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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)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Huajun International Group Limited (the “**Company**”) will be held at 3:00 p.m. on Friday, 22 February 2019 at Conference Room, 36/F., Champion Tower, 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.

Unless otherwise specified, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 25 January 2019 (the “**Circular**”).

#### **ORDINARY RESOLUTION**

1. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

**“THAT**

- (a) the agreement for the sale and purchase of the Target Equity Interest and the Debt of the Target Company (a copy of which has been produced to the Meeting marked “A” and initialed by the chairman of the Meeting for identification purpose) dated 21 September 2018 and entered into between the Company and the Vendor at the consideration of RMB180,000,000 to be satisfied by the Convertible Bonds in

principal amount of HK\$205,200,000 to be issued by the Company, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the terms and conditions of the instrument of the convertible bonds (the “**Instrument**”) to be executed by the Company in relation to the Convertible Bonds to be issued by the Company to the Vendor or its nominee under the Specific Mandate (a copy of which has been produced to the Meeting marked “B” and initialed by the chairman of the Meeting for identification purpose), subject to the Completion, which are convertible into Conversion Shares pursuant to the Instrument at the initial conversion price of HK\$38.00 per share (subject to adjustments) be and are hereby approved, confirmed and ratified;
- (c) the grant of the specific mandate to the Directors to allot and issue the Convertible Bond and to issue and allot the Conversion Shares to the Vendor or its nominee pursuant to the Instrument be and is hereby approved, confirmed and ratified. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the Shareholders prior to the passing of this resolution; and
- (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the allotment and issue of the Convertible Bonds to the Vendor or its nominee.”

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

Hong Kong, 25 January 2019

*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, 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), Ms. Zhang Ye, Mr. Guo Song, Mr. He Shufen, Mr. Zeng Hongbo as executive Directors; and Mr. Zheng Bailin, Mr. Shen Ruolei and Mr. Pun Chi Ping as independent non-executive Directors.*