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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)**

### **VOLUNTARY ANNOUNCEMENT — MEMORANDUM OF UNDERSTANDING RELATING TO THE PROPOSED ACQUISITION OF THE TARGET COMPANY**

This is a voluntary announcement made by China Goldjoy Group Limited (the “**Company**”) together with its subsidiaries.

#### **MEMORANDUM OF UNDERSTANDING**

On 23 March 2016 (after trading hours), China Goldjoy Group Limited (the “**Company**”) entered into a non-legally binding memorandum of understanding (the “**MOU**”) with the vendor (the “**Vendor**”). To the best of the knowledge, information and belief of the directors of the Company (the “**Director(s)**”) having made all reasonable enquiry, the Vendor is a third party independent of the Company and connected persons (as defined in the Listing Rules) of the Company.

Under the terms of the MOU, the Company has proposed to purchase (the “**Proposed Transaction**”) the entire issued share capital of the holding company (the “**Target Company**”) of a group of companies (together with the Target Company, the “**Target Group**”) which is primarily engaged in the reinsurance business on global basis. The Target Group underwrites energy, property, casualty and other speciality risks through its offices worldwide.

The consideration for the Proposed Transaction will be determined with reference to, among others, the equity of the Target Group as at 31 December 2015. The Company will commence its due diligence on the Target Group after signing the MOU.

As disclosed in the circular of the Company dated 29 June 2015 (the “**Circular**”), the Company intends to capture the development opportunities in the booming financial industry in the People’s Republic of China by way of acquisition or capital injection into a domestic financial enterprise. The Company has planned to apply a proportion of the net proceeds from the share subscription as described in the Circular to fund the investment into, including but not limited to, the insurance or asset management sector. The Directors consider that the Proposed Transaction is in line with such strategy.

Further announcement(s) in relation to the Proposed Transaction will be made by the Company in accordance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as and when appropriate.

## **GENERAL**

**Shareholders of the Company and potential investors should note that the Proposed Transaction may or may not materialize and accordingly, they should exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 23 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.*

\* *For identification purpose only*