
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker or other registered dealer in securities, 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 and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**HUAJUN HOLDINGS LIMITED****華君控股有限公司****(Incorporated in Bermuda with limited liability)***(Stock Code: 377)****(1) PROPOSED REFRESHMENT OF SHARE OPTION SCHEME
MANDATE LIMIT; AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company (the “**SGM**”) to be held at 12:00 noon on Tuesday, 3 November 2015 at Conference Room, 36/F, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong is set out on pages 8 to 9 of this circular.

Whether or not you are able to attend and vote at the SGM in person, you are requested to read the notice and to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Union Registrars Limited, at A18th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

* *For identification purpose only*

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context otherwise requires:–

“Board”	the board of Directors;
“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;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	13 October 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Participant”	means any executive or non-executive directors including independent non-executive directors or any employees (whether full-time or part-time) of each member of the Group, provided that the Board may have absolute discretion to determine whether or not one falls within the above definition;
“SGM”	a special general meeting of the Company to be held at Conference Room, 36/F, Citibank Tower, Citibank Plaza, 3 Garden Toad, Central, Hong Kong on Tuesday, 3 November 2015 at 12:00 noon, notice of which is set out in the SGM Notice;
“SGM Notice”	the notice convening the SGM set out in this circular;
“Scheme Mandate Limit”	the limit imposed under the limit impose under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme of the Company, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme on 28 September 2007, which may be renewed or refreshed pursuant to the rules of the Share Option Scheme but shall not exceed 30% of the shares in issue as at the date of approval of the proposed renewal/refreshment by the Shareholders;
“Shareholders”	the holders of shares of the Company;

DEFINITIONS

“Shares”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Share Option Scheme”	the share option scheme currently in force and adopted by the Company on 28 September 2007;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

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

LETTER FROM THE BOARD



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 (*Chairman*)

Mr. Wu Jiwei (*Chief Executive Officer*)

Mr. Guo Song (*Deputy Chief Executive Officer*)

Independent Non-Executive Directors:

Mr. Zheng Bailin

Mr. Shen Ruolei

Mr. Pun Chi Ping

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

36/F, Citibank Tower,

Citibank Plaza

3 Garden Road,

Central,

Hong Kong

15 October 2015

To the Shareholders and for information only,

Dear Sir/Madam,

**(1) PROPOSED REFRESHMENT OF SHARE OPTION SCHEME
MANDATE LIMIT; AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to inform you of the SGM which will be held at Conference Room, 36/F., Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong on 3 November 2015 at 12:00 noon and also provide you with information in relation to the resolution to be proposed at the SGM and to seek the Shareholders' approval to refresh the Scheme Mandate Limit.

LETTER FROM THE BOARD

REFRESHMENT OF THE SHARE OPTION SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to a written resolution passed on 28 September 2007. Under the terms of the Share Option Scheme, the Directors are authorised to grant options to the Participant up to the Scheme Mandate Limit in force from time to time. Apart from the Share Option Scheme, the Company has no other share option scheme.

The existing Scheme Mandate Limit allows the Director to grant option under the Share Option Scheme in respect of up to 266,529,000 Shares, excluding for this purpose the number of Shares there were subject to options that were granted but have since lapsed under the terms of the Share Option Scheme. The existing Scheme Mandate Limit is equivalent to 10% of the Share in issue as at 28 September 2007, being the date of the adoption of the Share Option Scheme. As at the Latest Practicable Date, a total of 263,783,751 options were granted of which 242,727,960 options have not been executed and 21,055,791 options were lapsed and cancelled. Accordingly, the Company may grant further options under the Share Option Scheme carrying the rights to subscribe for only 2,745,249 Shares under the existing Scheme Mandate Limit, being approximately 0.07% of the issued share capital of the Company, being 3,912,633,714 shares, as at the Latest Practicable Date.

Subject to the approval of the Shareholders at the SGM and such other requirements prescribed under the Listing Rules, the Scheme Mandate Limit will be refreshed so that the total number of Shares in respect of which options may be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed must not exceed 10% of the total number of Shares in issue as at the date of the approval by the Shareholders. Options previously granted under the Share Option Scheme, whether outstanding, cancelled or lapsed in accordance with its applicable rules or already exercised, will not be counted for the purpose of calculating the limit as refreshed.

It is proposed that the Scheme Mandate Limit be refreshed to permit the issue of share options in respect of such number of Shares that do not exceed 10% of the number of issued shares of the Company as at the date of the SGM. Assuming that there will not be any change to the number of issued Shares between the Latest Practicable Date and the SGM, the Company will be allowed to grant further share options for the subscription of an maximum of 391,263,371 Shares under the Scheme Mandate Limit proposed to be refreshed at the SGM.

Under the rules of the Share Option Scheme, the overall limit on the number of Shares which may be issued upon exercise of all Share Options which have then been granted and have yet to be exercised under the Share Option Scheme and any other schemes of the Company shall not, in absence of Shareholders' approval, in aggregate exceed 30% of the shares in issue from time to time. As at the Latest Practicable Date, there were outstanding in aggregate options granted under Share Option Scheme and the share option scheme of the Company adopted on 28 September 2007 and expired on 27 September 2017 in respect of 263,783,751 shares which 242,727,960 options have not been executed and 21,055,791 options were lapsed and cancelled. On the basis of 3,912,633,714 Shares in issue as at the Latest Practicable Date, the 30% overall limit allows there to be outstanding at any time Share Options relating to a maximum 1,173,790,114 Shares. Accordingly, assuming that none of the outstanding options to subscribe for 242,727,960 Shares (representing approximately 6.20% of the total issued shares of the Company as at the Latest Practicable Date) are exercised, even if the Scheme Mandate Limit proposed to be refreshed at the SGM were to be utilised in full in granting additional Share Options, the total number of Shares that will be subject to all such share options will be well within the 30% overall limit.

LETTER FROM THE BOARD

The following table sets forth the details about the Company's Share Options outstanding as at the Latest Practicable Date:

Grantee	Date of grant	Exercise period	Exercise price <i>HK\$</i>	Outstanding as at the Latest Practicable Date
Directors				
Meng Guang Bao	16 February 2015	16 February 2015 to 15 February 2018	1.00	26,386,371
Wu Jiwei	16 February 2015	16 February 2015 to 15 February 2018	1.00	26,386,371
Guo Song	16 February 2015	16 February 2015 to 15 February 2018	1.00	7,995,870
	30 June 2015	30 June 2015 to 29 June 2017	2.00	18,390,501
Zheng Bailin	30 June 2015	30 June 2015 to 29 June 2017	2.00	2,638,637
Shen Ruolei	30 June 2015	30 June 2015 to 29 June 2017	2.00	2,638,637
Pun Chi Ping	30 June 2015	30 June 2015 to 29 June 2017	2.00	2,638,637
				<hr/> 87,075,024 <hr/>
Employees				
	16 February 2015	16 February 2015 to 15 February 2018	1.00	15,991,740
	30 June 2015	30 June 2015 to 29 June 2017	2.00	139,661,196
				<hr/> 155,652,936 <hr/>
Granted Total				<hr/> 242,727,960 <hr/>

The purpose of the Share Option Scheme is to for the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants and for such other purposes as the Board may approve from time to time.

LETTER FROM THE BOARD

In determining the basis of eligibility of each Participant, the Board would take into account such factors as the Board may at its discretion consider appreciate.

This Scheme shall take effect subject to the passing of an ordinary resolution approving the adoption of this Scheme by the shareholders of the Company and authorizing the directors of the Company to grant Options to subscribe for Share thereunder and to allot and issue Share pursuant to the exercise of any Options granted under this Scheme and is conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the new shares of the Company which may be issued and allotted pursuant to the exercise of options granted under this Scheme.

As at the Latest Practicable Date, the Directors had no intention to grant further Share Options under the existing Scheme Mandate Limit and no present intention to grant options under the refreshed Scheme Mandate Limit upon the proposed refreshment of the Scheme Mandate Limit comes into effect.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in any Shares to be issued upon exercise of the options to be granted under the refreshed Scheme Mandate Limit.

SGM

An SGM will be held at 12:00 noon on Tuesday, 3 November 2015 at the Conference Room, 36/F, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong, during which resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the refreshment of Share Option Scheme Mandate Limit.

The notice of the SGM is set out on pages 8 and 9 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not the Shareholders are able to attend the SGM, the Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited, at A18th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the SGM or any adjournment thereof should the Shareholders so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the Company will procure the chairman of the SGM to demand for voting on poll in respect of the ordinary resolution to be proposed at the SGM in accordance with the memorandum of association and the bye-laws of the Company and Union Registrars Limited, the branch share registrar of the Company in Hong Kong, will serve as the scrutineer for the vote-taking.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, no Shareholder is required to abstain from voting on the resolution to be proposed at the SGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the proposed refreshment of the Scheme Mandate Limit as set out in the SGM Notice is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the SGM.

RESPONSIBILITY STATEMENT

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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board
Meng Guang Bao
Chairman and Executive Director

NOTICE OF SGM



HUAJUN HOLDINGS LIMITED

華君控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 377)

NOTICE IS HEREBY GIVEN that a special general meeting of Huajun Holdings Limited (the “**Company**”) will be held at 12:00 noon on Tuesday, 3 November 2015 at Conference Room, 36/F., Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Shares to be issued upon the exercise of options which may be granted under the Company’s share option scheme adopted by the Company on 28 September 2007 (the “**Share Option Scheme**”), the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10 per cent. (10%) of the number of Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors be and are hereby authorized, subject to compliance with the Listing Rules and the terms of the Share Option Scheme, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

Hong Kong, 15 October 2015

By Order of the Board

Meng Guang Bao

Chairman and Executive Director

* For identification purposes only

NOTICE OF SGM

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are requested to complete, sign and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the aforesaid meeting or any adjournment thereof should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. To be valid, the form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at A18th Floor, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her 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. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
5. In the case of joint holders of shares, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, that one of such joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The voting on the proposed resolution at the SGM will be conducted by way of poll.

As at the date of this notice, 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.