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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 RELATING TO THE PROVISION OF FINANCIAL ASSISTANCE

On 16 January 2017, China Goldjoy Credit, a non-wholly owned subsidiary of the Company, and the Borrower entered into the Facility Letters in relation to the provision of the Loan and the Standby Facility.

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the provision of the Loan and the Standby Facility to the Borrower calculated on an aggregate basis is more than 5% but all applicable percentage ratios are less than 25%, the provision of the Loan and the Standby Facility constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

As the amount of the Loan advanced to the Borrower and the Standby Facility on an aggregate basis does not exceed 8% of the assets ratio as defined under Rule 13.13 of the Listing Rules, the provision of the Loan and the Standby Facility is not subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

### (1) THE PROVISION OF THE LOAN

The principal terms of the First Facility Letter are summarized below.

Date:	16 January 2017
Lender:	China Goldjoy Credit, a non-wholly owned subsidiary of the Company
Borrower:	The Borrower
Guarantor:	The Guarantors

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Borrower and each of the Guarantors are third parties independent of the Company and its connected persons as at the date of this announcement.

Principal amount of the Loan:	HK\$83,000,000
Drawdown:	The Loan will be available for drawdown on 25 January 2017 subject to the satisfaction of certain conditions precedent as set out in the First Facility Letter.
Interest:	10% per annum, which shall be calculated on the actual number of days elapsed on the basis of a year of 365 days payable on a monthly basis
Maturity date:	24 January 2018 (the " <b>Repayment Date</b> ")
Prepayment:	With thirty (30) days of prior written notice to China Goldjoy Credit and without premium or penalty
Default interest rate:	10% per annum
Security:	<ol style="list-style-type: none"><li>1. the Loan will be secured by the Share Mortgages; and</li><li>2. the Guarantors have provided personal guarantees in favour of China Goldjoy Credit for the timely performance of all of the obligations of the Borrower under the First Facility Letter.</li></ol>

## (2) THE PROVISION OF STANDBY FACILITY

The principal terms of the Second Facility Letter are summarized below.

Date:	16 January 2017
Lender:	China Goldjoy Credit, a non-wholly owned subsidiary of the Company
Borrower:	The Borrower
Guarantor:	The Guarantors
Principal amount	Up to HK\$117,000,000
Drawdown:	The principal amount will be available for multiple drawdowns subject to the satisfaction of certain conditions precedent as set out in the Second Facility Letter.

Interest:	10% per annum, which shall be calculated on the actual number of days elapsed on the basis of a year of 365 days payable on a monthly basis
Maturity date:	A date falling on the sixth (6th) month after the date of each drawdown
Prepayment:	With thirty (30) days of prior written notice to China Goldjoy Credit and without premium or penalty
Default interest rate:	10% per annum
Security:	<ol style="list-style-type: none"> <li>1. the Standby Facility will be secured by the Share Mortgages; and</li> <li>2. the Guarantors have provided personal guarantees in favour of China Goldjoy Credit for the timely performance of all of the obligations of the Borrower under the Second Facility Letter.</li> </ol>

The terms of the Facility Letters were arrived at after arm's length negotiations between China Goldjoy Credit and the Borrower. The provision of the Loan and the Standby Facility will be funded by internal resources of the Group.

## **REASONS AND BENEFITS FOR THE PROVISION OF THE LOAN AND THE STANDBY FACILITY**

The Company is an investment holding company. The Group is principally engaged in the manufacturing of a range of high-technology products, the trading of and provision of services with respect to automation-related equipment, securities investment and financial services. China Goldjoy Credit is a registered money lender and is principally engaged in business of providing loan and credit financing services in Hong Kong.

The Borrower is engaged in investment holding.

Taking into account that the provision of the Loan and the Standby Facility will be secured and will provide an interest income to the Group, the Board considers that the Facility Letters were entered under normal commercial terms and that the terms of the Facility Letters are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **GENERAL**

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the provision of the Loan and the Standby Facility to the Borrower calculated on an aggregate basis is more than 5% but all applicable percentage ratios are less than 25%, the provision of

the Loan and the Standby Facility constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

As the amount of the Loan advanced to the Borrower and the Standby Facility on an aggregate basis does not exceed 8% of the assets ratio as defined under Rule 13.13 of the Listing Rules, the provision of the Loan and the Standby Facility is not subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

## **DEFINITIONS**

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

“Board”	the board of the directors of the Company
“Borrower”	Power View Group Limited, a company incorporated in the British Virgin Islands with limited liability
“China Goldjoy Credit”	China Goldjoy Credit Limited (中國金洋信貸有限公司), a company incorporated in Hong Kong with limited liability and a non-wholly owned subsidiary 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 with limited liability and the Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1282)
“connected person”	has the same meaning ascribed thereto under the Listing Rules
“Facility Letters”	collectively, the First Facility Letter and the Second Facility Letter
“First Facility Letter”	the facility letter dated 16 January 2017 entered into between China Goldjoy Credit and the Borrower in respect of the Loan
“Group”	the Company and its subsidiaries
“Guarantor A”	an individual, being a business partner of the beneficial owner who owns 30% of the Borrower as at the date of this announcement
“Guarantor B”	an individual, being a business partner of the beneficial owner who owns 30% of the Borrower as at the date of this announcement
“Guarantors”	collectively, the Guarantor A and the Guarantor B
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan in the principal amount of HK\$83,000,000
“Second Facility Letter”	the facility letter dated 16 January 2017 entered into between China Goldjoy Credit and the Borrower in respect of the Standby Facility
“Share(s)”	share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Share Mortgage A”	the share mortgage to be provided by the Borrower in favour of the China Goldjoy Credit over (i) 50,000,000 shares of the Company; and (ii) certain shares of a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Growth Enterprise Market of the Stock Exchange
“Share Mortgage B”	the share mortgage to be provided by the Guarantor B in favour of the China Goldjoy Credit over 500,000,000 shares of New Sports Group Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 299)
“Share Mortgages”	collectively, the Share Mortgage A and the Share Mortgage B
“Standby Facility”	the loan facility up to the maximum amount of HK\$117,000,000, the particulars of which are set out in the section headed “(2) THE PROVISION OF STANDBY FACILITY” in this announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 16 January 2017

*As at the date of this announcement, the Board comprises three executive directors, namely Mr. Yao Jianhui, Mr. Shao Zuosheng 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.*