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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)



NEW SPORTS GROUP LIMITED
新體育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00299)

HONG KONG BAO XIN ASSET MANAGEMENT LIMITED

香港寶信資產管理有限公司

(Incorporated in Hong Kong with limited liability)

JOINT ANNOUNCEMENT

**(1) CLOSE OF UNCONDITIONAL MANDATORY SECURITIES EXCHANGE
OFFER WITH CASH ALTERNATIVE BY
CCB INTERNATIONAL CAPITAL LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES IN THE SHARE CAPITAL OF
NEW SPORTS GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE
ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT
WITH IT)**

(2) RESULTS OF THE OFFER

Reference is made to the composite offer and response document dated 3 May 2019 jointly issued by the Offeror and NSG in relation to the Offer (the “**Composite Offer Document**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Composite Offer Document.

CLOSE OF THE OFFER

The Offeror and NSG jointly announce that the Offer was closed at 4:00 p.m. on Friday, 24 May 2019 and the Offer was not revised or extended by the Offeror.

RESULTS OF THE OFFER

At 4:00 p.m. on Friday, 24 May 2019, being the latest time and date for acceptance of the Offer, the Offeror had received valid acceptances in respect of a total of 450,888,302 Offer Shares under the Offer, representing approximately 10.81% of the issued share capital of NSG as at the date of this joint announcement.

Among the 450,888,302 Offer Shares validly tendered for acceptance of the Offer:

- (i) the Share Alternative was selected in respect of 9,200,500 Offer Shares, representing approximately 2.04% of all the Offer Shares validly tendered for acceptance of the Offer; and
- (ii) the Cash Alternative was selected in respect of 441,687,802 Offer Shares, representing approximately 97.96% of all the Offer Shares validly tendered for acceptance of the Offer.

Accordingly, a total of 9,200,500 new CGG Shares will be allotted and issued by CGG to satisfy the Share Alternative and cash consideration in the total amount of HK\$192,134,193.87 will be paid by the Offeror to the Accepting NSG Shareholders.

SETTLEMENT OF THE OFFER

In case where the Share Alternative is selected, the certificate of new CGG Shares issued and allotted by CGG has been or will be (as the case may be) despatched to the Accepting NSG Shareholder by ordinary post at his/her/its own risk as soon as possible but in any event within seven (7) business days (as defined under the Takeovers Code) of the date on which all the relevant documents are received by the Registrar to render such acceptance complete and valid by the Registrar in accordance with the Takeovers Code.

In case where the Cash Alternative is selected, a cheque for the amount due to the Accepting NSG Shareholder has been or will be (as the case may be) despatched to the Accepting NSG Shareholder by ordinary post at his/her/its own risk as soon as possible but in any event within seven (7) business days (as defined under the Takeovers Code) of the date on which all the relevant documents are received by the Registrar to render such acceptance complete and valid by the Registrar in accordance with the Takeovers Code.

In case where the Accepting NSG Shareholder elects to accept the Offer partly for the Share Alternative and partly for the Cash Alternative, a cheque for the relevant amount in cash and the certificate for the relevant number of new CGG Shares to be issued and allotted by CGG that such Accepting NSG Shareholder is entitled to have been or will be (as the case may be) despatched to such Accepting NSG Shareholder by ordinary post at his/her/its own risk as soon as possible but in any event within seven (7) business days (as defined under the Takeovers Code) of the date on which all the relevant documents are received by the Registrar to render such acceptance complete and valid by the Registrar in accordance with the Takeovers Code.

The latest date for posting of remittances and/or share certificates in respect of valid acceptances received under the Offer is Tuesday, 4 June 2019.

INTEREST OF THE OFFEROR CONCERT GROUP IN NSG SHARES

Immediately before the commencement of the Offer Period, the Offeror and parties acting in concert with it were interested in an aggregate of 1,187,991,287 NSG Shares, representing approximately 28.48% of the issued share capital of NSG as at the date of this joint announcement.

Immediately upon Completion but before the Offer was made, the Offeror and parties acting in concert with it were interested in an aggregate of 2,696,496,898 NSG Shares, representing approximately 64.65% of the issued share capital of NSG as at the date of this joint announcement.

Taking into account the valid acceptances in respect of 450,888,302 Offer Shares under the Offer (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by it under the Offer), immediately after the close of the Offer, the Offeror and parties acting in concert with it are interested in an aggregate of 3,147,385,200 NSG Shares, representing approximately 75.46% of the issued share capital of NSG as at the date of this joint announcement.

Save as disclosed above, none of the Offeror and parties acting in concert with it (i) held, controlled or directed any NSG Shares or rights over NSG Shares immediately before the commencement of the Offer Period; (ii) had acquired or agreed to acquire any NSG Shares or rights over NSG Shares during the Offer Period; and (iii) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in NSG during the Offer Period.

SHAREHOLDING STRUCTURE OF NSG

The following table sets out the shareholding structure of NSG (i) immediately upon Completion but before the Offer was made; and (ii) immediately upon the close of Offer and as at the date of this joint announcement (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by it under the Offer):

Shareholders	Immediately upon Completion but before the Offer was made		Immediately upon the close of the Offer and as at the date of this joint announcement (Note 7)	
	Number of NSG Shares	Approximate %	Number of NSG Shares	Approximate %
<i>The Offeror Concert Group</i>				
The Offeror (Note 1)	1,528,375,611	37.65	1,979,263,913	47.45
Hong Kong Bao Da Financial Holdings Limited (Note 1)	1,144,151,739	28.18	1,144,151,739	27.43
Glory Sun Securities Limited (Note 1)	21,129,048	0.52	21,129,048	0.51
Mr. Yao Jianhui (Note 2)	1,314,000	0.03	1,314,000	0.03
Mr. Li Minbin (Note 3)	306,500	0.01	306,500	0.01
Mr. Zhang Chi (Note 4)	1,220,000	0.03	1,220,000	0.03
Sub-total of the Offeror Concert Group	<u>2,696,496,898</u>	<u>66.42</u>	<u>3,147,385,200</u>	<u>75.46</u>

Shareholders	Immediately upon Completion but before the Offer was made		Immediately upon the close of the Offer and as at the date of this joint announcement (Note 7)	
	Number of NSG Shares	Approximate %	Number of NSG Shares	Approximate %
<i>The Vendors</i>				
Mr. Zhang Xiaodong	675,000	0.02	675,000	0.02
Upright Hoist Limited (Note 5)	—	—	—	—
Tengyue Limited (Note 6)	—	—	—	—
Sub-total of the Vendors	<u>675,000</u>	<u>0.02</u>	<u>675,000</u>	<u>0.02</u>
Public shareholders	<u>1,362,384,314</u>	<u>33.56</u>	<u>1,023,044,597</u>	<u>24.53</u>
Total	<u>4,059,556,212</u>	<u>100</u>	<u>4,171,104,797</u>	<u>100</u>

Notes:

- Each of the Offeror and Hong Kong Bao Da Financial Holdings Limited is a wholly-owned subsidiary of CGG and Glory Sun Securities Limited is a non-wholly owned subsidiary of CGG in which CGG holds 77.6% effective interest.
- Mr. Yao Jianhui is an executive director and the chairman of NSG and is also an executive director, the chairman and chief executive officer of CGG. He is also a controlling shareholder (as defined under the Listing Rules) of CGG. He is deemed to be interested in all the NSG Shares held by the Offeror, Hong Kong Bao Da Financial Holdings Limited and Glory Sun Securities Limited by virtue of the SFO.
- Mr. Li Minbin is an executive director of NSG and is also an executive director of CGG.
- Mr. Zhang Chi is an executive director of CGG.
- Upright Hoist Limited is wholly-owned by Mr. Zhang Xiaodong, an executive director and the vice chairman of NSG. He is deemed to be interested in all the NSG Shares held by Upright Hoist Limited by virtue of the SFO, if any.
- Tengyue Limited is wholly-owned by Mr. Wu Teng, a non-executive director of NSG. He is deemed to be interested in all the NSG Shares held by Tengyue Limited by virtue of the SFO, if any.
- After taking into account 111,548,585 Yue Jin Retained Shares issued by NSG to the Yue Jin Seller on 14 May 2019, details of which are set out in NSG's announcement dated 14 May 2019.
- The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places.

SHAREHOLDING STRUCTURE OF CGG

The following table sets out the shareholding structure of CGG (i) immediately upon Completion but before the Offer was made; and (ii) immediately upon the close of Offer and as at the date of this joint announcement (subject to the completion of the allotment and issuance of new CGG Shares pursuant to the Share Alternative):

Shareholders	Immediately upon Completion but before the Offer was made		Immediately upon the close of the Offer and as at the date of this joint announcement (Note 5)	
	Number of CGG Shares	Approximate %	Number of CGG Shares	Approximate %
<i>Directors and substantial shareholders of CGG</i>				
Mr. Yao Jianhui (Note 1)	44,468,000	0.16	44,468,000	0.16
Tinmark Development Limited (Note 1)	10,794,943,600	39.43	10,794,943,600	39.42
Qian Hai Life Insurance Co., Ltd.* (前海人壽保險股份有限公司)	<u>4,219,560,000</u>	<u>15.41</u>	<u>4,219,560,000</u>	<u>15.41</u>
Sub-total of directors and substantial shareholders of CGG	<u>15,058,971,600</u>	<u>55.00</u>	<u>15,058,971,600</u>	<u>54.98</u>
<i>The Vendors</i>				
Mr. Zhang Xiaodong (Note 2)	800,000	0.003	800,000	0.003
Upright Hoist Limited (Note 3)	758,558,639	2.77	758,558,639	2.77
Tengyue Limited (Note 4)	<u>749,146,972</u>	<u>2.74</u>	<u>749,146,972</u>	<u>2.74</u>
Sub-total of the Vendors	<u>1,508,505,611</u>	<u>5.51</u>	<u>1,508,505,611</u>	<u>5.51</u>
Public shareholders (Note 5)	<u>10,810,834,500</u>	<u>39.49</u>	<u>10,820,035,000</u>	<u>39.51</u>
Total	<u>27,378,311,711</u>	<u>100</u>	<u>27,387,512,211</u>	<u>100</u>

Notes:

1. Mr. Yao Jianhui is an executive director, the chairman and chief executive officer of CGG and is also an executive director and the chairman of NSG. He is interested in the entire issued share capital of Tinmark Development Limited, a company incorporated in the British Virgin Islands with limited liability. He is deemed to be interested in all the CGG Shares held by Tinmark Development Limited by virtue of the SFO.
2. Mr. Zhang Xiaodong, an executive director and the vice chairman of NSG.
3. Upright Hoist Limited is wholly-owned by Mr. Zhang Xiaodong. He is deemed to be interested in all the CGG Shares held by Upright Hoist Limited by virtue of the SFO.

4. Tengyue Limited is wholly-owned by Mr. Wu Teng, a non-executive director of NSG. He is deemed to be interested in all the CGG Shares held by Tengyue Limited by virtue of the SFO.
5. After taking into account in aggregate 9,200,500 new CGG Shares issued or to be issued (as the case may be) by CGG to the Accepting NSG Shareholders who have elected for the Share Alternative.
6. The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places.

PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer to the Offeror of those Offer Shares acquired by it under the Offer (in respect of which valid acceptances were received), 1,023,044,597 Shares, representing approximately 24.53% of the issued share capital of NSG as at the date of this joint announcement, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, NSG is not able to satisfy the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules. An application will be made to the Stock Exchange for a temporary waiver to NSG from the strict compliance with the public float requirement under Rule 8.08(1)(a) of the Listing Rules. The Offeror and NSG will take appropriate steps to restore the minimum public float of NSG as required under the Listing Rules as early as practicable. Further announcement(s) will be made by NSG regarding the restoration of the public float as and when appropriate.

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

By order of the board of directors of
New Sports Group Limited
Yao Jianhui
Chairman

By order of the board of directors of
Hong Kong Bao Xin Asset Management Limited
Yao Jianhui
Director

Hong Kong, 24 May 2019

As at the date of this joint announcement, NSG's executive directors are Mr. Yao Jianhui, Mr. Zhang Xiaodong, Mr. Li Minbin and Ms. Xia Lingjie; the non-executive directors are Mr. Lau Wan Po, Mr. Wu Teng, Ms. Zhan Yushan and Mr. Chen Kaiben; and the independent non-executive directors are Mr. Chen Zetong, Ms. He Suying, Dr. Tang Lai Wah and Mr. Wong Chun Bong.

The directors of NSG jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror and CGG) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. Yao Jianhui and Mr. Li Minbin.

As at the date of this joint announcement, the CGG Board 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.

The directors of the Offeror and CGG jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the NSG Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of NSG) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.

In the event of any inconsistency, the English text of this joint announcement shall prevail over the Chinese text.