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CONVOY FINANCIAL HOLDINGS LIMITED

康宏金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1019)

PLACING OF BONDS

This announcement is made by Convoy Financial Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) pursuant to Rule 13.09 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The board (the “Board”) of directors of the Company (the “Directors”) announces that:

- (A) on 21 January 2015 (after trading hours), the Company (as the issuer) and Gransing Securities Co., Limited (as the placing agent) (the “Placing Agent”) entered into a placing agreement (the “7-Year Bonds Placing Agreement”) pursuant to which the Placing Agent agreed to act as the placing agent of the Company, on a best effort basis, to procure placees (the “Placees”) who and whose respective ultimate beneficial owners (if applicable) shall be independent institutional or private investors not connected with the Directors, chief executives or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates (as defined under the Listing Rules), to subscribe for the 7-year 6% per annum bonds (the “7-Year Bonds”) to be issued by the Company in an aggregate principal amount of up to HK\$300,000,000.00 maturing on the date falling on the 7th anniversary of the date of the issue of the 7-Year Bonds at the

issue price which shall be 100% of the principal amount of the 7-Year Bonds (the “7-Year Bonds Placing”). The placing period for the 7-Year Bonds Placing shall last for a period of 12 months commencing from the date of the 7-Year Bonds Placing Agreement and ending on 20 January 2016 (or such other period as may be agreed between the Company and the Placing Agent in writing), unless terminated earlier pursuant to the terms of the 7-Year Bonds Placing Agreement. The 7-Year Bonds will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank pari passu and without any preference among themselves. The payment obligations of the Company under the 7-Year Bonds shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations. No application will be made for the listing of the 7-Year Bonds.

- (B) on 21 January 2015 (after trading hours), the Company and the Placing Agent also entered into a placing agreement (the “1-Year Bonds Placing Agreement”) pursuant to which the Placing Agent agreed to act as the placing agent of the Company, on a best effort basis, to procure the Placees to subscribe for the 1-year 3.5% per annum bonds (the “1-Year Bonds”) to be issued by the Company in an aggregate principal amount of up to HK\$200,000,000.00 maturing on the date falling on the 1st anniversary of the date of the issue of the 1-Year Bonds at the issue price which shall be 100% of the principal amount of the 1-Year Bonds (the “1-Year Bonds Placing”). The placing period for the 1-Year Bonds Placing shall last for a period of 12 months commencing from the date of the 1-Year Bonds Placing Agreement and ending on 20 January 2016 (or such other period as may be agreed between the Company and the Placing Agent in writing), unless terminated earlier pursuant to the terms of the 1-Year Bonds Placing Agreement. The 1-Year Bonds will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank pari passu and without any preference among themselves. The payment obligations of the Company under the 1-Year Bonds shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations. No application will be made for the listing of the 1-Year Bonds.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, each of the Placing Agent and their respective ultimate beneficial owners is not a connected person (as defined under the Listing Rules) of the Company.

The Group is principally engaged in the independent financial advisory business, money lending business, proprietary investment business and asset management business.

The Directors consider that each of the 7-Year Bonds Placing and the 1-Year Bonds Placing represents an opportunity to obtain funding, which could be used for money lending business and business development of the Group and to finance any potential investment opportunities of the Group that may arise from time to time.

The Board is of the view that the transactions contemplated by the 7-Year Bonds Placing Agreement and the 1-Year Bonds Placing Agreement and the issue of the 7-Year Bonds and the 1-Year Bonds are in the interests of the Company and its shareholders (“Shareholders”) as a whole.

Shareholders and potential investors should note that under the respective 7-Year Bonds Placing Agreement and the 1-Year Bonds Placing Agreement, each of the 7-Year Bonds Placing and the 1-Year Bonds Placing is undertaken on a best effort basis. As the 7-Year Bonds Placing and/or the 1-Year Bonds Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

On behalf of the Board
CONVOY FINANCIAL HOLDINGS LIMITED
Wong Lee Man
Chairman

Hong Kong, 21 January 2015

As at the date of this announcement, the executive Directors are Mr. Wong Lee Man (Chairman), Ms. Fong Sut Sam, Mr. Mak Kwong Yiu and Dr. Hui Ka Wah, Ronnie, JP; and the independent non-executive Directors are Dr. Wu Ka Chee, Davy, Mr. Ma Yiu Ho, Peter and Mr. Lam Chi Keung.