

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

China Goldjoy Group Limited

中國金洋集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1282)

INSIDE INFORMATION MOU IN RELATION TO THE ACQUISITION OF SHARES IN THE TARGET COMPANY AND RESUMPTION OF TRADING

Reference is made to the announcement made by the Company dated 1 February 2016 in relation to the trading halt pending the release by the Company of an announcement containing inside information which is in relation to the Proposed Transaction.

MOU

The Board announces that on 29 January 2016, the Purchaser entered into the MOU with the Vendors in relation to its proposed acquisition of a majority stake in the Target Company.

Nonetheless, after preliminary due diligence conducted by the Company, the Company has decided not to proceed with the Proposed Transaction and terminated the MOU.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 1 February 2016 pending the release of this announcement.

An application has been made by the Company to the Stock Exchange for resumption of trading in its Shares on the Stock Exchange with effect from 1:00 p.m. on 2 February 2016.

Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcement made by the Company dated 1 February 2016 in relation to the trading halt pending the release by the Company of an announcement containing inside information which is in relation to the Proposed Transaction.

THE MOU

The Board announces that on 29 January 2016, the Purchaser entered into the MOU with the Vendors in relation to its proposed acquisition of a majority stake in the Target Company.

PRINCIPAL TERMS OF THE MOU

Set out below is a summary of the principal terms of the MOU:

Date

29 January 2016

Parties

- (a) Rich Inward Limited (裕進有限公司); and
- (b) the Vendors.

To the best of the knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, as at the date of this announcement, each of the Vendors and their ultimate beneficial owners (as the case may be) are independent of the Company and their respective connected persons.

Proposed Transaction

Each of the Vendors has irrevocably agreed to grant a call option to the Purchaser, pursuant to which the Purchaser is entitled to request each of the Vendors to sell the Target Shares in full or in part at a consideration agreed among the parties to the MOU.

Termination

Nonetheless, after preliminary due diligence conducted by the Company, the Company has decided not to proceed with the Proposed Transaction and terminated the MOU.

INFORMATION OF THE GROUP

The Group is principally engaged in the development of a range of high-technology products, trading and providing services with respect to automation related equipment, and strategic investment and development in technologies mainly relating to biometric security, high-speed wireless data transmission and communications, and securities investment. The Purchaser is an investment holding company which is an indirect wholly-owned subsidiary of the Company.

INFORMATION OF THE VENDORS

The Vendors (save for the individuals) are investment holding companies incorporated in the British Virgin Islands.

GENERAL

Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

TRADING HALT AND RESUMPTION OF TRADING

At the request of the Company, trading in the Company Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 1 February 2016 pending the release of this announcement.

An application has been made by the Company to the Stock Exchange for resumption of trading in its Shares on the Stock Exchange with effect from 1:00 p.m. on 2 February 2016.

DEFINITIONS

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

“Board”	the board of directors of the Company;
“Company”	China Goldjoy Group Limited (中國金洋集團有限公司), a company incorporated in the Cayman Islands, the shares of which are listed on the main board of the Stock Exchange;
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“MOU”	the memorandum of understanding dated 29 January 2016 entered into between the Purchaser and the Vendors in relation to the Proposed Transaction;
“Proposed Transaction”	the proposed acquisition of a majority stake in the Target Company by the Purchaser from the Vendors;
“Purchaser”	Rich Inward Limited (裕進有限公司), a company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of the Company;
“Relevant Individual”	an individual who is a substantial shareholder of the Target Company as at the date of this announcement;

“Shareholders”	holders of the Shares;
“Shares”	ordinary share(s) of HK\$0.1 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Company”	Hang Fat Ginseng Holdings Company Limited (恒發洋參控股有限公司) (stock code: 911), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange;
“Target Shares”	certain ordinary shares in the capital of the Target Company, representing a majority stake in the Target Company;
“Vendors”	several existing shareholders of the Target Company; and
“%”	per cent.

By Order of the Board
CHINA GOLDJOY GROUP LIMITED
Yao Jianhui
Chairman and Chief Executive Officer

Hong Kong, 2 February 2016

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Yao Jianhui and Mr. Li Minbin; one non-executive director, namely Mr. Huang Wei; and three independent non-executive directors, namely Mr. Wong Chun Bong, Professor Lee Kwok On, Matthew, and Mr. Lee Kwan Hung.