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HUAJUN INTERNATIONAL GROUP LIMITED

華君國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 377)

COMPLETION OF CHANGE IN SHAREHOLDING STRUCTURE OF CONTROLLING SHAREHOLDER

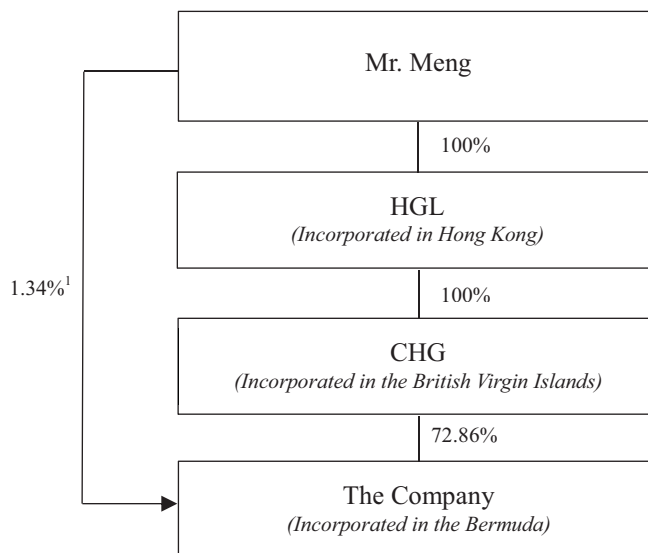
Reference is made to the announcement of the Company dated 21 March 2018 in relation to the proposed change in shareholding of the Company.

CHANGE IN SHAREHOLDING OF CONTROLLING SHAREHOLDER

The Company has been informed by CHG that all the conditions precedent of the Sale and Purchase Agreement have been fulfilled and the Transaction was completed on 14 September 2018 in accordance with the terms and conditions of the Sale and Purchase Agreement.

Upon completion of the Transaction, CHG is owned as to 100% by HGL, which is in turn owned as to 100% by Mr. Meng and CHG will remain as a controlling Shareholder (as defined under the Listing Rules).

The following chart sets out the shareholding structure of the Company immediately after completion of the Transaction:



Note:

1. As at the date of this announcement, Mr. Meng directly held 813,070 Shares.

IMPLICATIONS UNDER THE TAKEOVERS CODE

The Company has been informed by CHG that:

- (i) as the Transaction involves the acquisition of statutory control over CHG by HGL, HGL will be required to make a mandatory general offer in the Shares pursuant to Rule 26.1 of the Takeovers Code unless a waiver is granted by the Executive;
- (ii) HGL has made an application to the Executive for a waiver under Note 6(a) to Rule 26.1 of the Takeovers Code from the obligation to make a mandatory general offer for the Shares arising from the Transaction and such waiver has been granted by the Executive.

The Board considers that the Transaction will not have any impact on the financial position and operations of the Company and its subsidiaries.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors;
“CHG”	China Huajun Group Limited (formerly known as Huajun International Limited), a company incorporated in the British Virgin Islands and a controlling Shareholder (as defined under the Listing Rules) as at the date of this announcement;
“Company”	Huajun International Group Limited (華君國際集團有限公司) (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 of Hong Kong Limited;
“Director(s)”	director(s) of the Company;
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director;
“HGL”	Huajun Group Limited (華君集團有限公司), a company incorporated in Hong Kong with limited liability and wholly owned by Mr. Meng;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Huajun (Gaoyou)”	華君置業(高郵)有限公司 (Huajun Real Estate (Gaoyou) Co. Ltd*), a company established in the PRC with limited liability;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

“Mr. Meng”	Mr. Meng Guang Bao (孟廣寶), the chairman, an executive Director and a controlling Shareholder (as defined under the Listing Rules);
“Sale and Purchase Agreement”	the sale and purchase agreement dated 21 March 2018 entered into between Huajun (Gaoyou) and HGL in respect of the Transaction;
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Takeovers Code”	the Code on Takeovers and Mergers;
“Transaction”	the sale and purchase of the entire issued share capital of CHG contemplated under the Sale and Purchase Agreement;
“%”	per cent.

By order of the Board
Huajun International Group Limited
TAM Ka Lung
Company Secretary

Hong Kong, 14 September 2018

As at the date of this announcement, the Board comprises Mr. Meng Guang Bao, Ms. Zhang Ye, Mr. Guo Song, Mr. He Shufen and Mr. Zeng Hongbo 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, the English version shall prevail.

* *For identification purposes only*