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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 FORMATION OF JOINT VENTURE

The Board announces that on 7 February 2018, the Company entered into the Joint Venture Agreement with Yunnan Energy, Right Dimension and Forever Assiduous in relation to the formation of the Joint Venture. The Joint Venture will be engaged in the investment on projects in relation to clean energy, finance and health, investment management, development of new energy, financial services.

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the formation of the Joint Venture exceeds 5% and all applicable percentage ratios are less than 25%, the formation of the Joint Venture constitutes a discloseable transaction of the Company under the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

On 7 February 2018, the Company entered into the Joint Venture Agreement with Yunnan Energy, Right Dimension and Forever Assiduous in relation to the formation of the Joint Venture. The principal terms of the Joint Venture Agreement are set out below.

THE JOINT VENTURE AGREEMENT

Date

7 February 2018

Parties

- (i) Yunnan Energy;
- (ii) The Company;
- (iii) Right Dimension; and
- (iv) Forever Assiduous.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, Yunnan Energy, Right Dimension and Forever Assiduous and their ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Capital Contribution

The total investment amount of the Joint Venture is HK\$2,000,000,000. The authorized share capital of the Joint Venture is HK\$2,000,000,000. Capital contribution will be made by the Parties in cash as follows:

Party	Capital Contribution (HK\$)	% of equity interest in the Joint Venture
Yunnan Energy International	800,000,000	40%
The Company	720,000,000	36%
Right Dimension	320,000,000	16%
Forever Assiduous	160,000,000	8%
Total	2,000,000,000	100%

The amount of capital contribution for the establishment of the Joint Venture by the Parties was arrived at after arm's length negotiations among the Parties, taking into account of (i) the estimated business needs; (ii) future business development of the Joint Venture; and (iii) the reasons and benefits of the establishment of the Joint Venture which are described under the paragraph headed "REASONS FOR AND BENEFITS OF THE FORMATION OF THE JOINT VENTURE" below. The capital contribution to be made by the Company will be financed by the internal resources of the Group.

The Joint Venture will be owned as to 40% by Yunnan Energy International, 36% by the Company, 16% by Right Dimension and 8% by Forever Assiduous.

Purpose of the Joint Venture

The Joint Venture will be engaged in the investment on projects in relation to clean energy, finance and health, investment management, development of new energy, financial services.

Board Composition

The board of directors of the Joint Venture will consist of five directors. The chairman of the Joint Venture will be appointed by Yunnan Energy and the vice chairman of the Joint Venture will be appointed by the Company.

Restrictions on Equity Transfers and Encumbrances

In the event that a Party proposes to transfer its equity interest in the Joint Venture, the other Parties shall have a pre-emptive right to such equity interest.

Distribution of Profit

Profit after taxation available for distribution will be distributed to the Parties pro rata to their respective capital contribution in the Joint Venture.

REASONS FOR AND BENEFITS OF THE FORMATION OF THE JOINT VENTURE

Yunnan Energy Investment Group is a significant state-owned enterprise and it owns 100% of Yunnan Energy. Since its establishment, Yunnan Energy Investment Group has been principally engaging in development of the four major sectors, namely clean energy, financial, service and trading, and integrated business. With Yunnan Energy Investment Group's stated-owned background and its industrial background, the Group shall be able to enter the electricity and new energy sectors. It will also help to broaden the Group's industrial chain and establish a foundation of cooperation for the Group with other major stated-owned capitals in the future.

In the recent years, Yunnan Energy Investment Group actively participates in the country's "One Belt On Road" strategy, focusing on three sectors, namely investment in international energy industry, international financial and international logistic trading. Currently, Yunnan Energy Investment Group's development of South Asia and Southeast Asia markets through Yunnan Energy has achieved significant results. The cooperation of the Company and Yunnan Energy shall accelerate the Group entering and expanding South Asia and Southeast Asia markets, and through which establish a foundation of the path towards internationalisation for the Group.

The Directors believe that the formation of Joint Venture would be beneficial for the Group's development in the future.

The Directors are of the view that the terms of the Joint Venture Agreement are normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ABOUT THE PARTIES

Yunnan Energy

Yunnan Energy was incorporated in Hong Kong with limited liability. It is an investment holding company.

The Company

The Company was incorporated in the Cayman Islands with limited liability. It is an investment holding company.

Right Dimension

Right Dimension was incorporated in the British Virgin Islands with limited liability. It is an investment holding company.

Forever Assiduous

Forever Assiduous was incorporated in the British Virgin Islands with limited liability. It is an investment holding company.

GENERAL

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the formation of the Joint Venture exceeds 5% and all applicable percentage ratios are less than 25%, the formation of the Joint Venture constitutes a discloseable transaction of the Company under the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

“Board”	the board of directors of the Company;
“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 and the Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1282);
“connected person”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Forever Assiduous”	Forever Assiduous Group Limited (永勤集團有限公司), a company incorporated in the British Virgin Islands with limited liability;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Joint Venture”	the company to be established in Cayman Islands under the proposed name of Yunnan International Holding Group Limited (雲能國際控股集團有限公司);
“Joint Venture Agreement”	the joint venture agreement entered into by Yunnan Energy, the Company, Right Dimension and Forever Assiduous on 7 February 2018;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Parties”	the parties to the Joint Venture Agreement, being Yunnan Energy, the Company, Right Dimension and Forever Assiduous, and “Party” shall mean any of them;
“Right Dimension”	Right Dimension Limited (正維有限公司), a company incorporated in the British Virgin Islands with limited liability;
“Shareholder(s)”	shareholder(s) of the Company;

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Yunnan Energy”	Yunnan Energy Investment (HK) Co. Limited (香港雲能國際投資有限公司), a company incorporated in Hong Kong with limited liability; and
“Yunnan Energy Investment Group”	Yunnan Energy and its shareholders
“%”	per cent.

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

Hong Kong, 7 February 2018

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.