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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

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

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## **China Goldjoy Group Limited**

**中國金洋集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1282)**

### **RE-ELECTION OF DIRECTORS GENERAL MANDATES TO BUY BACK SHARES AND ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong at 11:00 a.m. on Tuesday, 3 May 2016 is set out on pages 16 to 19 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hk1282.com](http://www.hk1282.com)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon 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 Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

30 March 2016



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## DEFINITIONS

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

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 16 to 19 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 3 May 2016 at 11:00 a.m., and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associates”	has the same meaning as defined under the Listing Rules
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the laws of the Cayman Islands
“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, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“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
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing the relevant resolution
“Latest Practicable Date”	21 March 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Memorandum”	the memorandum of association of the Company, as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to buy back Shares, which shall not exceed 10% of the total number of Shares in issue as at the date of passing the relevant resolution
“Share Registrar”	Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, whose office is at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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# China Goldjoy Group Limited

中國金洋集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1282)

*Executive Directors:*

Mr. Yao Jianhui  
Mr. Feng Huiming  
Mr. Li Minbin

*Registered office:*

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

*Non-Executive Director:*

Mr. Huang Wei

*Head office and principal place of business in*

*Hong Kong:*

Suites 2601–2, 26/F, Tower 2, Nina Tower  
8 Yeung Uk Road, TWTL 353  
Tsuen Wan, New Territories  
Hong Kong

*Independent Non-Executive Directors:*

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

30 March 2016

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS  
GENERAL MANDATES TO BUY BACK SHARES AND ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to the proposed grant of the Share Buy-back Mandate and the Issue Mandate and the re-election of Directors.

**RE-ELECTION OF DIRECTORS**

In accordance with Article 84 of the Articles of Association, Mr. Wong Chun Bong will retire by rotation at the Annual General Meeting. He, being eligible, will offer himself for re-election as a Director at the Annual General Meeting.

Pursuant to the code provision A.4.2 of Corporate Governance Code as set out in Appendix 14 to the Listing Rules, Mr. Yao Jianhui, Mr. Feng Huiming, Mr. Li Minbin, Mr. Huang Wei and Mr. Lee Kwan Hung will be subject to re-election at the Annual General Meeting. All of them, being eligible, will offer themselves for re-election as a Director at the Annual General Meeting.

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## LETTER FROM THE BOARD

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Particulars of each of the Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **GENERAL MANDATE TO BUY BACK SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to buy back Shares, in such number which represents up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the ordinary resolution approving the grant of the Share Buy-back Mandate.

The Share Buy-back Mandate will expire: (a) at the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (b) at the end of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolutions of the Shareholders at a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the Listing Rules is set out in Appendix II to this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to allot, issue or otherwise deal with Shares of up to 20% of the total number of Shares in issue as at the date of the passing of the ordinary resolution approving the grant of the Issue Mandate. As at the Latest Practicable Date, the Company had 21,548,598,100 Shares in issue. Subject to the passing of the proposed resolution approving the grant of the Issue Mandate and on the basis that there is no change in the total number of issued Shares before the passing of the proposed resolution, the Directors will be allowed under the Issue Mandate to issue a maximum of 4,309,719,620 Shares, representing 20% of the total number of Shares in issue as at the date of the passing of the resolution. In addition, an ordinary resolution will be proposed that the Directors be authorised to allot, issue or otherwise deal with such number of Shares equal to the total number of Shares that have been bought back under the Share Buy-back Mandate.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Thursday, 28 April 2016 to Tuesday, 3 May 2016 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Wednesday, 27 April 2016.

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## LETTER FROM THE BOARD

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### NOTICE OF ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 16 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to the Shareholders to consider and approve, among other matters, the grant to the Directors of the Share Buy-back Mandate and the Issue Mandate, and the reelection of the Directors.

### FORM OF PROXY

Enclosed with this circular is a form of proxy for use at the Annual General Meeting. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hk1282.com](http://www.hk1282.com)). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Share Registrar in accordance with the instructions printed thereon no less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending, and voting at, the Annual General Meeting or any adjournment thereof if you so wish.

### VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, all votes of the Shareholders at general meetings must be taken by poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share registered in his/her/its name in the register of members of the Company. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATIONS

The Board considers that the ordinary resolutions in respect of the proposed grant of the Share Buy-back Mandate and the Issue Mandate, and the re-election of Directors to be proposed at the Annual General Meeting are in the best interests of the Group and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

### 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 Group. 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.

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

The following sets out the biographical information of the Directors eligible for re-election at the Annual General Meeting:

**Executive Directors**

**Mr. Yao Jianhui** (姚建輝), aged 44, is the Group's Chairman and Chief Executive Officer and was appointed as the Company's Executive Director on 3 August 2015. He is also the Chairman of the Nomination Committee and Strategic Committee of the Company and a member of the Remuneration Committee. He graduated from South China University of Technology, the People's Republic of China (the "PRC") with a postgraduate (part-time) diploma in business administration. Mr. Yao has held senior management positions with a number of enterprises and a listed company across a wide range of industries, including food, construction materials, real estate, commerce, agriculture and forestry, logistics, technology and finance. From April 1995 to February 2002, he served as the general manager of 深圳市鉅華投資發展有限公司 (now known as 萊華商置有限公司) (Shenzhen Juhua Investment and Development Co., Ltd\*, now known as Laihua Commercial Property Co., Ltd\*), a company principally engaged in the production of agricultural products, construction materials and real estate business. From March 2002 to March 2003, Mr. Yao acted as the executive vice president of 深圳市寶能投資集團有限公司 (Shenzhen Baoneng Investment Group Co., Ltd\*), a conglomerate principally engaged in real estate, logistics, cultural tourism and financial business. From March 2003 to July 2010, he was the executive deputy general manager, general manager and chairman of the board of directors of Shenzhen Shum Yip Logistics Group Holdings Co., Ltd. (深圳深業物流集團股份有限公司), a company principally engaged in the provision of logistics services, product exhibition and trading and micro-lending. From July 2010 to October 2014, Mr. Yao acted as the general manager and chairman of the board of directors of Baocheng Investment Co., Ltd. (寶誠投資股份有限公司) (stock code: 600892), a company listed on Shanghai Stock Exchange and is principally engaged in the manufacturing of cables, hotel and trading business. From June 2006, he has been the chairman of the board of directors of Baoneng Holding (China) Co., Ltd. (寶能控股(中國)有限公司), a company principally engaged in property development. Mr. Yao has experience in technological and manufacturing industry, including managing a cable manufacturer which provides products to high-speed trains.

From December 2015, Mr. Yao has been a director of BIO-key International, Inc., a US public company that is listed and traded on the OTCQB, which is principally engaged in the development and delivery of advanced fingerprint biometric identification solutions to commercial and government enterprises, integrators, and application developers.

Mr. Yao is a representative of the Sixth Shenzhen Municipal People's Congress, vice president of Shenzhen Entrepreneur Association, vice president of Shenzhen Logistics and Supply Chain Management Association and vice president of Shenzhen Luohu Charity Federation.

As at the Latest Practicable Date, 10,771,835,600 shares of the Company are directly held by Tinmark Developments Limited, a company 100% held by Mr. Yao. Thus, he is deemed to be interested in 10,771,835,600 shares, representing approximately 49.99% of the total issued share capital of the Company.

Save as disclosed, Mr. Yao is not related to any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed, during the three years immediately before the Latest Practicable Date, Mr. Yao had not held any directorships in other listed public companies or any other major appointments and qualifications.

Mr. Yao has entered into a service contract with the Company for a term of three years with effect from 3 August 2015, and will continue thereafter until terminated by not less than one month in writing served by either party on the other. The current annual director's emoluments of Mr. Yao is HK\$432,000 and a discretionary bonus, as may be decided by the Board. His emolument is determined by the Board, with reference to his duties, responsibilities, performance and results of the Group.

**Mr. Feng Huiming (馮輝明)**, aged 45, is the Group's senior vice president, and was appointed as an Executive Director of the Company on 11 March 2016. He is also a member of the Strategic Committee. Mr. Feng graduated with a Bachelor's Degree in Economic Management from the Northeast Forestry University. He also obtained a Master's Degree in Economics from the Zhongnan University of Economics and Law. Mr. Feng has started his career in investment, finance and management since 1996, and has almost 20 years' experience in the investment and financing industry.

During 2003 to 2004, Mr. Feng served as the Manager of the investment department and Chief Financial Officer at Kaisa Property (Shenzhen) Co., Ltd., which is the core holding company and management headquarter of Kaisa Group Holdings Limited (stock code: 1638). During 2004 to 2005, Mr. Feng acted as the General Manager in Suzhou Fuyin Investment Development Co., Ltd. (蘇州市富銀投資發展有限公司). During 2005 to 2012, Mr. Feng was the Deputy General Manager of Shenzhen Fantasia Investment Limited (深圳市花樣投資有限公司), and the Vice President and Executive Director of Fantasia Holdings Group Co., Limited (stock code: 1777) respectively. During 2012, Mr. Feng served as the Group Vice President in Kaisa Group Holdings Limited (stock code: 1638). During 2013 to 2014, Mr. Feng acted as the Vice President in Shenzhen Municipal Baoneng Investment Group Company Limited. During 2014 to 2015, Mr. Feng was the Assistant President of Henderson (China) Investment Company Limited.

As at the Latest Practicable Date, Mr. Feng did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Mr. Feng is not related to any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed, during the three years immediately before the Latest Practicable Date, Mr. Feng had not held any directorships in other listed public companies or any other major appointments and qualifications.

Mr. Feng has entered into a service contract with the Company for a term of three years with effect from 11 March 2016, and will continue thereafter until terminated by not less than one month in writing served by either party on the other. The current annual director's emoluments of Mr. Feng is HK\$384,000 and a discretionary bonus, as may be decided by the Board. His emolument is determined by the Board, with reference to his duties, responsibilities, performance and results of the Group.

**Mr. Li Minbin (李敏斌)**, aged 35, is the Group's vice president, and was appointed as a Non-Executive Director of the Company on 3 August 2015 and further re-designated as an Executive Director on 27 November 2015. He is also a member of the Strategic Committee. He obtained a bachelor's degree in business administration and currently studying EMBA course at the Chinese University of Hong Kong. Mr. Li has over 10 years of experience in operation and management of logistics, real estate, commercial and financial industries. From July 2004 to July 2010, he served as the assistant to manager of the department of investment of Shenzhen Shum Yip Logistics Group Holdings Co., Ltd. (深圳深業物流集團股份有限公司). From December 2007 to October 2008, he served as the manager of the department of securities of 深圳市寶能投資集團有限公司 (Shenzhen Baoneng Investment Group Co., Ltd\*), a conglomerate principally engaged in real estate, logistics, cultural tourism and financial business, responsible for investment research and securities management businesses. From July 2010 to March 2014, he served as the supervisor, assistant to general manager and representative of securities affair, and from March 2014 to now, as director and secretary to the board of directors of Baocheng Investment Co., Ltd. (寶誠投資股份有限公司) (stock code: 600892), a company listed on Shanghai Stock Exchange and is principally engaged in investment, assets management, cultural and trading business.

As at the Latest Practicable Date, Mr. Li did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Mr. Li is not related to any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed, during the three years immediately before the Latest Practicable Date, Mr. Li had not held any directorships in other listed public companies or any other major appointments and qualifications.

Mr. Li has entered into a service contract with the Company for a term of three years with effect from 27 November 2015, and will continue thereafter until terminated by not less than one month in writing served by either party on the other. The current annual director's emoluments of Mr. Li is HK\$384,000 and a discretionary bonus, as may be decided by the Board. His emolument is determined by the Board, with reference to his duties, responsibilities, performance and results of the Group.

#### **Non-Executive Director**

**Mr. Huang Wei (黃煒)**, aged 41, was appointed as an Executive Director of the Company on 3 August 2015 and further re-designated as a Non-Executive Director on 27 November 2015. He obtained a master's degree in economics and graduated from Hunan University, the PRC. Mr. Huang has over 18 years of experience in investment and finance. From August 2002 to November 2004, he served as the vice manager of the department of personal housing loan; from November 2004 to September 2008, as the vice general manager of the corporate financing management centre, from September 2008 to February 2012, as the general manager of the department of corporate banking and from January 2013 to December 2013, as the general manager of the department of institutional banking of Shenzhen branch, Industrial and Commercial Bank of China. Since December 2013, he has served as the senior vice president of 深圳寶能投資集團有限公司 (Shenzhen Baoneng Investment Group Co., Ltd\*), a conglomerate principally engaged in real estate, logistics, cultural tourism and financial business.

As at the Latest Practicable Date, Mr. Huang did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Mr. Huang is not related to any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed, during the three years immediately before the Latest Practicable Date, Mr. Huang had not held any directorships in other listed public companies or any other major appointments and qualifications.

Mr. Huang has entered into a service contract with the Company for a term of three years with effect from 27 November 2015, and will continue thereafter until terminated by not less than one month in writing served by either party on the other. The current annual director's emoluments of Mr. Huang is HK\$252,000 and a discretionary bonus, as may be decided by the Board. His emolument is determined by the Board, with reference to his duties, responsibilities, performance and results of the Group.

\* *for identification purpose only*

#### **Independent Non-Executive Directors**

**Mr. Wong Chun Bong (王振邦)**, aged 57, was appointed as an Independent Non-Executive Director of the Company on 28 November 2009. Mr. Wong has held a range of positions relating to the provision of assurance, taxation, accounting and financial management services, which the Company believes will enhance in the overall financial control and management of the Group. Mr. Wong holds a higher diploma in Accountancy from the Hong Kong Polytechnic (香港理工學院), currently known as the Hong Kong Polytechnic University (香港理工大學). Mr. Wong is currently the managing partner of a firm of certified public accountants in Hong Kong. He was appointed as the Member of both the Council and Court of the Hong Kong Polytechnic University in December 2015. He is the ex-chairman of the Executive Committee of the Association of Chartered Certified Accountants in Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong, respectively. Mr. Wong is also an associate of the Institute of Chartered Accountants in England and Wales. Mr. Wong was an independent non-executive director of QPL International Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 0243) between 14 April 2000 to 23 September 2013.

As at the Latest Practicable Date, Mr. Wong did not have any interests in securities of the Company within the meaning of Part XV of the SFO. Mr. Wong is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Wong held no directorships in any other listed companies in the last three years. Mr. Wong has entered into a service contract with the Company for a period of 3 years commencing on 27 November 2015, and is entitled to an annual director's fee of HK\$324,000 per annum, which was determined based on the estimated time spent by Mr. Wong on matters regarding the Group.

**Mr. Lee Kwan Hung (李均雄)**, aged 50, was appointed as an Independent Non-Executive Director of the Company on 27 November 2015. He received his Bachelor of Laws (Honors) and Postgraduate Certificate in Laws from the University of Hong Kong in 1988 and 1989 respectively. He was admitted as a solicitor in Hong Kong in 1991 and in England and Wales in 1997. From December 1992 to April 1994, Mr. Lee worked in the Listing Division of the Hong Kong Stock Exchange, where he successively served as a manager and a senior manager, and was a partner of Woo, Kwan, Lee & Lo from April 2001 to February 2011. Mr. Lee is currently a consultant at Howse Williams Bowers. He serves as an independent non-executive director of several companies listed on the Hong Kong Stock Exchange, including Embry Holdings Limited (安莉芳控股有限公司) (Stock Code: 1388) since November 2006, NetDragon Websoft Inc. (網龍網絡有限公司) (Stock Code: 777) since June 2008, Asia Cassava Resources Holdings Limited (亞洲木薯資源控股有限公司) (Stock Code: 841) since January 2009, Futong Technology Development Holdings Limited (富通科技發展控股有限公司) (Stock Code: 465) since November 2009, Newton Resources Ltd. (新礦資源有限公司) (Stock Code: 1231) since December 2010, Walker Group Holdings Limited (盈進集團控股有限公司) (Stock Code: 1386) since February 2011, Tenfu (Cayman) Holdings Company Limited (天福(開曼)控股有限公司) (Stock Code: 6868) since August 2011, China BlueChemical Ltd. (中海石油化學股份有限公司) (Stock Code: 3983) since June 2012, Landsea Green Properties Co., Ltd. (朗詩綠色地產有限公司) (Stock Code: 106) since July 2013, Red Star Macalline Group Corporation Ltd. (紅星美凱龍家居集團股份有限公司) (Stock Code: 1528) since February 2015, FSE Engineering Holdings Limited (豐盛機電控股有限公司) (Stock Code: 331) since November 2015 and Ten Pao Group Holdings Limited (天寶集團控股有限公司) (Stock Code: 1979) since November 2015.

In the previous three years, Mr. Lee was also an independent non-executive director of Yuexiu REIT Asset Management Limited (越秀房託資產管理有限公司), the manager of Yuexiu Real Estate Investment Trust (越秀房地產投資信託基金) (Stock Code: 405) from November 2005 to October 2014; and Far East Holdings International Limited (遠東控股國際有限公司) (Stock Code: 36) from March 2012 to November 2014.

As at the Latest Practicable Date, Mr. Lee did not have any interests in securities of the Company within the meaning of Part XV of the SFO. Mr. Lee is not connected with any directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Lee held no directorships in any other listed companies in the last three years.

Mr. Lee has entered into a service contract with the Company for a period of 3 years commencing on 27 November 2015, and is entitled to an annual director's fee of HK\$240,000 per annum, which was determined based on the estimated time spent by Mr. Lee on matters regarding the Group.

### **General**

There are no other matters concerning any of the above Directors that need to be brought to the attention of the Shareholders in relation to their re-election and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote for or against the resolution to approve the grant of the Share Buy-back Mandate to the Directors.

## **1. LISTING RULES**

The Listing Rules permit a company with a primary listing on the Stock Exchange to repurchase its securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by its Memorandum and Articles of Association to buy back its own Shares.

### **(a) Shareholders' approval**

The Listing Rules provide that all on-market buy back of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval with reference to a specific transaction.

Such authority may only continue in force during the period from the passing of the resolution until the earlier of: (i) the conclusion of the next annual general meeting of the company; (ii) the expiration of the period within which the next annual general meeting of the company is required by law to be held; and (iii) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

### **(b) Source of funds**

Buy back must be paid out of funds legally available for the purpose and in accordance with the listed company's memorandum and articles of association and the laws of the jurisdiction in which the listed company is incorporated or otherwise established. A listed company may not buy back its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the laws of the Cayman Islands, repurchases by a company may only be made out of profits of the company or out of proceeds of a fresh issue of shares made for the purpose, or, if so authorised by its memorandum and articles of association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be purchased must be provided for out of profits of the company or out of the company's share premium account, or if so authorised by its memorandum and articles of association and subject to the provisions of the Companies Law, out of capital.

### **(c) Trading restrictions**

Where the securities to be repurchased by a company are shares, such shares must be fully paid shares.

## **2. SHARES IN ISSUE**

As at the Latest Practicable Date, the Company had 21,548,598,100 Shares in issue.

Subject to the passing of the proposed resolution for the grant of the Share Buy-back Mandate and on the basis that there is no change in the total number of issued Shares between the Latest Practicable Date and the Annual General Meeting, the Company will be allowed under the Shares Buy-back Mandate to buy back a maximum of 2,154,859,810 Shares.

## **3. REASONS FOR THE BUY BACK**

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might consider it appropriate to buy back Shares, the Directors believe that an ability to do so will give the Company additional flexibility that is beneficial to the Company. An exercise of the Share Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF BUY BACK**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Any buy back of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Articles of Association and subject to the Companies Law, out of the capital of the Company.

Taking into account the current working capital position of the Group, the Directors consider that, if the Share Buy-back Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 31 December 2015, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to make any buy back to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2015</b>		
March	0.260	0.199
April	1.030	0.236
May	1.070	0.970
June	1.940	1.180
July	1.390	0.310
August	1.190	0.650
September	1.630	0.840
October	1.620	0.940
November	1.370	0.980
December	1.300	1.010
<b>2016</b>		
January	1.180	0.600
February	0.840	0.700
March (up to the Latest Practicable Date)	1.050	0.520

*Source: The Stock Exchange of Hong Kong Limited*

## 6. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the Company exercising its powers to buy back securities pursuant to the Share Buy-back Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, and to the best knowledge and belief of the Directors based on the register of members kept by the Company under Section 336 of the SFO, 10,771,835,600 Shares of the Company are directly held by Tinmark Developments Limited, a company 100% held by Mr. Yao Jianhui. Thus, Mr. Yao Jianhui is deemed to be interested in 10,771,835,600 Shares, representing approximately 49.99% of the total issued share capital of the Company as at the Latest Practicable Date. On the basis of 21,548,598,100 Shares in issue as at the Latest Practicable Date and assuming there is no change in the number of issued shares before the Annual General Meeting, if the Share Buy-back Mandate were exercised in full, the aggregate percentage shareholding of Mr. Yao Jianhui in the Company would increase to approximately 59.99% of the then issued share capital of the Company, Mr. Yao Jianhui would be obliged to make a mandatory general offer for all the Shares that he does not own under Rule 26 of the Takeovers Code.

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## **APPENDIX II      EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE**

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The Company has no intention to exercise the Share Buy-back Mandate to such an extent that would result in the Takeovers Code being triggered or the number of shares held by the public being reduced to less than 25% of the issued share capital of the Company.

### **7.      UNDERTAKINGS**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates have any present intention to sell any Shares to the Company if the Share Buy-back Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the laws of the Cayman Islands and the regulations set out in the Memorandum and Articles of Association.

As at the Latest Practicable Date, no core connected person of the Company had notified the Company that he/she/it had a present intention to sell any securities to the Company nor had such core connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Share Buy-back Mandate is granted.

### **8.      SHARE BUY BACK MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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# China Goldjoy Group Limited

## 中國金洋集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1282)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China Goldjoy Group Limited (the “**Company**”) will be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 3 May, 2016 at 11:00 a.m. for the purpose of considering and if thought fit, passing the following resolutions as ordinary resolutions of the Company:

#### As Ordinary Business

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2015;
2. To declare a final dividend of HK\$0.25 cents per share for the year ended 31 December 2015;
3. To re-elect Mr. Yao Jianhui, a retiring director of the Company, as an executive director;
4. To re-elect Mr. Feng Huiming, a retiring director of the Company, as an executive director;
5. To re-elect Mr. Li Minbin, a retiring director of the Company, as an executive director;
6. To re-elect Mr. Huang Wei, a retiring director of the Company, as a non-executive director;
7. To re-elect Mr. Lee Kwan Hung, a retiring director of the Company, as an independent non-executive director;
8. To re-elect Mr. Wong Chun Bong, a retiring director of the Company, as an independent non-executive director;
9. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
10. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the board of directors of the Company to fix its remuneration;

#### As Special Business

11. **“THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to

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## NOTICE OF ANNUAL GENERAL MEETING

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subscribe for shares in the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options, including warrants to subscribe for shares in the Company, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company shall not exceed 20% of the total number of shares of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the directors of the Company to holders of shares on the Company’s register of members on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining

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## NOTICE OF ANNUAL GENERAL MEETING

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the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

12. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of shares in the Company which may be or agreed to be bought by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

13. **“THAT** conditional on the passing of resolutions numbered 11 and 12 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 11 above be and it is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general

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## NOTICE OF ANNUAL GENERAL MEETING

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mandate of such number of shares of the Company bought back by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 12 above.”

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

Hong Kong, 30 March 2016

*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:*  
Suites 2601–2, 26/F, Tower 2, Nina Tower  
8 Yeung Uk Road, TWTL 353  
Tsuen Wan, New Territories  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Thursday, 28 April 2016 to Tuesday, 3 May 2016, both days inclusive, during which period no transfer of shares of the Company will be registered.

In order to qualify for attending and voting at the annual general meeting, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong at the address stated in note 2 above no later than 4:30 p.m. on Wednesday, 27 April 2016.

4. In relation to the proposed resolutions numbered 11 and 13 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”). The Directors have no immediate plans to issue any new shares other than shares which may fall to be issued upon the exercise of options granted under the share option scheme of the Company or otherwise or any scrip dividend scheme of the Company which may be approved by the shareholders of the Company.
5. In relation to the proposed resolution numbered 12 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they seem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in an appendix to the circular of the Company to be dispatched to the shareholders.

*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.*