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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: 01282)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of China Goldjoy Group Limited (the “**Company**”) will be held at 11:00 a.m. on Monday, 15 April 2019 at Units 1908 to 1909, 19/F, Tower 2, Lippo Centre, No. 89 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendment(s), the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the sale and purchase agreement (the “**Agreement**”) dated 17 January 2019 (a copy of which having been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) entered into between (i) Hong Kong Bao Xin Asset Management Limited (香港寶信資產管理有限公司) (the “**Offeror**”), an indirect wholly-owned subsidiary of the Company, (ii) Upright Hoist Limited, (iii) Mr. Zhang Xiaodong, (iv) Tengyue Limited (together with Upright Hoist Limited and Mr. Zhang Xiaodong, the “**Vendors**”) and (v) Mr. Wu Teng pursuant to which the Offeror conditionally agreed to acquire and the Vendors conditionally agreed to sell in aggregate 1,509,180,611 ordinary shares of HK\$0.05 each in the share capital of New Sports Group Limited (新體育集團有限公司) (Stock Code: 00299) (“**NSG**”) for a total consideration to be settled by way of the allotment and issue of in aggregate 1,509,180,611 new ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Consideration Shares**”) to the Vendors, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the acquisition of all the outstanding shares in the issued share capital (“**NSG Shares**”) of NSG (other than those NSG Shares already owned by the Offeror and parties acting in concert with it) by way of an unconditional mandatory securities exchange offer with cash alternative (the “**Offer**”) pursuant to the Code on Takeovers and Mergers (the “**Takeovers Code**”) by CCB International Capital Limited for and on behalf of the Offeror involving (i) the allotment and issue of not more than 1,484,027,056 new ordinary shares of HK\$0.10 each in the share

capital of the Company for satisfying the share alternative under the Offer (the “**New Shares under Share Alternative**”) and (ii) a total cash consideration payable by the Offeror of up to approximately HK\$645,551,769, the details of which are set out in the circular of the Company dated 26 March 2019, and all transactions contemplated thereunder, be and are hereby approved;

- (c) the specific mandate for the allotment and issue of the Consideration Shares, credited as fully paid, in accordance with the terms and conditions of the Agreement be and is hereby approved;
- (d) the specific mandate for the allotment and issue of the New Shares under Share Alternative, credited as fully paid, in accordance with the terms and conditions of the Offer be and is hereby approved;
- (e) any one or more directors of the Company be and are hereby authorised to do all such acts and things and to sign and execute (under seal, if required) all such documents, and to take all such steps for and on behalf of the Company which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to or in connection with the Agreement, the Offer and completing the transactions contemplated thereby, and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

Yours faithfully,
For and on behalf of the Board
China Goldjoy Group Limited
Yao Jianhui
Chairman and Chief Executive Officer

Hong Kong, 26 March 2019

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Units 1908 to 1909, 19/F, Tower 2
Lippo Centre, No. 89 Queensway
Hong Kong

Notes:

1. Every member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy (if a member who is holder of two or more shares) to attend and vote for him/her/it on his/her/its behalf at the meeting.
2. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof.

As at the date of this announcement, the board of directors of the Company comprises five executive directors, namely Mr. Yao Jianhui, Mr. Lau Wan Po, Mr. Li Minbin, Mr. Huang Wei and Mr. Zhang Chi; one non-executive director, namely Mr. Chen Kaiben; and three independent non-executive directors, namely Mr. Wong Chun Bong, Professor Lee Kwok On, Matthew, and Mr. Lee Kwan Hung.