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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)**

### **DISCLOSEABLE TRANSACTION: ACQUISITION OF LISTED SHARES ON EXCHANGE**

#### **THE ACQUISITION**

The Board wishes to announce that during the period from 30 August 2016 to 6 September 2016 (both dates inclusive), the Group acquired an aggregate of 124,772,000 CG Shares in the open market for an aggregate consideration of approximately HK\$31.87 million (excluding stamp duty and related expenses) at an average price of approximately HK\$0.255 per CG Share.

Immediately before the Acquisition, the Company did not hold any CG Shares. Immediately upon settlement of the Acquisition, the Group will hold an aggregate of 124,772,000 CG Shares, representing approximately 1.80% of the issued share capital of CG.

All the CG Shares acquired by the Group under the Acquisition will be held by the Group for long-term investment purpose.

#### **IMPLICATIONS UNDER THE LISTING RULES**

Each of the acquisitions of the CG Shares by the Group on 30 August 2016, 31 August 2016 and 6 September 2016, standing alone, does not constitute a discloseable transaction under Chapter 14 of the Listing Rules, while the Acquisition, when aggregated as a whole, constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is accordingly subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

## **THE ACQUISITION**

During the period from 30 August 2016 to 6 September 2016 (both dates inclusive), the Group acquired an aggregate of 124,772,000 CG Shares in the open market for an aggregate consideration of approximately HK\$31.87 million (excluding stamp duty and related expenses) at an average price of approximately HK\$0.255 per CG Share.

As all the 124,772,000 CG Shares acquired by the Group under the Acquisition were acquired in the open market, the Company is not aware of the identities of the seller(s) of such CG Shares and to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the seller(s) of such CG Shares and their ultimate beneficial owners is an Independent Third Party.

### **Assets acquired**

Immediately before the Acquisition, the Company did not hold any CG Shares. Immediately upon settlement of the Acquisition, the Group will hold an aggregate of 124,772,000 CG Shares, representing approximately 1.80% of the issued share capital of CG.

### **Consideration**

The aggregate consideration of the Acquisition was approximately HK\$31.87 million (excluding stamp duty and related expenses), representing an average price of approximately HK\$0.255 per CG Share. As the Acquisition was conducted in the open market, the price of each trade represented the then market prices of the CG Shares at the time of Acquisition.

The consideration of the Acquisition has been settled by the Group's internal resources.

### **Completion**

Settlement for the 36,780,000 CG Shares acquired by the Group on 6 September 2016 will take place on the second trading day after the orders regarding such acquisition have been made.

## INFORMATION OF CG GROUP

CG is 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: 904). CG Group is principally engaged in growing, processing and sales of agricultural products and production and sales of consumer food.

	<b>For the year ended 30 April 2016 RMB'000</b>	<b>For the year ended 30 April 2015 RMB'000</b>
Net loss (before taxation)	1,420,676	449,488
Net loss (after taxation)	1,413,600	448,024

The audited consolidated total asset value and net asset value of CG Group as at 30 April 2016 were approximately RMB4,909,382,000 and RMB3,088,475,000 respectively.

## REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in financial services business, solar energy business with a current focus on development, construction, operation and maintenance of power station projects, money lending business and assets investment.

All the CG Shares acquired by the Group under the Acquisition will be held by the Group for long-term investment purpose. The Directors believe the Acquisition helps broaden the investment portfolio of the Group.

Given that all the CG Shares acquired under the Acquisition were acquired in the open market of the Stock Exchange, the Directors (including the independent non-executive Directors) consider that all the CG Shares were acquired at the then prevailing market prices and terms of the Acquisition are on normal commercial terms and are fair and reasonable, and the Acquisition are in the interests of the Company and the Shareholders as a whole.

## IMPLICATIONS UNDER THE LISTING RULES

Each of the acquisitions of the CG Shares by the Group on 30 August 2016, 31 August 2016 and 6 September 2016, standing alone, does not constitute a discloseable transaction under Chapter 14 of the Listing Rules, while the Acquisition, when aggregated as a whole, constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is accordingly subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

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

“Acquisition”	the acquisition of an aggregate of 124,772,000 CG Shares by the Group in the open market for an aggregate consideration of approximately HK\$31.87 million (excluding stamp duty and related expenses) during the period from 30 August 2016 to 6 September 2016 (both dates inclusive)
“Board”	the board of Directors
“CG”	China Green (Holdings) Limited 中國綠色食品(控股)有限公司, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 904)
“CG Group”	CG and its subsidiaries
“CG Share(s)”	share(s) of HK\$0.10 each in the share capital of CG
“Company”	Jun Yang Financial Holdings Limited 君陽金融控股有限公司, a company incorporated in Bermuda with limited liability, whose shares are listed on the Stock Exchange (Stock Code: 397)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“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 People’s Republic of China
“Independent Third Party”	third party independent of the Company and its connected persons

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RMB”	Renminbi, the lawful currency of The People’s Republic of China
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 6 September 2016

*As at the date of this announcement, 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 Mr. Lam Wing Tai.*