will seek to regulate its investment portfolio and enlarge its service offerings to cover merger and acquisitions, asset management, margin and IPO financing. As disclosed in the announcement of the Company dated 13 December 2017, since the publication of the 2017 interim report and their respective appointments, Mr. Sit Sai Hung, Billy and Mr. Wu William Wai Leung, being the executive Directors, have been reviewing and are planning to strengthen the internal control and governance systems of the Group, and they have recommended to the Board that in implementing the Group’s business plans, the Group may in the near term seek to unwind its proprietary investments when appropriate opportunities arise, recruit suitably qualified staff to bolster its operations and service offerings and to develop a stronger institutional and professional investor client base. The Board therefore considers that the Change of Company Name will better reflect the Group’s enlarging and strengthening business which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such

LETTER FROM THE BOARD

shares of the Company and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, all new share certificates of the Company will be issued only in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Subject to the Change of Company Name becoming effective, the Company will also adopt a new logo and change its website.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Change of Company Name and details of the change of the English and Chinese stock short names, the new logo and the new website of the Company.

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Dr. Tang Sing Hing, Kenny, Mr. Wu William Wai Leung (“**Mr. Wu**”), Mr. Sit Sai Hung, Billy (“**Mr. Sit**”), Mr. Choi Chun Chung, Danny (“**Mr. Choi**”), Mr. Wong Kun To (“**Mr. Wong**”), Mr. Chu Hau Lim (“**Mr. Chu**”) and Ms. Lim Xue Ling, Charlene (“**Ms. Lim**”).

According to Bye-Law 102(B) of the Bye-Laws, any Director appointed to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting.

In accordance with Bye-Law 102(B) of the Bye-Laws, each of Mr. Wu, Mr. Sit, Mr. Choi, Mr. Wong, Mr. Chu and Ms. Lim shall retire from office at the SGM and, being eligible, has offered himself/herself for re-election at the SGM.

The biographical details of each of Mr. Wu, Mr. Sit, Mr. Choi, Mr. Wong, Mr. Chu and Ms. Lim are set out below:

1. **Mr. Wu William Wai Leung**

Mr. Wu, aged 51, was appointed as the chief executive officer of the Company and an executive Director with effect from 3 November 2017. He is also a director of certain subsidiaries of the Company.

Mr. Wu is the responsible officer of Jun Yang Securities Company Limited, Jun Yang Corporate Finance Company Limited and Jun Yang Asset Management Company Limited, each a wholly-owned subsidiary of the Company, for Type 1 (dealing in securities), Type 6

LETTER FROM THE BOARD

(advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO respectively. Mr. Wu is also a registered licence holder to carry out Type 4 (advising on securities) regulated activities under the SFO. Mr. Wu previously worked for a number of international investment banks and possess over 24 years of experience in investment banking, capital markets, institutional broking and direct investment businesses.

Mr. Wu holds a Bachelor of Business Administration degree and a Master of Business Administration degree of Simon Fraser University in Canada. He qualified as a chartered financial analyst of The Institute of Chartered Financial Analysts in 1996. He has been appointed as a member of the Guangxi Zhuang Autonomous Region Committee of the Chinese People's Political Consultative Conference since January 2013.

Mr. Wu is currently an independent non-executive director of Asia Allied Infrastructure Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 711). He was also the executive director and chief executive officer of SW Kingsway Capital Holdings Limited (now known as Sunwah Kingsway Capital Holdings Limited), a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 188), from April 2006 and June 2006 respectively to September 2010. Mr. Wu was a director and chief executive officer of RHB Hong Kong Limited from April 2011 to October 2017.

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

Name of company	Nature of business before dissolution	Date of dissolution
Graceful Joy Limited	Properties and other investments	18 January 2008
RHB Nominees Hong Kong Limited	Provision of nominees and assets custody services	25 November 2016

As confirmed by Mr. Wu, each of the above companies was dissolved due to cessation of business and was solvent at the time of it being dissolved by deregistration.

Pursuant to the employment contract entered into between the Group and Mr. Wu, there is no specific term in respect of his appointment but he is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-Laws and the Listing Rules. Mr. Wu is entitled to a monthly salary of HK\$500,000 together with a contractual annual bonus determined based on the performance of the

LETTER FROM THE BOARD

members of the Group which are licensed to carry on regulated activities under the SFO and which are under the supervision of Mr. Wu, a discretionary bonus as may be determined by the Board and Share options to be granted in accordance with the Listing Rules. Such remuneration package is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

2. Mr. Sit Sai Hung, Billy

Mr. Sit, aged 61, was appointed as an executive Director with effect from 31 August 2017. He is also a director of various subsidiaries of the Company.

Mr. Sit obtained a Bachelor of Social Science degree at The Chinese University of Hong Kong in 1981, a Diploma in Surveying at The College of Estate Management in 1996 and a Master of Law degree at The University of Beijing in 2002. Mr. Sit also completed the Merchant Banking Program at the School of Business Administration of The University of Washington in 1994. Mr. Sit has been working in the banking and financial related sector for more than 31 years.

Mr. Sit is currently an independent non-executive director of China Trustful Group Limited, a company whose shares are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8265).

Mr. Sit was a director of the following private company incorporated in Hong Kong, which was dissolved by way of striking off under section 748 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as such company ceased to carry on business:

Name of company	Nature of business before dissolution	Date of dissolution
Head Faith Management Limited	Nominee services	27 January 2017

To the best knowledge and belief of Mr. Sit, the above company was solvent at the time of it being dissolved by striking off.

Pursuant to the employment contract entered into between the Group and Mr. Sit, there is no specific term in respect of his appointment but he is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-Laws and the Listing Rules. Mr. Sit is entitled to a monthly salary of HK\$63,080 together with a fixed bonus equal to one-month salary and a discretionary bonus as may be determined by the Board. Such remuneration package is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

LETTER FROM THE BOARD

3. Mr. Choi Chun Chung, Danny

Mr. Choi, aged 56, was appointed as the chairman of the Board and a non-executive Director with effect from 3 November 2017. He is also the chairman of the nomination committee and a member of the remuneration committee of the Board.

Mr. Choi is currently a member of the Guangxi Zhuang Autonomous Region Committee of the Chinese People's Political Consultative Conference, the chairman of the Federation of HK Guangxi Qinzhou Organisations Limited, the vice-chairman of the Federation of HK Guangxi Community Organisations and the honorary chairman of the Yuen Long Sports Association.

Mr. Choi has extensive experience in the wholesaling of diamonds and jewellery. He was employed by Wing Hang Company from 1979 to 1990. Wing Hang Company was principally engaged in wholesales of diamonds and jewellery in Hong Kong. Since 1991, he has been a director of Diamond Outline Limited, the business of which includes wholesales of diamonds and jewellery products worldwide.

As at the Latest Practicable Date, Mr. Choi is the beneficial owner of 822,480,000 shares of the Company, representing approximately 26.65% interests in the share capital of the Company within the meaning of Part XV of the SFO.

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

Name of company	Nature of business before dissolution	Date of dissolution
Asia Champion Trading Limited	Property investment	18 February 2015
Lily & Co. Jewellery Manufacturer Limited	Jewellery manufacturer	14 October 2011
M & D Jewellery (International) Limited	Trading	28 November 2014

As confirmed by Mr. Choi, each of the above companies was dissolved due to cessation of business and was solvent at the time of it being dissolved by deregistration.

LETTER FROM THE BOARD

Pursuant to the appointment letter entered into between the Company and Mr. Choi, Mr. Choi is appointed for a fixed term of one year from 3 November 2017 and is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-Laws and the Listing Rules. Mr. Choi is entitled to a monthly director's fee of HK\$100,000 which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

4. Mr. Wong Kun To

Mr. Wong, aged 61, was appointed as an independent non-executive Director with effect from 20 October 2017. He is also the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Board.

Mr. Wong has over 25 years of experience in property development, investment and construction management. He started his career in the Shui On Group as a graduate engineer and worked for the Shui On Group from 1979 to 1992 to the position of deputy general manager. He rejoined the Shui On Group in 2006 to oversee the property division of SOCAM Development Limited ("**SOCAM Development**"), a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 983), and successfully led a number of property acquisitions and transactions. During the period from July 2009 to June 2013, Mr. Wong has served SOCAM Development in various roles which included executive director, chief executive officer and managing director. Mr. Wong was subsequently re-designated as a non-executive director of SOCAM Development in July 2013 and he had served in such role until May 2015.

Mr. Wong was also an executive director and the managing director of Shui On Land Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 272), from January 2014 to June 2015. He was also the chief executive officer of China Xintiandi Limited, a wholly-owned subsidiary of Shui On Land Limited, from July 2013 to September 2015.

Mr. Wong holds a Bachelor of Engineering degree, and is a member of the Dalian Municipal Committee of the Chinese People's Political Consultative Conference and the Hong Kong Institution of Engineers.

Pursuant to the appointment letter entered into between the Company and Mr. Wong, Mr. Wong is appointed for a fixed term of one year from 20 October 2017 and is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-Laws and the Listing Rules. Mr. Wong is entitled to a monthly director's fee of HK\$10,000 which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

LETTER FROM THE BOARD

5. Mr. Chu Hau Lim

Mr. Chu, aged 52, was appointed as an independent non-executive Director with effect from 29 September 2017. He is also the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Board.

Mr. Chu possesses more than 26 years of experience in managing finance and accounting functions, mergers and acquisitions, fund raising and investor relations. Mr. Chu had served duties as the chief financial officer in various listed property development companies in mainland China during the years from 2006 to 2013. During the years from 1996 to 2006, he also worked in one of the major international accounting firms as a senior manager where he accumulated experience in international capital market transactions and business advisory of a wide variety of business.

Mr. Chu is a fellow member of the Association of Chartered Certified Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants. He holds a Master of Business Administration Degree from Heriot-Watt University, the United Kingdom.

Mr. Chu was a director and the chief executive officer of SQ Technology Holdings Limited from October 2015 to October 2016, a company whose shares are listed on the Taiwan OTC Exchange (stock code: 3219). He is currently the chief financial officer and the company secretary of Ta Yang Group Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1991).

Mr. Chu was a director of the following private company incorporated in Hong Kong, which was dissolved by way of deregistration under section 291AA of the then prevailing Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as this company ceased to carry on business:

Name of company	Nature of business before dissolution	Date of dissolution
H L Chu Management Consultants Limited	Property investment and management consultants	4 June 2004

To the best knowledge and belief of Mr. Chu, the above company was dissolved due to cessation of business and was solvent at the time of it being dissolved by deregistration.

Pursuant to the appointment letter entered into between the Company and Mr. Chu, Mr. Chu is appointed for a fixed term of one year from 29 September 2017 and is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-Laws and the Listing Rules. Mr. Chu is entitled to a monthly

LETTER FROM THE BOARD

director's fee of HK\$15,000 which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

6. Ms. Lim Xue Ling, Charlene

Ms. Lim, aged 30, was appointed as an independent non-executive Director with effect from 20 October 2017. She is also a member of the audit committee, remuneration committee and nomination committee of the Board.

Ms. Lim possesses more than 8 years of experience in internal controls and financial planning. Ms. Lim has been the cluster controller at Coats Shenzhen Limited since 2015. During the years from 2009 to 2013, she also worked in one of the major international accounting firms as a senior auditor where she accumulated experience in external audit and assurances.

She is an associate member of the Institute of Singapore Chartered Accountants. She holds a Bachelor of Accountancy degree from Nanyang Technological University, Singapore.

Pursuant to the appointment letter entered into between the Company and Ms. Lim, Ms. Lim is appointed for a fixed term of one year from 20 October 2017 and is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-Laws and the Listing Rules. Ms. Lim is entitled to a monthly director's fee of HK\$10,000 which is determined with reference to her responsibilities, the Company's remuneration policy and the prevailing market conditions.

General

As at the Latest Practicable Date, save as disclosed above, (i) each of Mr. Wu, Mr. Sit, Mr. Choi, Mr. Wong, Mr. Chu and Ms. Lim has not held any other major appointments and professional qualifications or any directorships in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) each of Mr. Wu, Mr. Sit, Mr. Choi, Mr. Wong, Mr. Chu and Ms. Lim did not hold any other positions with the Company or other members of the Group; (iii) each of Mr. Wu, Mr. Sit, Mr. Choi, Mr. Wong, Mr. Chu and Ms. Lim 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; (iv) each of Mr. Wu, Mr. Sit, Mr. Choi, Mr. Wong, Mr. Chu and Ms. Lim 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; and (v) there was no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters that needed to be brought to the attention of the Shareholders in relation to the re-election of each of Mr. Wu, Mr. Sit, Mr. Choi, Mr. Wong, Mr. Chu and Ms. Lim.

LETTER FROM THE BOARD

SGM

The SGM will be held at 9:30 a.m. on Friday, 16 March 2018 at Sapphire Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong for the Shareholders to consider and, if thought fit, approve (i) the Change of Company Name; and (ii) the re-election of Directors. The notice of the SGM is set out on pages SGM-1 to SGM-3 of this circular.

Pursuant to the Bye-Laws and the Listing Rules, voting by poll is required for any resolution put to vote at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting at the SGM.

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 13 March 2018 to Friday, 16 March 2018 (both days inclusive) (Hong Kong time), during which period no transfer of Shares can be registered. In order to be eligible for attending and voting at the SGM, all duly completed share 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 Monday, 12 March 2018.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, 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 Wednesday, 14 March 2018 or not less than 48 hours before the time appointed for holding any adjournment of the SGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that (i) the Change of Company Name; and (ii) the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of SGM.

LETTER FROM THE BOARD

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.

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

NOTICE OF SPECIAL GENERAL MEETING



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

(Incorporated in Bermuda with limited liability)

(Stock code: 397)

NOTICE OF SPECIAL GENERAL MEETING

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

AS SPECIAL RESOLUTION

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

AS ORDINARY RESOLUTIONS

2. (i) To re-elect Mr. Wu William Wai Leung as an executive director of the Company;
- (ii) To re-elect Mr. Sit Sai Hung, Billy as an executive director of the Company;
- (iii) To re-elect Mr. Choi Chun Chung, Danny as a non-executive director of the Company;
- (iv) To re-elect Mr. Wong Kun To as an independent non-executive director of the Company;

NOTICE OF SPECIAL GENERAL MEETING

- (v) To re-elect Mr. Chu Hau Lim as an independent non-executive director of the Company; and
- (vi) To re-elect Ms. Lim Xue Ling, Charlene as an independent non-executive director of the Company.

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

Hong Kong, 20 February 2018

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

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

Notes:

1. Any member of the Company entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint a proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company but must be present in person at the special general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In the case of joint holders of any share of the Company, any one of such joint holders may vote at the special general meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present in person or by proxy at the special general meeting, then one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 9:30 a.m. (Hong Kong time) on Wednesday, 14 March 2018 or not less than 48 hours before the time appointed for holding any adjournment of the special general meeting.
4. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the special general meeting or any adjournment thereof should he/she so wish, and in such case, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Tuesday, 13 March 2018 to Friday, 16 March 2018 (both days inclusive) (Hong Kong time), for the purpose of ascertaining the entitlement of the shareholders of the Company to attend and vote at the special general meeting. In order to be eligible to attend and vote at the special general meeting, all duly completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Monday, 12 March 2018 (Hong Kong time). During the period mentioned above, no transfer of shares of the Company will be registered.

NOTICE OF SPECIAL GENERAL MEETING

6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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