



---

## SHARE PLACEMENT AGENCY AGREEMENT

---

Directors of Juhe Capital Holdings Limited (NSX : JCL) (the "**Company**") are pleased to announce that the Company has entered into a Share Placement Agency Agreement (the "**Agreement**") with Shanghai Zhijunbao Enterprise Investment Co., Limited (the "**Agent**") under which the Agent will procure subscriptions for up to 24,000,000 new CDIs to be issued by the Company at an issue price of A\$2.00 per CDI. Other principal terms of the Agreement are summarized as follows:

- Minimum subscriptions:** 10,000 CDIs, unless the subscriber is an existing shareholder of the Company.
- Exchange rate:** If subscription monies is paid to the Company's designated bank account in Chinese Yuan or the *Renminbi*, the applicable exchange rate shall be the official exchange rate on the date the subscription monies is received by the Company.
- Subscription Period:** From 9 December 2016 to 4 January 2017. The Company will not accept any subscription from a subscriber procured by the Agent under the Agreement after 4 January 2017.
- Placement Commission:** 2% of subscription monies received from subscribers whose subscriptions are received and accepted by the Company.

### Directors' interests

Save for their interests in the Company (if any), none of the Company's Directors or substantial shareholder have any interest in the Agreement.

### Trading caution

Investors should be mindful that notwithstanding the entry into the Agreement, there is no assurance that any subscription will be received and accepted by the Company on the terms and subject to the conditions set out in the Agreement.

For and on behalf of  
**JUHE CAPITAL HOLDINGS LIMITED**

  
HU Liyong (Leon)  
Executive Director  
9 December 2016.