



HUAJUN HOLDINGS LIMITED

華君控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 377)

Form of proxy for use at the Special General Meeting to be held On Tuesday, 23 February 2016 at 3:00 p.m. (or at any adjourned meeting thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.01 each in the capital of HUAJUN HOLDINGS LIMITED (“the Company”) HEREBY APPOINT the chairman of the Special General Meeting, or ^(Note 3) _____
of _____
as my/our proxy to attend the Special General Meeting (or at any adjourned meeting thereof) of the Company to be held at Conference Room, 36/F, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong on Tuesday, 23 February 2016 at 3:00 p.m. (or at any adjourned meeting thereof) and vote for me/us and in my/our name(s) in respect of the resolution as indicated below:

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1	<p>(a) To approve, confirm and ratify the sale and purchase agreement dated 7 October 2015 (the “Agreement”) entered into between B&H Properties Management (China) Limited* (保華置業管理(中國)有限公司), an indirect wholly-owned subsidiary of the Company, as the purchaser, and Dalian Hydraulic Machinery Co., Ltd.* (大連液力機械有限公司), as the vendor, in relation to the acquisition of the entire equity interest in Liaoning Bao Hua Properties Development Co., Ltd.* (遼寧保華房地產開發有限公司) (the “Target Company”) and the transactions contemplated thereunder or incidental to the Agreement.</p> <p>(b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares (as defined below), to grant the directors of the Company (the “Directors”) a specific mandate (the “Specific Mandate”) to issue and allot a total of 400,000,000 new shares of the Company (the “Consideration Shares”) upon completion of the Agreement. The Specific Mandate is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to the passing of this resolution.</p> <p>(c) To approve the allotment and issue of 400,000,000 Consideration Shares, credited as fully paid, rank pari passu in all respect with all the existing Shares then in issue, pursuant to the Specific Mandate.</p> <p>(d) save and except Mr. Meng Guang Bao, who is interested in the transactions contemplated under the Agreement, to authorise any one or more Directors to sign and execute all documents and to do all other acts and things which he/she/they consider(s) necessary or expedient for the implementation of and giving effect to the Agreement and the transactions contemplated thereunder.</p>		

Dated this _____ day of _____, 2016

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of HK\$0.01 each to which this proxy relates registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the “the chairman of the Special General Meeting, or” and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE “FOR” ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE “AGAINST” ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his/her votes on the relevant resolutions at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting 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 holders, and for this purpose 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.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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 adjourned meeting thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

* For identification purpose only