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中國金洋集團有限公司
CHINA GOLDJOY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1282)

DISCLOSEABLE TRANSACTION — ACQUISITION OF PROPERTY

The Board wishes to announce that on 24 October 2016, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Provisional Agreement with the Vendor to acquire the Property at a consideration of HK\$248,080,000. It is expected that the Acquisition will complete on or before 22 December 2016.

As one of the applicable percentage ratios (within the meaning of the Listing Rules) in respect of the Acquisition is above 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DISCLOSEABLE TRANSACTION

The board (the “**Board**”) of directors (the “**Directors**”) of China Goldjoy Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that on 24 October 2016, Ultra Glory Investments Limited (the “**Purchaser**”), an indirect wholly-owned subsidiary of the Company incorporated in the British Virgin Islands, entered into a provisional sale and purchase agreement (the “**Provisional Agreement**”) with Landscape Limited, an independent third party (the “**Vendor**”) to acquire Office Units Nos. 1906 to 1909 on the 19th floor of Tower 2 of Lippo Centre on No. 89 Queensway, Hong Kong (the “**Property**”) at a consideration of HK\$248,080,000 (the “**Acquisition**”). The Property shall be sold to the Purchaser on an “as is” basis. The principal terms of the Provisional Agreement are set out below.

Provisional Agreement

Date : 24 October 2016

Parties : The Vendor, as vendor
The Purchaser, as purchaser

Subject matter : Office Units Nos. 1906 to 1909 on the 19th floor of Tower 2 of Lippo Centre on No. 89 Queensway, Hong Kong

Consideration : HK\$248,080,000

Stamp duty : All stamp duty shall be borne by the Purchaser

Property Purchase Price

The consideration payable by the Purchaser (“**Property Purchase Price**”) under the Provisional Agreement was determined after arm’s length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to the market value of similar properties in similar locations. No formal valuation has been conducted in respect of the Property at the time of entering into of the Provisional Agreement.

The Property Purchase Price is to be satisfied by the Purchaser in the following manner:

- (1) HK\$12,404,000 was paid to the Vendor upon signing of the Provisional Agreement as deposit;
- (2) HK\$12,404,000 is to be paid on or before 8 November 2016 as further deposit; and
- (3) the remaining balance of HK\$223,272,000 to be paid upon completion of the Acquisition, which is expected to take place on or before 22 December 2016.

It is expected that the Property Purchase Price will be financed by way of internal resources of the Company and/or mortgage from a bank.

Formal Agreement

A formal sale and purchase agreement (the “**Formal Agreement**”) in relation to the Acquisition is expected to be signed by the Vendor and the Purchaser on 8 November 2016.

Completion

Completion of the Acquisition shall take place on or before 22 December 2016.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, the Vendor and its beneficial owner(s) are third parties independent of the Company and connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company.

INFORMATION ON THE GROUP

The Company is an investment holding company. The Group is principally engaged in trading and providing services with respect to automation related equipment; manufacturing; securities investment; and financial services. The Purchaser, an indirect wholly-owned subsidiary of the Company, is principally engaged in investment holding.

REASONS FOR THE ACQUISITION

It is intended that the Property will be used as the head office of the Group upon completion of the Acquisition.

Having considered that the Provisional Agreement was entered into on normal commercial terms with the Property Purchase Price being determined with reference to the market value of similar properties in similar locations, the Directors (including the independent non-executive Directors) are of the view that the terms of the Provisional Agreement are fair and reasonable and in the interests of the shareholders of the Company and the Company as a whole.

LISTING RULE IMPLICATIONS

As one of the applicable percentage ratios (within the meaning of the Listing Rules) in respect of the Acquisition is above 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

On behalf of the Board of
China Goldjoy Group Limited
Yao Jianhui
Chairman and Chief Executive Officer

Hong Kong, 26 October 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.