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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 a special general meeting (“**SGM**”) of Huajun Holdings Limited (“**Company**”) will be held at the Conference Room, 36/F, Champion Tower, 3 Garden Road, Central, Hong Kong at 3:00 p.m. on Wednesday, 20 December 2017 for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

ORDINARY RESOLUTIONS

“THAT

1. the equity transfer agreement dated 23 May 2017 (“**LYC Equity Transfer Agreement**”) (a copy of which is marked “A” and produced to the SGM and signed by the Chairman of the SGM for identification purposes) and entered into between 華君工業裝備(營口)有限公司 (Huajun Industrial Equipment (Yingkou) Limited) (“**LYC Vendor**”), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company and Liaoning Huajun Equipment Manufacturing Limited (遼寧華君裝備製造有限公司) (“**Purchaser**”), a company established in the PRC with limited liability and a direct wholly-owned subsidiary of Huajun Holdings Group Limited (華君控股集團有限公司), pursuant to which the LYC Vendor has agreed to sell, and the Purchaser has agreed to purchase, 49% equity interests in 遼寧銀珠化紡集團有限公司 (Liaoning Yinzhu Chemtex Group Co. Limited), a company established in the PRC with limited Liability, for a consideration of RMB75,000,000, are hereby approved, confirmed and ratified;

* For identification purpose only

2. the execution, delivery and performance by the Company of the LYC Equity Transfer Agreement be and are hereby approved, confirmed and ratified;
3. the equity transfer agreement dated 23 May 2017 (the “**ZLM Equity Transfer Agreement**”) (a copy of which is marked “B” and produced to the SGM and signed by the Chairman of the SGM for identification purposes) and entered into between Huajun Industrial Equipment Group Limited (華君工業裝備集團有限公司) (“**ZLM Vendor**”), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company and the Purchaser, pursuant to which the ZLM Vendor has agreed to sell, and the Purchaser has agreed to purchase, the entire equity interests in 浙江臨海機械有限公司 (Zhejiang Linhai Machinery Limited), a company established in the PRC with limited liability, for a consideration of RMB190,000,000, are hereby approved, confirmed and ratified;
4. the execution, delivery and performance by the Company of the ZLM Equity Transfer Agreement be and are hereby approved, confirmed and ratified;
5. any Director be and is hereby authorised to do all such acts and things, including but not limited to, to the execution of all such documents under seal where applicable, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the LYC Equity Transfer Agreement and the ZLM Equity Transfer Agreement (collectively, the “**Equity Transfer Agreements**”) and the transactions contemplated thereunder, including but not limited to, the exercise or enforcement of any of the Company’s rights under the Equity Transfer Agreements and to make and agree to such variations of the terms of the Equity Transfer Agreements as he/she may consider to be appropriate and in the interest of the Company.

By order of the Board
Huajun Holdings Limited
WU Jiwei

Chief Executive Officer and Executive Director

Hong Kong, 29 November 2017

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 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 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.