

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Huajun Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



**HUAJUN HOLDINGS LIMITED**

**華君控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 377)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting (the “SGM”) of the Company to be held at Conference Room, 36/F, Champion Tower, 3 Garden Road, Central, Hong Kong on Thursday, 24 May 2018 at 3:00 p.m. is set out on pages 7 to 8 of this circular. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the office of the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and delivery of the accompanying form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:*

“Board”	the board of Directors
“Company”	Huajun Holdings Limited (Stock Code: 377), a company incorporated in Bermuda with limited liability whose Shares are listed and traded on the Main Board
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$1.00 each in the share capital of the Company upon completion of the Share Consolidation
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation, whether issued or unissued
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	Main Board of the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Huajun Holdings Limited” to “Huajun International Group Limited”, and upon the proposed change of the Company’s English name becoming effective, the adoption of the Chinese name of “華君國際集團有限公司” in place of the Chinese name of “華君控股有限公司” for identification purpose only

## DEFINITIONS

“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name which is expected to be held at Conference Room, 36/F, Champion Tower, 3 Garden Road, Central, Hong Kong on Thursday, 24 May 2018 at 3:00 p.m. and any adjournment thereof
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share Consolidation”	the consolidation of every one hundred (100) issued and unissued Existing Shares into one (1) Consolidated Share approved by the Shareholders on 2 March 2018 (For details of the Share Consolidation please refer to the circular of the Company dated 13 February 2018)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

*In case of inconsistency, the English text of this circular shall prevail over its Chinese text.*



**HUAJUN HOLDINGS LIMITED**

**華君控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 377)**

*Executive Directors:*

Mr. Meng Guang Bao

Ms. Zhang Ye

Mr. He Shufen

Mr. Guo Song

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent Non-executive Directors:*

Mr. Zheng Bailin

Mr. Shen Ruolei

Mr. Pun Chi Ping

*Headquarters and principal place of  
business in Hong Kong:*

36/F., Champion Tower

3 Garden Road

Central Hong Kong

30 April 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 29 March 2018 in respect of the Proposed Change of Company Name. The purpose of this circular is to provide you with (i) information in respect of the resolution to be proposed at the SGM in respect of the Proposed Change of Company Name and (ii) the notice of the SGM.

**PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Huajun Holdings Limited” to “Huajun International Group Limited”, and upon the proposed change of the Company’s English name becoming effective, the adoption of the Chinese name of “華君國際集團有限公司” in replacement of the Chinese name of “華君控股有限公司” for identification purpose only.

\* For identification purposes only

## LETTER FROM THE BOARD

### CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the SGM approving the Proposed Change of Company Name; and
- (ii) the approval of the Registrar of Companies in Bermuda having been obtained for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the Company's new English name on the register maintained by the Registrar of Companies in Bermuda in place of the existing English name of the Company as set out in the certificate of incorporation on change of name to be issued by the Registrar of Companies in Bermuda. Thereafter, the Company will carry out any necessary filing procedures with the Companies Registry in Hong Kong pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and submit all relevant documents to the Stock Exchange.

### REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board believes that the new English and Chinese names of the Company will not only provide the Company with fresh corporate identity but will also better reflect the relationship between the Company and its controlling shareholder. The Board is of the opinion that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not, by itself, affect any of the rights of the Shareholders or the Company's daily business operation and/or its financial position. Save for the change of the English stock short name and the Chinese stock short name to be announced by the Company in due course, subject to the confirmation by the Stock Exchange, the trading arrangements for the Shares on the Stock Exchange will not be affected. After the Proposed Change of Company Name becoming effective, all existing share certificates of the Company in issue bearing the existing name of the Company will continue to remain valid for trading, settlement, registration and delivery purposes, and any new issue of share certificates will be issued in the new name of the Company. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new name of the Company.

Further announcement(s) will be made by the Company regarding the effective date of the Proposed Change of Company Name and the change of the stock short name for trading of the Shares on the Stock Exchange.

## LETTER FROM THE BOARD

### SGM

Set out on pages 7 to 8 of this circular is a notice convening the SGM to be held at Conference Room, 36/F, Champion Tower, 3 Garden Road, Central, Hong Kong on Thursday, 24 May 2018 at 3:00 p.m., whereat a special resolution will be proposed to approve the Proposed Change of Company Name.

A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM, please complete the form of proxy in accordance with the instruction printed thereon and deposit it to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding of the SGM or adjourned meeting. The lodging of the proxy form will not preclude you from attending and voting in person at the SGM or any adjourned meeting if you so wish. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the resolution put to the vote at the SGM will be taken by way of poll. After the conclusion of the SGM, the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Proposed Change of Company Name at the SGM.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 18 May 2018 to Thursday, 24 May 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered Shareholders should ensure that all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 17 May 2018.

### STATEMENT OF RESPONSIBILITY

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

**LETTER FROM THE BOARD**

**RECOMMENDATION**

The Board (including the independent non-executive Directors) believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of SGM.

Yours faithfully,  
For and on behalf of the Board of  
**Huajun Holdings Limited**  
**Chan Wing Hang**  
*Company Secretary*



**HUAJUN HOLDINGS LIMITED**

**華君控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 377)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “SGM”) of Huajun Holdings Limited (the “Company”) will be held at Conference Room, 36/F, Champion Tower, 3 Garden Road, Central, Hong Kong on Thursday, 24 May 2018 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following special resolution. Capitalised terms contained in the circular dated 30 April 2018 issued by the Company shall have the same meanings when used herein unless otherwise specified.

**SPECIAL RESOLUTION**

“**THAT**, subject to and conditional upon the approval by the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Huajun Holdings Limited” to “Huajun International Group Limited”, and the Chinese name of “華君國際集團有限公司” be adopted and registered as the secondary name of the Company in place of the existing Chinese name of “華君控股有限公司” which was adopted for identification purpose only (the “**Change of Company Name**”), and any director of the Company be and is hereby authorised to do such acts and things and execute all documents or make such arrangements on behalf of the Company as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect or in connection with the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company in respect of such change.”

By order of the Board  
**Huajun Holdings Limited**  
**Chan Wing Hang**  
*Company Secretary*

Hong Kong, 30 April 2018

\* *For identification purposes only*

## NOTICE OF SGM

*Notes:*

1. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 18 May 2018 to Thursday, 24 May 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 17 May 2018.
2. Any shareholder(s) of the Company (the "Shareholder(s)") entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a Shareholder.
3. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint Shareholders any one of such joint Shareholders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholder, and for such purposes seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the SGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.huajunholdings.com> and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

*As at the date of this notice, the Board comprises Mr. Meng Guang Bao, Ms. Zhang Ye, Mr. He Shufen, and Mr. Guo Song as executive Directors; and Mr. Zheng Bailin, Mr. Shen Ruolei and Mr. Pun Chi Ping as independent non-executive Directors.*