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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)

CHANGE IN SHAREHOLDING OF CONTROLLING SHAREHOLDER

The Board was informed by CHG that, for the purpose of internal restructuring, HGL, the sole registered shareholder of CHG and being directly wholly owned by Mr. Meng, entered into the Sale and Purchase Agreement with CHG. Pursuant to the Sale and Purchase Agreement, CHG conditionally agreed to sell and HGL conditionally agreed to purchase 44,450,619 Shares, representing approximately 72.23% of the entire issued share capital in the Company. Upon completion of the Transaction, CHG will no longer be a controlling Shareholder (as defined under the Listing Rules) of the Company.

The Board was informed by CHG that an application has been made by HGL to the Executive to waive its obligation to make a general offer for the Shares pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code arising as a result of the Transaction. The Sale and Purchase Agreement is subject to a number of conditions precedent which include, the granting of the Waiver by the Executive. CHG informed the Board that on 10 July 2020, the Executive has waived the obligation on the part of HGL to make a general offer for the Shares arising as a result of the Transaction.

Based on the information provided by CHG, the Board believes that the Transaction will not have any impact on the financial position and operations of the Company and its subsidiaries.

Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE TRANSACTION

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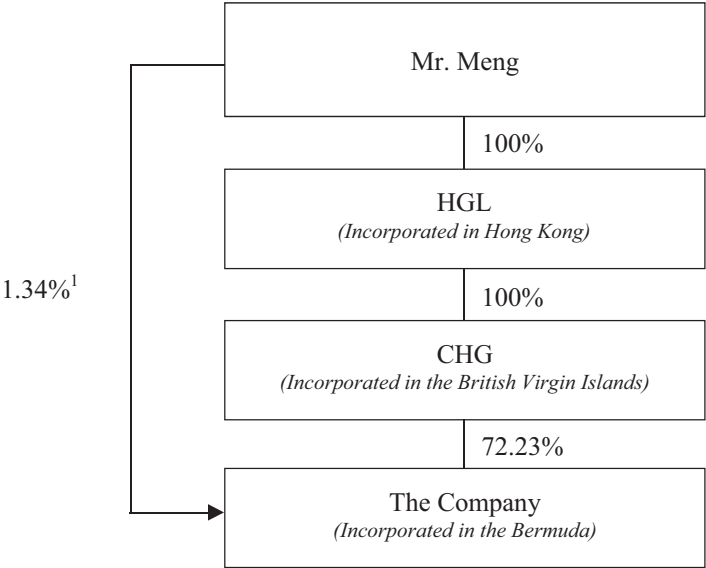
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PROPOSED CHANGE IN SHAREHOLDING STRUCTURE

As at the date of this announcement, CHG held 44,450,619 Shares, representing approximately 72.23% of total issued share capital of the Company. The entire issued share capital of CHG was owned by HGL, which was in turn owned as to 100% by Mr. Meng.

Upon completion of the Transaction, CHG will no longer hold any Shares in the Company, hence it will no longer be a controlling Shareholder of the Company. Instead, HGL will directly hold approximately 72.23% of the total issued share capital of the Company.

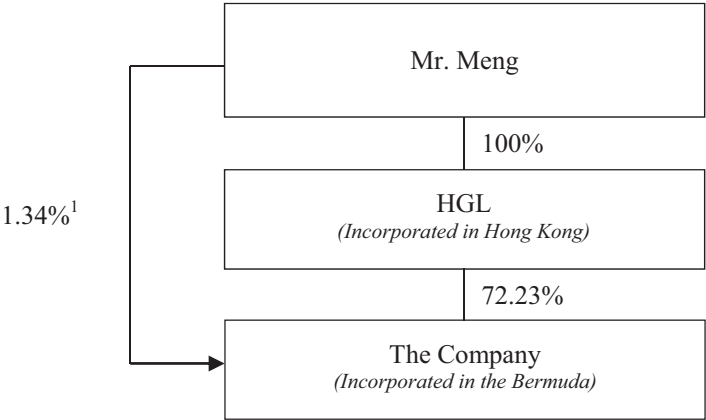
The following chart sets out the shareholding structure immediately before the completion of the Transaction:



Note:

- 1. As at the date of this announcement, Mr. Meng directly held 824,200 Shares.

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



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- 1. As at the date of this announcement, Mr. Meng directly held 824,200 Shares.

Based on the information provided by CHG, the Board believes that the Transaction will not have any impact on the financial position and operations of the Company and its subsidiaries.

Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

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

“Board”	the board of Directors;
“CHG”	China Huajun Group Limited (中國華君集團有限公司), a company incorporated in the British Virgin Islands and a controlling Shareholder of the Company (as defined under the Listing Rules), which is ultimately wholly-owned by Mr. Meng, 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;
“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(s) for the time being 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 a controlling Shareholder of the Company (as defined under the Listing Rules), which is directly wholly-owned by Mr. Meng, as at the date of this announcement;

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“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 of the Company (as defined under the Listing Rules) as at the date of this announcement;
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan;
“Sale and Purchase Agreement”	the sale and purchase agreement dated 13 July 2020 entered into between CHG 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 44,450,619 Shares, representing approximately 72.23% of the entire issued share capital of the Company, as contemplated under the Sale and Purchase Agreement;
"Waiver"	the waiver to be granted by the Executive pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code to waive the obligations of HGL and parties acting in concert with it to make a mandatory general offer under Rule 26.1 of the Takeovers Code for all the Shares other than those already owned or agreed to be acquired by HGL and parties acting in concert with it as a result of the Transaction; and

“%”

per cent.

By Order of the Board
Huajun International Group Limited
Tam Ka Lung
Company Secretary

Hong Kong, 13 July 2020

As at the date of this announcement, the Board comprises Mr. Meng Guang Bao, Ms. Zhang Ye, Ms. Huang Xiumei and Ms. Bao Limin as executive Directors; and Mr. Zheng Bailin, Mr. Shen Ruolei and Mr. Pun Chi Ping as independent non-executive Directors.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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