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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)

MAJOR TRANSACTION

ACQUISITION OF LAIHUA TAISHENG LIMITED

SUPPLEMENTAL AGREEMENT

Reference is made to the announcements of China Goldjoy Group Limited (the “**Company**”) dated 4 August 2017 and 31 August 2017 (the “**Announcements**”) in relation to the Acquisition. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Announcements.

On 6 September 2017, the Purchaser and the Vendor entered into a supplemental agreement to the Agreement (the “**Supplemental Agreement**”) to amend the payment terms as follows:

- (i) the amount of indebtedness in the total amount of RMB1,336,000,000 due by the Vendor to the Target Company will be deducted from the consideration of the Acquisition payable by the Purchaser at Completion; and
- (ii) the balance of the consideration of the Acquisition in the amount of RMB284,000,000 will be payable in the following manner:
 - (a) an amount of RMB19,200,000 within 10 Business Days (as defined in the Agreement) after the date of the Shareholders approving the transactions contemplated under the Agreement at the EGM (or if no EGM will be convened, the date upon which the registration and notarization procedure in respect of the transfer of the Sale Interest is completed);
 - (b) an amount of RMB38,400,000 within 10 Business Days (as defined in the Agreement) after the date of completion of registration of the transfer of the Sale Interest by the local Administration for Industry and Commerce of the PRC;

- (c) an amount of RMB57,600,000, within 60 calendar days after the date of Completion; and
- (d) an amount of RMB168,800,000 within 180 calendar days after the date of Completion.

The Directors (including the independent non-executive Directors) are of the view that the Supplemental Agreement and the transactions contemplated thereunder are entered into on normal commercial terms, fair and reasonable and in the interests of the Shareholders as a whole given there will not be any outstanding indebtedness owing by the Vendor to the Target Company after Completion.

Save as disclosed above, there are no other changes to the Agreement and all other matters as disclosed in the Announcements.

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

Hong Kong, 6 September 2017

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Yao Jianhui, Mr. Li Minbin and Mr. Zhang Chi; 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.