

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Goldjoy Group Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

(1) PROPOSED CHANGE OF COMPANY NAME
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of the Company to be held at Units 1908 to 1909, 19/F., Tower 2, Lippo Centre, No. 89 Queensway, Hong Kong on Tuesday, 30 April 2019 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you intend to attend the extraordinary general meeting or any adjournment thereof (as the case may be), please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time fixed for holding the extraordinary general meeting or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or at any adjournment thereof (as the case maybe) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

8 April 2019

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Amendments to the Memorandum and Articles of Association”	certain consequential amendments to the Memorandum and Articles of Association of the Company to reflect the Change of Company Name
“Board”	the board of Directors
“Change of Company Name”	the change of the English name of the Company from “China Goldjoy Group Limited” to “Glory Sun Financial Group Limited” and the change of the dual foreign name of the Company from “中國金洋集團有限公司” to “寶新金融集團有限公司”
“Company”	China Goldjoy Group Limited, a company incorporated in the Cayman Islands with limited liability on 17 July 2009, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 01282)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the proposed Change of Company Name and proposed Amendments to the Memorandum and Articles of Association
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yao Jianhui (*Chairman and
Chief Executive Officer*)
Mr. Lau Wan Po (*Vice Chairman*)
Mr. Li Minbin
Mr. Huang Wei
Mr. Zhang Chi

Non-executive Director:

Mr. Chen Kaiben

Independent non-executive Directors:

Mr. Wong Chun Bong
Professor Lee Kwok On, Matthew
Mr. Lee Kwan Hung

Registered Office:

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

*Head Office and Principal Place of
Business in Hong Kong:*

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

8 April 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME
AND
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

INTRODUCTION

The Board refers to the announcement made by the Company on 1 April 2019 relating to the proposed Change of Company Name and proposed Amendments to the Memorandum and Articles of Association.

The purpose of this circular is to provide you with, among other things, (i) further information on the proposed Change of Company Name and proposed Amendments to the Memorandum and Articles of Association; and (ii) a notice convening the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Goldjoy Group Limited” to “Glory Sun Financial Group Limited” and to change the dual foreign name of the Company from “中國金洋集團有限公司” to “寶新金融集團有限公司”.

CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The proposed Change of Company Name is subject to the following conditions:

- (a) the Shareholders approving the proposed Change of Company Name by way of a special resolution at the EGM; and
- (b) the Registrar of Companies in the Cayman Islands approving the proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Group has actively conducted strategic transformation in recent years, of which the vigorous development of financial business is an important objective. After years of development, the financial services segment has been smoothly promoted, and the current financial services segment has become comparably large. The Group will continue to increase the resources investment in the financial services business in the future. In line with the long-term business development plan and after consideration and approval by the Board on 27 March 2019, the Group intends to change the Company name from “China Goldjoy Group Limited” to “Glory Sun Financial Group Limited”. In the future, the business structure of the Group will become “financial services business is the core, while real estate, technology and investment businesses run neck and neck”.

The Board considers that the proposed Change of Company Name will benefit the Company’s future business development and better reflect a fresh new corporate identity and image which is in the interests of the Company and the Shareholders as a whole.

EFFECT OF THE PROPOSED CHANGE OF COMPANY NAME

The proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall, after the proposed Change of Company Name having become effective, continue to be evidence of the title of the securities of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Share certificates of the Company which are issued after the proposed Change of

LETTER FROM THE BOARD

Company Name having become effective will be in the new name of the Company. The Shares will be traded on the Stock Exchange in the new stock short name after the Change of Company Name has become effective.

Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the results of the EGM, the effective date of the proposed Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the proposed Change of Company Name, the Company proposes to amend the Memorandum and Articles of Association of the Company to reflect the Change of Company Name by replacing all references therein to “China Goldjoy Group Limited 中國金洋集團有限公司” with “Glory Sun Financial Group Limited 寶新金融集團有限公司”.

The Board proposes to seek approval of the Shareholders by way of a special resolution at the EGM for the Amendments to the Memorandum and Articles of Association, with such amendments to take effect when the proposed Change of Company Name becomes effective.

EXTRAORDINARY GENERAL MEETING

The EGM will be held at Units 1908 to 1909, 19/F., Tower 2, Lippo Centre, No. 89 Queensway, Hong Kong on Tuesday, 30 April 2019 at 11:00 a.m. to consider and, if thought fit, approve the proposed Change of Company Name and proposed Amendments to the Memorandum and Articles of Association.

The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you intend to attend the EGM or any adjournment thereof (as the case may be), please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the EGM.

In accordance with the Listing Rules, the vote of all Shareholders taken at the EGM to approve the proposed Change of Company Name and proposed Amendments to the Memorandum and Articles of Association will be taken by poll. The results of the vote will be announced after the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Directors are of the view that the proposed Change of Company Name and proposed Amendments to the Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the special resolutions to be proposed at the EGM to approve the proposed Change of Company Name and proposed Amendments to the Memorandum and Articles of Association.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 (the “EGM”) of China Goldjoy Group Limited (the “**Company**”) will be held at Units 1908 to 1909, 19/F., Tower 2, Lippo Centre, No. 89 Queensway, Hong Kong on Tuesday, 30 April 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following special resolutions of the Company:

SPECIAL RESOLUTIONS

1. (a) “**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “China Goldjoy Group Limited” to “Glory Sun Financial Group Limited” and the dual foreign name of the Company be changed from “中國金洋集團有限公司” to “寶新金融集團有限公司” (the “**Change of Company Name**”)”; and

(b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”
2. (a) “**THAT** subject to the proposed Change of Company Name becoming effective and with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the Memorandum and Articles of Association of the Company be amended by replacing all references therein to “China Goldjoy Group Limited 中國金洋集團有限公司” with “Glory Sun Financial Group Limited 寶新金融集團有限公司”; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.”

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

Hong Kong, 8 April 2019

Registered Office:

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

Head Office and 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 EGM is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and vote for him/her on his/her behalf at the EGM.
2. A form of proxy for use at the EGM 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 EGM or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or any adjournment thereof.