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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**

### **THE LOAN AGREEMENT**

On 22 February 2017, the Lender, a non-wholly owned subsidiary of the Company, entered into the Loan Agreement with the Borrower pursuant to which the Lender agreed to renew the Loan with a principal amount of HK\$60,000,000 to the Borrower for a term of a further six months.

### **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios in respect of the renewed Loan, when aggregated with the original loan, is over 5%, the Loan constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The Board announces that on 22 February 2017, the Lender, a non-wholly owned subsidiary of the Company, and the Borrower entered into the Loan Agreement pursuant to which the Lender agreed to renew a loan in the aggregate principal amount of HK\$60,000,000 to the Borrower, subject to the terms and conditions of the Loan Agreement. The original loan for HK\$60,000,000 was entered into on 26 August 2016 with a term of six months expiring in 26 February 2017. The original loan was not a notifiable transaction for the Company under Chapter 14 of the Listing Rules, as each of the applicable ratios under Rule 14.07 of the Listing Rules was below 5%.

### **THE LOAN AGREEMENT**

#### **Date**

22 February 2017

#### **Parties**

(1) China Goldjoy Credit Limited, a non-wholly owned subsidiary of the Company, as the lender; and

(2) Customer A, an independent third party, as the borrower

**Principal amount**

HK\$60,000,000

**Maturity Date**

Six months from the date of drawdown of the Loan.

**Interest rate**

The interest of the Loan shall accrue at 1.5% per month and shall be payable monthly.

If the Borrower shall default in his repayment obligations under the Loan Agreement, a penalty equivalent to an annual interest rate of 20% shall be levied on the outstanding principal amount of the Loan.

**Security**

Pursuant to the Loan Agreement, the Borrower together with certain other parties associated with the Borrower (the “**Borrower Parties**”) have entered into a share pledge agreement with the Lender pursuant to which the Borrower Parties have pledged in aggregate 180,000,000 shares of Goldenmars Technology Holdings Ltd., a company listed on the main board of the Stock Exchange (stock code: 3638), as security for the Loan. Based on the closing price of Goldenmars Technology Holdings Ltd., on 21 February 2017 of HK\$0.63 per share, the pledged shares have a market value of approximately HK\$113,400,000.

**Repayment**

Unless otherwise specified, the Borrower shall repay in full the principal amount of the Loan, together with interest accrued and unpaid thereof on the maturity date of the Loan.

**Early repayment**

The Loan shall become repayable by the Borrower upon notice by the Lender if the Borrower has been in breach of any applicable laws or regulations in any jurisdictions in respect of the borrowing and execution of the Loan.

The parties may request for early repayment of the whole or any part of the principal amount outstanding under the Loan, together with interest accrued and unpaid thereof by giving the other party not less than 14 days’ notice in writing.

**INFORMATION ABOUT THE COMPANY AND THE LENDER**

The Company is principally engaged in trading and providing services with respect to automation related equipment, financial services, manufacturing, and securities investment.



“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Lender”	China Goldjoy Credit Limited, a company incorporated in Hong Kong with limited liability, and is a non-wholly owned subsidiary of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on Stock Exchange;
“Loan”	the term loan in the principal amount of HK\$60,000,000 granted by the Lender to the Borrower pursuant to the terms of the Loan Agreement;
“Loan Agreement”	the loan agreement dated 22 February 2017 entered into between the Lender and the Borrower relating to the provision of the Loan;
“Shareholders”	the shareholders of the Company;
“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, 22 February 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.*