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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)

DISCLOSEABLE TRANSACTION IN RELATION TO SUBSCRIPTION FOR SHARES IN THE IPO OF CHINA ZHESHANG BANK CO., LTD.

The Board is pleased to announce that on 22 March 2016, the Subscriber agreed to subscribe for or purchase 207,760,000 Allocated Shares at the Offer Price, representing approximately 6.30% and 1.19% of the total H Shares and total issued shares of China Zheshang Bank, respectively, assuming over-allotment option under the IPO of China Zheshang Bank is not exercised.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios for the Transaction exceeds 5% but are all less than 25%, the Transaction constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

THE TRANSACTION

The Board is pleased to announce that on 22 March 2016, the Subscriber has been allocated with 207,760,000 Allocated Shares at the Offer Price, representing approximately 6.30% and 1.19% of the total H Shares and total issued shares of China Zheshang Bank, respectively, assuming over-allotment option under the IPO of China Zheshang Bank is not exercised.

Parties:

- (1) ABCI Securities, as placing agent;
- (2) The Subscriber, an indirect wholly-owned subsidiary of the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, ABCI Securities and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

The Offer Price

The Offer Price is HK\$3.96 per H Share.

The total Offer Price to be payable by the Subscriber is approximately HK\$831,020,246.18 (the “**Total Consideration**”) million by multiplying 207,760,000 Allocated Shares and the Offer Price plus SFC transaction levy at 0.0027%, the Stock Exchange trading fee at 0.005% and brokerage commission at 1%. The Total Consideration shall be payable by the Subscriber to ABCI Securities on 29 March 2016, and settlement of the 207,760,000 Allocated Shares will be made through ABCI Securities’ participant stock account maintained with the Central Clearing and Settlement System established by the Hong Kong Securities Clearing Company Limited on a delivery versus payment basis on 30 March 2016.

The Group will fund the Total Consideration from its internal resources. The investment in China Zheshang Bank is treated as the Group’s available-for-sale financial assets.

Completion of the Transaction

Completion of the Transaction and the payment of subscription monies shall be on or before the first day when the H Shares are listed and traded on the Stock Exchange, which is expected to take place on 30 March 2016.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TRANSACTION

Given securities investment is one of the principal business activities of the Group, the Board considers that the Transaction to be in line with the Group’s investment strategy to capture the development opportunity in the financial services enterprise in the PRC and will bring investment returns to the Group.

Having considered the above, the Directors are of the view that the terms of the Transaction Agreement are on normal commercial terms that are fair and reasonable, and the Transaction is in the interests of the Company and the Shareholders as a whole.

INFORMATION ON 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 Subscriber is an investment holding company which is an indirect wholly-owned subsidiary of the Company.

INFORMATION ON CHINA ZHESHANG BANK

China Zheshang Bank is in the process of preparing the listing application for listing of its H Shares on the Stock Exchange. It is a joint-stock commercial bank headquartered in Zhejiang, the PRC. It operates three principal lines of business: corporate banking, retail banking and treasury business. As a part of its corporate banking and retail banking business, China Zheshang Bank is also engaged in the small and micro enterprises business, which allows it to

provide credit services to small and micro enterprises and individual business owners. In addition, China Zheshang Bank actively develops distinctive internet financial services as well as establishes various cooperative business relationships with leading internet enterprises. As of 30 September 2015, China Zheshang Bank has established approximately 130 outlets in 11 provinces and provincial level municipalities, including Beijing, Shanghai and Jiangsu as well as all of the prefecture-level cities in Zhejiang. China Zheshang Bank is developing its Hong Kong branch in order to increase its international presence. Details of the business of China Zheshang Bank are set out in the post-hearing information pack (the “PHIP”) of the prospectus of China Zheshang Bank published in the website of the Stock Exchange on 8 March 2016.

The financial information of China Zheshang Bank is available in the PHIP of the prospectus of China Zheshang Bank posted on the Stock Exchange’s website on 8 March 2016.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios for the Transaction exceeds 5% but are all less than 25%, the Transaction constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

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

- “ABCI Securities” ABCI Securities Company Limited, a licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO, being the placing agent for the Transaction
- “Allocated Shares” the H Shares as shall be allocated to the Subscriber
- “Board” the board of Directors of the Company
- “China Zheshang Bank” China Zheshang Bank Co., Ltd., a joint stock company established in the PRC with limited liability
- “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 (stock code: 1282)
- “connected person(s)” has the same meaning ascribed to it under the Listing Rules
- “Directors” director(s) of the Company
- “Group” the Company and its subsidiaries

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| “H Share(s)” | the overseas listed foreign shares in the share capital of China Zhesang Bank with a nominal value of RMB1.00 each, which are to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange |
| “HK\$” or “Hong Kong dollar” | Hong Kong dollar, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “IPO” | initial public offer by way of global offering |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Offer Price” | the offer price to be payable by the Subscriber, being HK\$3.96 per H Share |
| “PRC” | the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Shareholder(s)” | holder(s) of shares of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subscriber” | Hong Kong Bao Da Financial Holdings Limited (香港寶達金融控股有限公司), a company incorporated in Hong Kong with limited liability, and is an indirect wholly-owned subsidiary of the Company |
| “Transaction” | the subscription for 207,760,000 Allocated Shares by the Subscriber |
| “%” | per cent |

By Order of the Board
China Goldjoy Group Limited
Yao Jianhui
Chairman and Chief Executive Officer

Hong Kong, 22 March 2016

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Yao Jianhui, Mr. Feng Huiming 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.