

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



HUAJUN HOLDINGS LIMITED

華君控股有限公司*

(Incorporated in the Bermuda with limited liability)

(Stock Code: 377)

**CHANGE IN SHAREHOLDING OF
A CONTROLLING SHAREHOLDER**

The Board was informed by HIL that HHGL (BVI), the sole registered shareholder of HIL and being ultimately owned as to 97.5% by Mr. Meng and 2.5% by Ms. Bao, as the vendor, has entered into the Sale and Purchase Agreement with the Purchaser. Pursuant to the Sale and Purchase Agreement, HHGL (BVI) conditionally agreed to sell and the Purchaser conditionally agreed to purchase the entire equity interest of HIL. Upon completion of the Sale and Purchase Agreement, HIL will be ultimately beneficially owned as to 97.0% by Mr. Meng and 3.0% by Ms. Bao.

The Board was informed by HIL that an application for waiver will be made by the Purchaser to the Executive from the obligation to make a general offer for the shares of the Company under the Takeovers Code in connection with the aforesaid proposed change in shareholding. The Sale and Purchase Agreement is subject to a number of conditions precedent which include, the granting of waiver by the Executive. Hence, if the waiver is not granted by the Executive, the transactions contemplated under the Sale and Purchase Agreement will not proceed.

* *For identification purpose only*

The board (the “**Board**”) of directors (the “**Directors**”) of Huajun Holdings Limited (the “**Company**”) announces that on 25 January 2017, the Company was informed by Huajun International Limited (華君國際有限公司) (“**HIL**”) that its sole shareholder, Huajun Holdings Group Limited (華君控股集團有限公司) (“**HHGL (BVI)**”), as the vendor, has entered into a sale and purchase agreement (the “**Sale and Purchase Agreement**”) with Huajun Real Estate (Gaoyou) Co., Ltd.* (華君置業(高郵)有限公司) (the “**Purchaser**”), which is a limited liability company established under the laws of the People’s Republic of China (the “**PRC**”). Pursuant to the Sale and Purchase Agreement, HHGL(BVI) conditionally agreed to sell and the Purchaser agreed to purchase the entire issued share capital of HIL.

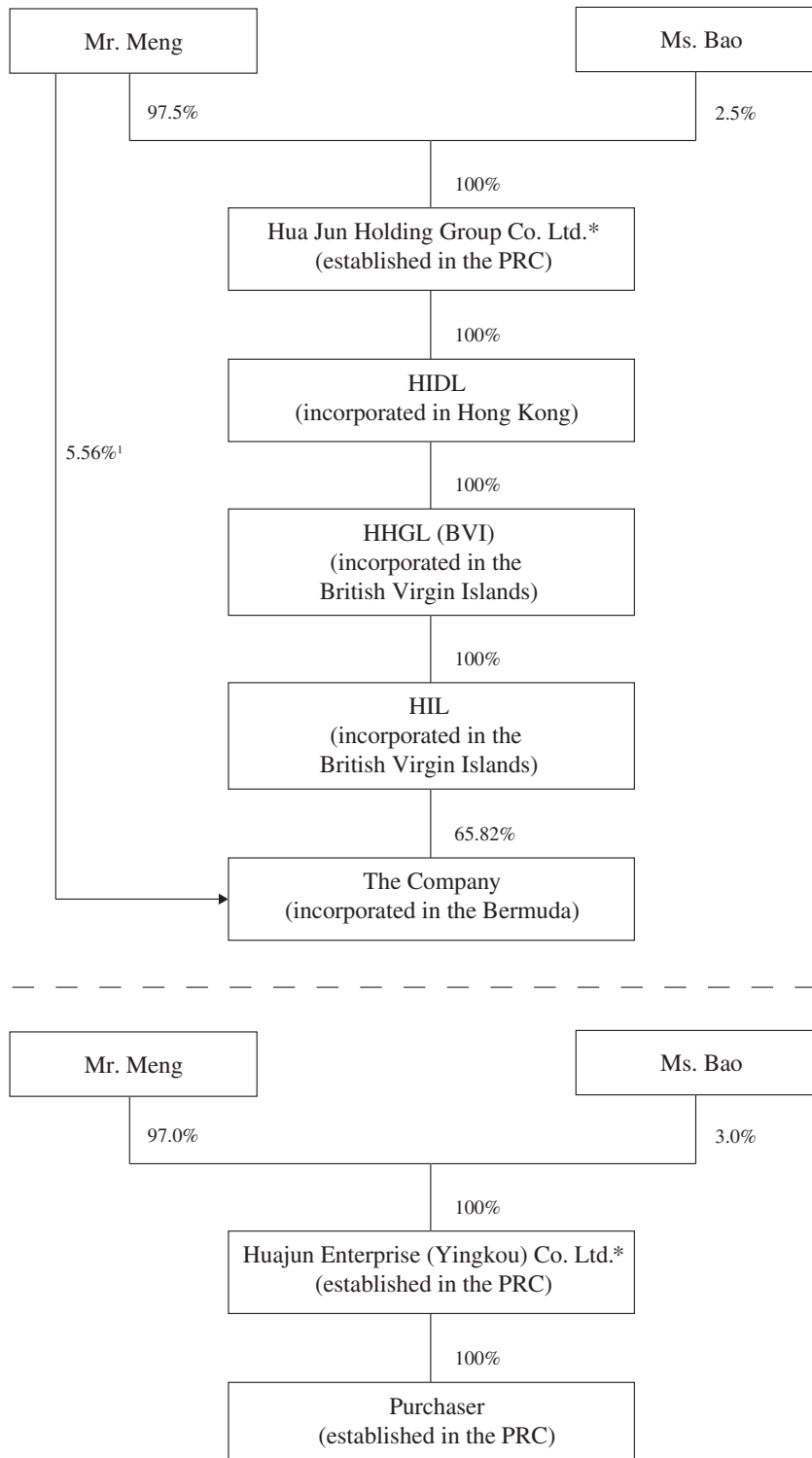
Proposed Change in Shareholding Structure

As at the date of this announcement:

- (i) HIL held 3,992,998,214 shares, representing approximately 65.82% of total issued share capital in the Company. HIL was 100% owned by HHGL (BVI). HHGL (BVI) was 100% owned by Huajun (International) Development Limited (“**HIDL**”). HIDL was 100% owned by Hua Jun Holding Group Co. Ltd.* (華君控股集團有限公司) which was in turn owned as to 97.5% by Mr. Meng Guang Bao (“**Mr. Meng**”) and 2.5% by Ms. Bao Le (“**Ms. Bao**”), spouse of Mr. Meng; and
- (ii) the entire issued share capital of the Purchaser was held by Huajun Enterprise (Yingkou) Co., Ltd.* (華君實業(營口)有限公司), a limited liability company established under the laws of the PRC and was owned as to 97.0% by Mr. Meng and 3.0% by Ms. Bao.

Upon completion of the Sale and Purchase Agreement, HIL will be indirectly owned as to 97.0% by Mr. Meng and 3.0% by Ms. Bao. HIL will remain as a controlling shareholder of the Company.

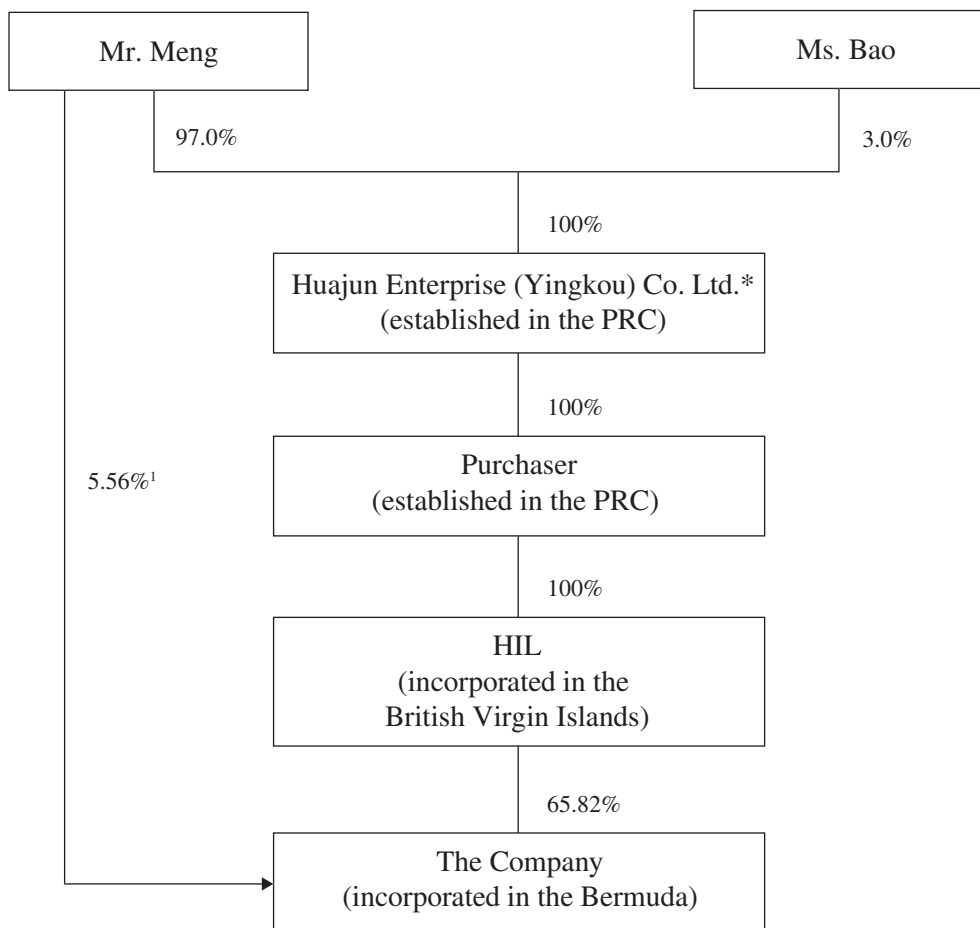
The following chart sets out the shareholding structure immediately before the completion of the Sale and Purchase Agreement:



Note:

- As at the date of this announcement, Mr. Meng held 53,571,429 Shares through a chain of his wholly-owned investment companies and held 283,853,513 Shares directly on his own.

The following chart sets out the shareholding structure immediately after the completion of the Sale and Purchase Agreement:



Note:

1. As at the date of this announcement, Mr. Meng held 53,571,429 Shares through a chain of his wholly-owned investment companies and held 283,853,513 Shares directly on his own.

The Board was informed by HIL that an application for waiver will be made by the Purchaser to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (the “**Executive**”) from the obligation to make a general offer for all the shares of the Company under the Code on Takeovers and Mergers (the “**Takeovers Code**”) in connection with the aforesaid proposed change in shareholding. The Sale and Purchase Agreement is subject to a number of conditions precedent which include, the granting of waiver by the Executive. Hence, if the waiver is not granted by the Executive, the transactions contemplated under the Sale and Purchase Agreement will not proceed.

By order of the Board

WU Jiwei

Executive Director and Chief Executive Officer

Hong Kong, 25 January 2017

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.

** For identification purposes only*

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