



# HUAJUN INTERNATIONAL GROUP LIMITED

## 華君國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 377)

### Proxy form for Special General Meeting to be held at 3:00 p.m. on Friday, 22 February 2019 (and at any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
share(s) of HK\$1.00 each in the capital of HUAJUN INTERNATIONAL GROUP LIMITED (the "Company"), HEREBY APPOINT  
the chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Special General Meeting (the "Meeting") (and at any adjournment thereof) of the Company to be held at  
Conference Room, 36/F, Champion Tower, 3 Garden Road, Central, Hong Kong at 3:00 p.m. on Friday, 22 February 2019 and vote for  
me/us in my/our name(s) in respect of the resolution as indicated below:

ORDINARY RESOLUTION <sup>(Note 5)</sup>	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
<p>(a) To approve, confirm and ratify (i) the agreement (the "Agreement") dated 21 September 2018 for the sale and purchase of the entire equity interest in 保華地產(淮安)有限公司 (Baohua Properties (Huai'an) Limited*) (the "Target Company") and the Debt of the Target Company (the "Acquisition") and entered into between the Company and 南京華君置業有限公司 (Nanjing Huajun Real Estate Co., Ltd.*) (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 (the "Convertible Bonds"), and the transactions contemplated thereunder; (ii) 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 (as defined below), subject to the completion of the Acquisition pursuant to the terms and conditions of the Agreement, which are convertible into 5,400,000 new ordinary shares of the Company pursuant to the Instrument at the initial conversion price of HK\$38.00 per share (subject to adjustments); and (iii) the grant of the specific mandate to the directors of the Company 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 (the "Specific Mandate") (the full text of the resolution is set out in the notice of the SGM).</p> <p>(b) To authorise any one or more of the Directors 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.</p>		

Dated this \_\_\_\_\_ 2019 Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this 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, strike out "the chairman of the Meeting or" and insert the name and address of the desired proxy in the space provided. Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.
- IMPORTANT:** If you wish to vote for any resolution, please tick the appropriate boxes marked "FOR". If you wish to vote against any resolution, please tick the appropriate boxes marked "AGAINST". Failure to complete any or all boxes will entitle your proxy to cast his/her votes 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 of the Meeting.
- The description of the resolution(s) is by way of summary only. The full text is set out in the notice of the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- Where there are joint holders of any share, any one of such persons may vote at any meeting, 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 holder 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 in respect of the joint holding.
- To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed (if any) or a notarially certified copy thereof, must be deposited with 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 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Whether or not you attend or present at the Meeting, you are requested to complete the proxy form. The completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish. In such event, this form of proxy will be deemed to be revoked.

\* for identification purpose only