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**CONVOY FINANCIAL SERVICES HOLDINGS LIMITED**

**康宏理財控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1019)**

**INSIDE INFORMATION –  
PLACING OF SHARES BY CONTROLLING SHAREHOLDER  
AND  
RESUMPTION OF TRADING**

The Company was informed, before trading hours on 2 December 2013, by CFG, the controlling shareholder of the Company, that it had entered into a placing agreement on 2 December 2013 with RHB OSK Securities Hong Kong Limited, an independent placing agent, for the placing of a maximum of 148,000,000 Shares owned by CFG at a price of HK\$1.50 per Share on a best effort basis.

As informed by CFG, (i) the placees procured by the placing agent include a subsidiary of Town Health International Investments Limited (a company listed on the Main Board of the Stock Exchange) and RHB Asset Management Sdn Bhd; and (ii) the placing of Shares is unconditional and shall be completed two business days immediately after the date of the placing agreement (or such other day as the parties to the placing agreement may agree).

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on Monday, 2 December 2013 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading of the Shares on the Stock Exchange with effect from 9:00 a.m. on Tuesday, 3 December 2013.

This announcement is made by Convoy Financial Services Holdings Limited (“**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”).

The Company was informed, before trading hours on 2 December 2013, by Convoy Financial Group Limited (“**CFG**”), the controlling shareholder of the Company, that it had entered into a placing agreement on 2 December 2013 with RHB OSK Securities Hong Kong Limited, an independent placing agent, for the placing of a maximum of 148,000,000 ordinary shares of HK\$0.10 each in the share capital of the Company (“**Shares**”, each a “**Share**”) owned by CFG at a price of HK\$1.50 per Share on a best effort basis.

As informed by CFG, (i) the places procured by the placing agent include a subsidiary of Town Health International Investments Limited (a company listed on the Main Board of the Stock Exchange) and RHB Asset Management Sdn Bhd; and (ii) the placing of Shares is unconditional and shall be completed two business days immediately after the date of the placing agreement (or such other day as the parties to the placing agreement may agree).

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the completion of the placing (assuming a maximum of 148,000,000 Shares are disposed of by CFG under the placing and that there will be no changes in the issued share capital of the Company prior to the completion of the placing):

	As at the date of this announcement		Immediately after completion of the placing	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
CFG	273,918,834	59.16	125,918,834	27.20
	<i>(Note)</i>			
Public shareholders of the Company	<u>189,081,166</u>	<u>40.84</u>	<u>337,081,166</u>	<u>72.80</u>
Total	<u><u>463,000,000</u></u>	<u><u>100.00</u></u>	<u><u>463,000,000</u></u>	<u><u>100.00</u></u>

*Note:*

The 273,918,834 Shares are held by CFG which is owned as to approximately 43.79% by Convoy Inc. and approximately 56.21% by Perfect Team Group Limited. Accordingly, Convoy Inc. and Perfect Team Group Limited are deemed to be interested in the 273,918,834 Shares held by CFG by virtue of the SFO.

## **RESUMPTION OF TRADING**

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Application has been made to the Stock Exchange for the resumption of trading of the Shares on the Stock Exchange with effect from 9:00 a.m. on Tuesday, 3 December 2013.

On behalf of the board of directors  
**Convoy Financial Services Holdings Limited**  
**Wong Lee Man**  
*Chairman*

Hong Kong, 2 December 2013

*As at the date of this announcement, the executive directors of the Company are Mr. Wong Lee Man (Chairman), Ms. Fong Sut Sam, Mr. Mak Kwong Yiu and Mr. Kwok Shun Tim and the independent non-executive directors of the Company are Mrs. Fu Kwong Wing Ting, Francine, Dr. Wu Ka Chee, Davy and Mr. Ma Yiu Ho, Peter.*