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**HUAJUN HOLDINGS LIMITED**

**華君控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 377)**

**MAJOR AND CONNECTED TRANSACTION  
IN RELATION TO THE ACQUISITION OF  
ALL ISSUED SHARE CAPITAL OF  
HUA TAI JUN AN INTERNATIONAL DEVELOPMENT LIMITED**

**THE ACQUISITION**

The Board is pleased to announce that on 22 December 2016 (after trading hours of the Stock Exchange), the Purchaser, a direct wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor, pursuant to which the Vendor has conditionally agreed to sell and the Company has conditionally agreed to acquire, the Target Share and the Target Shareholder's Loan at a total Consideration of RMB1,920 million (equivalent to approximately HK\$2,112 million).

## **IMPLICATIONS UNDER THE LISTING RULES**

Mr. Meng is the chairman, the executive Director and a substantial shareholder (as defined in the Listing Rules) of the Company. As at the date of this announcement, Mr. Meng indirectly wholly owns all the issued share capital of the Vendor. Therefore, the Vendor is an associate (as defined under the Listing Rules) of Mr. Meng and a connected person of the Company under the Listing Rules. Therefore, the transactions contemplated under the Acquisition constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As the relevant applicable percentage ratios for the Acquisition exceed 25% and the Consideration exceeds HK\$10,000,000, the Acquisition constitutes non-exempt connected transactions for the Company and is subject to reporting, annual review, announcement and Independent Shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules. The Vendor, HIL, Mr. Meng and their respective associates (as defined under the Listing Rules) are required to abstain from voting on the resolution(s) in respect of the Acquisition at the SGM.

Furthermore, as the relevant applicable ratios for the Acquisition under the Sale and Purchase Agreement are more than 25% but less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement and Shareholders' approval requirements under the Listing Rules.

An Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Zheng Bailin, Mr. Shen Ruolei and Mr. Pun Chi Ping, will be established to consider the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder, and to advise the Independent Shareholders as to whether the Acquisition is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **SGM**

A SGM will be convened for the Independent Shareholders to consider and, if thought fit, approve, among other matters, the Acquisition and the transactions contemplated thereunder.

A circular containing, among other things, further information on the Acquisition, the recommendation of the Independent Board Committee in respect of the Acquisition, the advice of the Independent Financial Adviser regarding the terms of the Sale and Purchase Agreement and other information as required under the Listing Rules together with a notice of the SGM and a form of proxy will be despatched to the Shareholders on or before 28 February 2017 as additional time is required for the preparation of the relevant information for inclusion in the circular.

**Completion is subject to the fulfillment and/or waiver (as the case may be) of the Conditions set out in the Sale and Purchase Agreement and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## THE ACQUISITION

The Board is pleased to announce that on 22 December 2016 (after trading hours of the Stock Exchange), the Purchaser, a direct wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor, pursuant to which the Vendor has conditionally agreed to sell and the Company has conditionally agreed to acquire, the Target Share and the Target Shareholder's Loan at a total Consideration of RMB1,920 million (equivalent to approximately HK\$2,112 million).

## SALE AND PURCHASE AGREEMENT

Set out below are the principal terms of the Sale and Purchase Agreement:

Date: 22 December 2016

Parties: Go Platinum Holdings Limited, a direct wholly-owned subsidiary of the Company, as the Purchaser.

Hua Tai Jun An International Limited (華泰君安國際有限公司), a limited liability company incorporated in the BVI, as the Vendor.

Mr. Meng is the chairman, the executive Director and a substantial shareholder (as defined in the Listing Rules) of the Company. As at the date of this announcement, Mr. Meng indirectly owns all the issued share capital of the Vendor. Therefore, the Vendor is an associate (as defined under the Listing Rules) of Mr. Meng and a connected person of the Company under the Listing Rules.

### **Assets to be acquired**

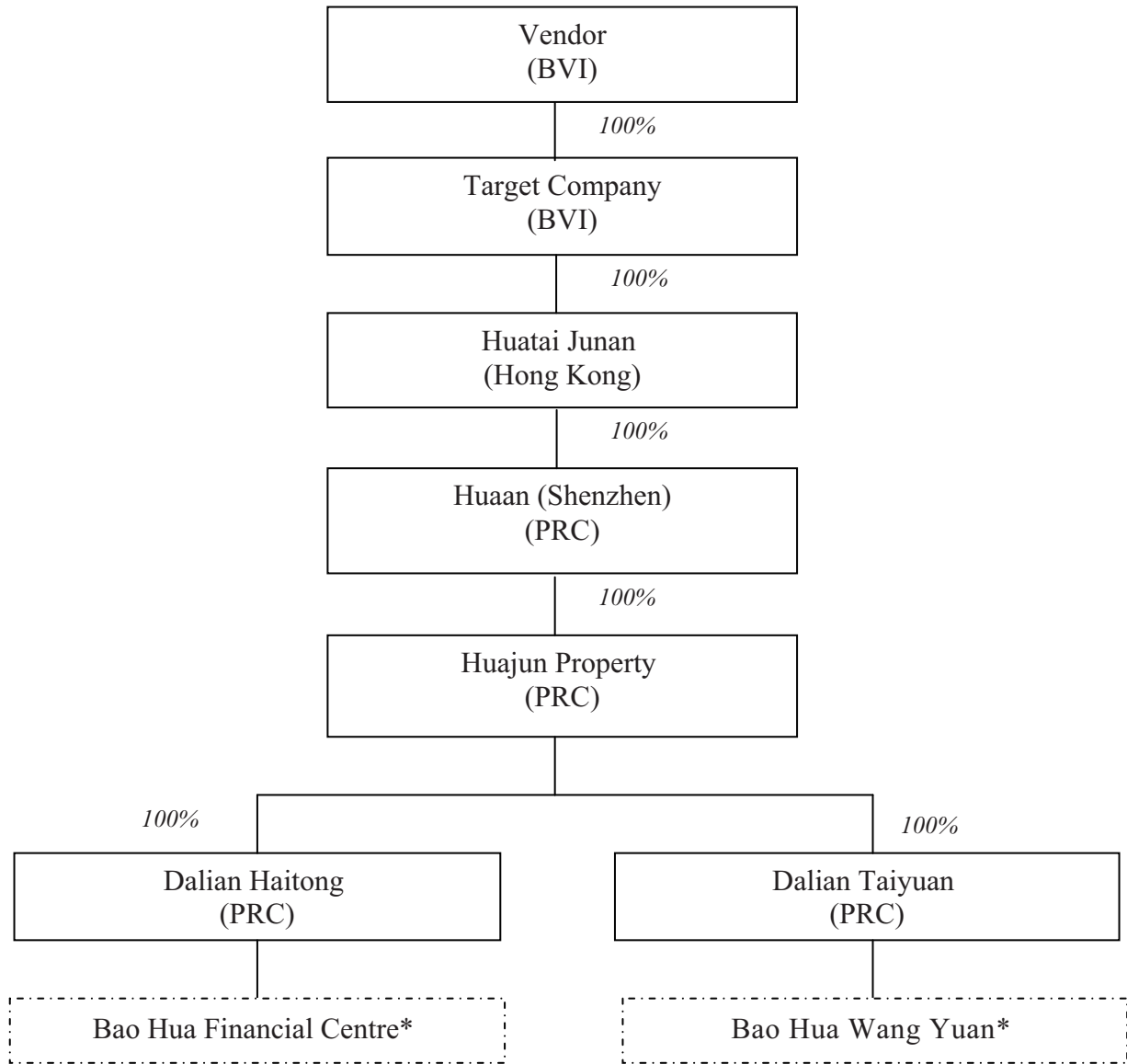
Pursuant to the Sale and Purchase Agreement, the Purchaser has conditionally agreed to acquire for and the Vendor has conditionally agreed to sell (1) the Target Share, representing all issued share capital of the Target Company at the Share Consideration; and (2) the Target Shareholder's Loan which shall be amounted to RMB1,600 million (equivalent to approximately HK\$1,760 million) at the Loan Consideration.

Pursuant to the Sale and Purchase Agreement, the Purchaser will acquire the Target Group, that is, the Target Company and its subsidiaries upon Completion, namely, Huatai Junan, Huaan (Shenzhen), Huajun Property, Dalian Haitong, Dalian Taiyuan and two properties developments operated by Dalian Haitong and Dalian Taiyuan as specified in the Sale and Purchase Agreement.

As informed by the Vendor, Dalian Haitong currently owns a property development named Bao Hua Financial Centre\* (保華金融中心), which is situated at Dalian City, Liaoning Province in the PRC. As advised by the Vendor, Bao Hua Financial Centre\* (保華金融中心) is currently under construction and will be developed into a commercial and office complex with car parking and ancillary uses. Upon completion, as advised by the Vendor, Bao Hua Financial Centre\* (保華金融中心) will have a total floor area of approximately 146,270 square meters and is expected to be completed in 2018.

As informed by the Vendor, Dalian Taiyuan currently owns a property development named Bao Hua Wang Yuan\* (保華旺苑), which is situated at Dalian City, Liaoning Province, the PRC. Bao Hua Wang Yuan\* (保華旺苑) is a commercial and residential property with a total gross floor area of approximately 56,728 square meters. As informed by the Vendor, the residential portion of the project has been completed in 2016 while the internal decoration work and infrastructure work of the commercial portion and the basement of the property are currently on going.

The shareholding structure of the Target Group as of the date of this announcement is shown as in the simplified chart below:



*Note:*

  *property development held by the respective companies*

Upon Completion, the Target Group will become the indirectly wholly-owned subsidiaries of the Company and their financial results will be consolidated into the financial results of the Group. In addition, all outstanding amount of Target Shareholder's Loan will be due by the Target Company to the Purchaser.

## Consideration

The Consideration for the Acquisition is RMB1,920 million (equivalent to approximately HK\$2,112 million), which comprised of (1) the Share Consideration in the sum of RMB320 million (equivalent to approximately HK\$352 million); and (2) the Loan Consideration in the sum of RMB1,600 million (equivalent to approximately HK\$1,760 million). Subject to all of the Conditions having been satisfied and/or waived (as the case may be), the Purchaser shall pay the Vendor the Consideration in full on Completion Date.

The Consideration was determined by arm's length negotiations between the Purchaser and the Vendor based on normal commercial terms with reference to (i) the net assets value of the Target Group of RMB78.4 million (equivalent to approximately HK\$86.2 million) as at 31 August 2016; and (ii) the preliminary valuation of the land and properties owned by the Target Group, which amounted to approximately RMB2,014.5 million (equivalent to approximately HK\$2,216.0 million) as at 30 November 2016.

As at the date of this announcement, the original acquisition cost of Dalian Haitong and Dalian Taiyuan, which are the operating subsidiaries of the Target Company, incurred by the Vendor and the associates of the ultimate beneficial owner of the Vendor, Mr. Meng, amounted to approximately RMB1,578.2 million (equivalent to HK\$1,736 million).

Accordingly, the Board (excluding the independent non-executive Directors whose opinion will be subject to the advice of the Independent Financial Adviser) is of the view that the Consideration is fair and reasonable and on normal commercial terms and that the entering into of the Sale and Purchase Agreement is in the interests of the Company and the Shareholders as a whole.

## Debt Restructuring

Pursuant to the Sale and Purchase Agreement, prior to the date of transfer of Target Share, the Vendor shall restructure the liabilities of the Target Group and all liabilities of the Target Group shall be assigned to the subsidiaries (the "**Vendor's PRC Subsidiaries**") of the Vendor which were established in the PRC.

Immediately upon the completion of the Debt Restructuring, the Target Shareholder's Loan in the amount of RMB1,600 million (equivalent to approximately HK\$1,760 million) will be due by the Target Group to the Vendor's PRC Subsidiaries.

After the Debt Restructuring, if the outstanding shareholder's loan due by the Target Group to the Vendor's PRC Subsidiaries is more than RMB1,600 million (equivalent to approximately HK\$1,760 million), the amount ("**Remaining Loan**") exceeded the value of the Target

Shareholder's Loan will be remained due by the Target Group to the Vendor's PRC Subsidiaries. And thus, upon the Completion, the grant of Remaining Loan by the Vendor's PRC Subsidiaries to the Target Group will constitute a financial assistance by connected person to the Company. Since the Remaining Loan is intended to be on an interest free and unsecured basis upon the Completion, it is exempted from the reporting, announcement and independent Shareholders' approval requirements under the Listing Rules.

In any event, if the grant of Remaining Loan constitutes a non-exempted financial assistance by the connected person under Chapter 14A of the Listing Rules, the Company will comply with the Listing Rules and make relevant disclosure as applicable and appropriate.

### **Conditions precedent**

Completion of the Acquisition is conditional upon the fulfillment of the following Conditions on or before the Conditions Fulfillment Date:

- (a) the passing of the resolution(s) by the Independent Shareholders to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the SGM;
- (b) the Vendor is the legal and beneficial owner of the Target Share and the Target Shareholder's Loan, which are not subject to any encumbrances and third parties' rights;
- (c) the Target Company is the legal and beneficial owner of all issued share capital of Huatai Junan, which is not subject to any encumbrances and third parties' rights (including any encumbrances created due to any pledges of the said issued share capital);
- (d) Huatai Junan is the legal and beneficial owner of entire equity interest of Huaan (Shenzhen), which is not subject to any encumbrances and third parties' rights (including any encumbrances created due to any pledges of the said entire equity interest);
- (e) Huaan (Shenzhen) is the legal and beneficial owner of entire equity interest of Huajun Property, which is not subject to any encumbrances and third parties' rights (including any encumbrances created due to any pledges of the said entire equity interest);
- (f) Huajun Property is the legal and beneficial owner of the entire equity interest in each of Dalian Haitong and Dalian Taiyuan, which is not subject to any encumbrances and third parties' rights (including any encumbrances created due to any pledges of the said entire equity interest);

- (g) all assets held by Dalian Haitong and Dalian Taiyuan are not subject to any encumbrances and third parties' rights (including any encumbrances created due to any pledges of the said assets);
- (h) the acquisition of the Target Share and Target Shareholder's Loan shall be completed simultaneously in compliance with the applicable PRC laws and to the satisfaction of the Purchaser;
- (i) the Vendor has completed the Debt Restructuring and the Purchaser has received the relevant documentary proof to its satisfaction;
- (j) the Purchaser has been satisfied with the result of the due diligence review of the Target Group (including but not limited to the review on the indebtedness of the Target Group);
- (k) the management of Target Group shall not have done any act which may have negative impact on the businesses, assets, properties, financial conditions, operations and future prospects of the Target Group on or prior to Completion; and all warranties shall be accurate and true in all respects as at the Completion Date;
- (l) the Vendor has obtained all necessary third party consents, approvals, authorisations, waivers, permission and certifications in relation to the transactions contemplated under the Sale and Purchase Agreement and other relevant matters; and
- (m) the representations, warranties and undertakings given by the Vendor (the "**Warranties**") have remained true, accurate and not misleading in all material respects and there have been no breach of any of the Warranties in any respect by the Vendor.

Save and except Conditions (a) to (g), all other Conditions are capable of being waived by the Purchaser at its discretion in writing to the Vendor. If any of the Conditions have not been fulfilled or waived (as the case may be) by the Conditions Fulfillment Date, the Sale and Purchase Agreement shall lapse and have no further effect. The Vendor shall refund all amounts (if any) previously received from the Purchaser with interest of 12% per annum and penalty of RMB1 million (equivalent approximately HK\$1.1 million) to the Purchaser forthwith. Upon the due receipt of the said payment by the Purchaser, none of the parties shall make any claims against the other party pursuant to the terms and conditions of the Sale and Purchase Agreement.

## **Completion**

Completion of the Acquisition, subject to all of the Conditions having been satisfied and/or waived (as the case may be), shall take place on the 10th Business Day immediately following the satisfaction and/or waiver (as the case may be) of all of the Conditions or such other date agreed by the Vendor and the Purchaser.

Pursuant to the Sale and Purchase Agreement, within 45 Business Days immediately after signing of the Sale and Purchase Agreement, the Vendor shall complete the Debt Restructuring and registration of the transfer of the Target Share to the Purchaser and the change of the legal representative, business registration certificate, tax registration permit\* (稅務登記證) and Organization Code Certificate\* (組織機構代碼證).

## **INFORMATION OF THE VENDOR AND THE TARGET GROUP**

The Vendor is a company established in the BVI with limited liabilities and, as advised by the Vendor, is principally engaged in property investment. As at the date of this announcement, the Vendor is indirectly owned as to 100% by Mr. Meng.

The Target Company is a company incorporated in the BVI with limited liability and is principally engaged in investment holding. As at the date of this announcement, the Target Company is directly wholly-owned by the Vendor.

Huatai Junan is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. As at the date of this announcement, Huatai Junan is directly wholly-owned by the Target Company.

Huaan (Shenzhen) is a company established in the PRC with limited liability and is principally engaged in, among other things, development, sale and management of properties. As at the date of this announcement, Huaan (Shenzhen) is directly wholly-owned by Huatai Junan.

Huajun Property is a company established in the PRC with limited liability and is principally engaged in, among other things, development, sale and management of properties. As at the date of this announcement, Huajun Property is directly wholly-owned by Huaan (Shenzhen).

Each of Dalian Haitong and Dalian Taiyuan is a company established in the PRC with limited liability and is principally engaged in development, sale and management of properties. As at the date of this announcement, each of Dalian Haitong and Dalian Taiyuan is directly wholly-owned by Huajun Property.

## FINANCIAL INFORMATION OF THE TARGET GROUP

As informed by the Vendor, the unaudited consolidated financial information of the Target Group prepared under Hong Kong Financial Reporting Standards for the two years ended 31 December 2014 and 2015 and for the eight months ended 31 August 2016, summarized as follows (for illustration purposes only):

	<b>For the year ended 31 December 2014</b>	<b>For the year ended 31 December 2015</b>	<b>For the eight months ended 31 August 2016</b>
	<i>(RMB'000)</i>	<i>(RMB'000)</i>	<i>(RMB'000)</i>
	(unaudited)	(unaudited)	(unaudited)
Net profit (loss) before taxation	(54)	(26,042)	175,660
Net profit (loss) after taxation	(54)	(38,629)	109,951
Net assets (liabilities)	7,089	(28,640)	78,417

## REASONS FOR AND BENEFITS OF THE ACQUISITION

The principal business activity of the Company is investment holding. The Group is principally engaged in business of (a) sale and manufacturing of high quality multi-colour packaging products, carton boxes, books, brochures and other paper products; (b) provision of finance; (c) securities investments; (d) property development and investments; (e) financial leasing; (f) trading and logistics; (g) medical management; (h) manufacturing and sale of industrial equipment; and (i) manufacturing and sale of photovoltaic products.

The Group always looks for suitable investment opportunities to strengthen its existing business segment in property development and investments and establishment in the Liaoning Province.

Both Bao Hua Financial Centre\* (保華金融中心) and Bao Hua Wang Yuan\* (保華旺苑) are located in Dalian City, Liaoning Province, the PRC. Through the acquisition of the Target Share, the Group will acquire the interest of Bao Hua Financial Centre\* (保華金融中心) and Bao Hua Wang Yuan\* (保華旺苑). The Acquisition provides an investment opportunity for the Group to strengthen and develop its existing property business which in turn provides an opportunity to the Group to potentially enhance the return for its Shareholders.

In view of the above, the Directors (excluding the independent non-executive Directors whose opinion will be subject to the advice of the Independent Financial Adviser) consider that (i) the Acquisition is beneficial for the Group; (ii) the entering into of the Sale and Purchase Agreement is on normal commercial terms in the ordinary and usual course of business of the Company after arm's length negotiation; and (iii) the terms of the Sale and Purchase Agreement are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders of the Company as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

Mr. Meng is the chairman, the executive Director and a substantial shareholder (as defined in the Listing Rules) of the Company. As at the date of this announcement, Mr. Meng indirectly wholly owns all the issued share capital in the Vendor. Therefore, the Vendor is an associate (as defined under the Listing Rules) of Mr. Meng and a connected person of the Company under the Listing Rules.

As the relevant percentage ratios for the Acquisition exceeds 25% and the Consideration exceeds HK\$10,000,000, the Acquisition constitute non-exempt connected transactions for the Company and are subject to reporting, annual review, announcement and Independent Shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

Mr. Meng and his associates (including HIL and the Vendor, being associates of Mr. Meng) shall abstain from voting at the SGM in respect of the resolutions approving the Acquisition and the transactions contemplated thereunder. As at the date of this announcement, the Vendor does not own any Shares, HIL holds 3,980,082,214 Shares representing approximately 65.60% of the issued share capital of the Company and Mr. Meng is also personally interested in 60,430,371 Shares representing approximately 1.00% of the issued share capital of the Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as Mr. Meng and HIL, no other Director or Shareholder has a material interest in the Sale and Purchase Agreement. Accordingly, apart from Mr. Meng, HIL and their respective associates, no other Shareholder is required to abstain from voting at the SGM in respect of the resolutions relating to the Sale and Purchase Agreement.

Further, as the relevant applicable ratios for the Acquisition under the Sale and Purchase Agreement are more than 25% but less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting, announcement and Shareholders' approval requirements under the Listing Rules.

An Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Zheng Bailin, Mr. Shen Ruolei and Mr. Pun Chi Ping, will be established to consider the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder, and to advise the Independent Shareholders as to whether the Acquisition is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **SGM**

A SGM will be convened for the Independent Shareholders to consider and, if thought fit, approve, among other matters, the Acquisition and the transactions contemplated thereunder.

A circular containing, among other things, further information on the Acquisition, the recommendation of the Independent Board Committee in respect of the Acquisition, the advice of the Independent Financial Adviser regarding the terms of the Sale and Purchase Agreement and other information as required under the Listing Rules together with a notice of the SGM and a form of proxy will be despatched to the Shareholders on or before 28 February 2017 as additional time is required for the preparation of the relevant information for inclusion in the circular.

**Completion is subject to the fulfillment and/or waiver (as the case may be) of Conditions set out in the Sale and Purchase Agreement and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## **TERMS USED IN THIS ANNOUNCEMENT**

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meanings given to them as below:

“Acquisition”	the acquisition in relation to the Target Share and Target Shareholder’s Loan pursuant to the terms and conditions of the Sale and Purchase Agreement
“Board”	the board of Directors
“Business Days”	a day (other than a Saturday or a Sunday at any time between 9:00 a.m. to 5:00 p.m.) on which licensed banks in the PRC are open for general banking business throughout their normal business hours

“BVI”	the British Virgin Islands
“Company”	Huajun Holdings Limited (Stock Code: 377), a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Completion”	the completion of the Acquisition pursuant to the terms and conditions of the Sale and Purchase Agreement
“Completion Date”	the tenth Business Day immediately following the date that all of the Conditions having been satisfied or waived (as the case may be) but not later than the Conditions Fulfillment Date
“Condition(s)”	the condition(s) precedent of the Completion, details of which are set out in the paragraph headed “Conditions Precedent” of this announcement
“Conditions Fulfillment Date”	31 May 2017 or such later date as the parties to the Sale and Purchase Agreement may agree in writing
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	collectively the Share Consideration and the Loan Consideration
“Dalian Haitong”	Dalian Haitong Real Estate Development Co., Limited* (大連海通房地產開發有限公司), a company established in the PRC with limited liability, a direct wholly-owned subsidiary of Huajun Property
“Dalian Taiyuan”	Dalian Taiyuan Real Estate Development Co., Limited* (大連泰元房地產開發有限公司), a company established in the PRC with limited liability, a direct wholly-owned subsidiary of Huajun Property

“Debt Restructuring”	the restructuring of the current debts and liabilities, save and except the operational liabilities of the Target Company, to be all due by the Target Company to the Vendor prior to Completion; details of which are set out in the paragraph headed “Debt Restructuring” of this announcement
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HIL”	Huajun International Limited, a company incorporated in the British Virgin Islands, a substantial shareholder of the Company, which was indirectly owned by Mr. Meng as to 97.5% and Madam Bao as to 2.5% respectively
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huaan (Shenzhen)”	Huaan (Shenzhen) Investment Consultation Co., Ltd.* (華安(深圳)投資諮詢有限公司), a company established in the PRC with limited liability, which is directly wholly-owned by Huatai Junan
“Huajun Property”	Huajun Property (Dalian) Co., Ltd.* (華君置業(大連)有限公司), a company established in the PRC with limited liability, which is directly wholly-owned by Huaan (Shenzhen)
“Huatai Junan”	Huatai Junan International Group Limited (華泰君安國際集團有限公司), a company incorporated in Hong Kong with limited liability, which is directly wholly-owned by the Target Company
“Independent Board Committee”	an independent committee of the Board, to be formed by the Company, comprising of all its independent non-executive Directors, established for the purpose of advising the Independent Shareholders as to whether the terms of the Sale and Purchase Agreement and the transactions contemplated therein are fair and reasonable and in the interests of the Company and the Shareholders as a whole

“Independent Financial Adviser”	the independent financial adviser to be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Sale and Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole
“Independent Shareholders”	Shareholders, other than Mr. Meng and his associates (as defined under the Listing Rules and including HIL), independent of and who have no interest in the Acquisition and the transactions contemplated thereunder
“Independent Third Party(ies)”	the independent third party who is, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, independent of and not connected with the Company and its connected person(s)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Consideration”	the consideration payable by the Purchaser to the Vendor for the Target Shareholder’s Loan, which shall be RMB1,600.0 million (equivalent to approximately HK\$1,760 million)
“Madam Bao”	Madam Bao Le (鮑樂), the spouse of Mr. Meng, who indirectly owns 2.5% of the issued share capital of HIL
“Mr. Meng”	Mr. Meng Guang Bao (孟廣寶), the chairman, an executive Director and a substantial shareholder of the Company, who indirectly owns 97.5% of the issued share capital of HIL and 100% issued share capital of the Vendor
“PRC”	the People’s Republic of China and for the sole purpose of this announcement shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Go Platinum Holdings Limited, a company incorporated in the BVI with limited liability, a direct wholly-owned subsidiary of the Company

“Sale and Purchase Agreement”	the conditional sale and purchase agreement dated 22 December 2016, including its amendments or replacement, entered into between the Vendor and the Purchaser in relation to the Acquisition
“SGM”	a special general meeting of the Company to be convened to consider and approve the Acquisition
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Consideration”	the consideration payable by the Purchaser to the Vendor for the Target Share, being RMB320 million (equivalent to approximately HK\$352 million)
“Shareholders”	the holders of Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Hua Tai Jun An International Development Limited (華泰君安國際發展有限公司), a company incorporated in the BVI with limited liability
“Target Group”	collectively the Target Company, Huatai Junan, Huaan (Shenzhen), Huajun Property, Dalian Haitong and Dalian Taiyuan
“Target Share”	all issued share capital in the Target Company
“Target Shareholder’s Loan”	the shareholder’s loan, which amounted to not less than RMB1,600 million (equivalent to approximately HK\$1,760 million), due by the Target Company to the Vendor upon the completion of Debt Restructuring
“Vendor”	Hua Tai Jun An International Limited (華泰君安國際有限公司), a company incorporated in the BVI with limited liability, which is indirectly wholly owned by Mr. Meng

“%”	per cent
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

By Order of the Board  
**Huajun Holdings Limited**  
**Wu Jiwei**  
*Chief Executive Officer and Executive Director*

Hong Kong, 22 December 2016

*For the purposes of illustration only, any amount denominated in RMB in this announcement was translated into HK\$ at the rate of RMB1 = HK\$1.1. Such translations should not be construed as a representation that the amounts in question have been, could have been or could be, converted at any particular rate at all.*

*As at the date of this announcement, the Board comprises Mr. Meng Guang Bao (Chairman), Mr. Wu Jiwei (Chief Executive Officer) and Mr. Guo Song (Deputy Chief Executive Officer) as executive Directors; and Mr. Zheng Bailin, Mr. Shen Ruolei and Mr. Pun Chi Ping as independent non-executive Directors.*

*If there is any inconsistency in this announcement between the Chinese and English versions and the English version shall prevail.*

\* *For identification purposes only*