

**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 licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Huajun International Group 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 the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



## **HUAJUN INTERNATIONAL GROUP LIMITED**

**華君國際集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 377)**

**PROPOSALS FOR**

**(1) GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES**

**(2) RE-ELECTION OF DIRECTORS**

**(3) GRANTING OF AUTHORITY TO THE BOARD OF DIRECTORS  
TO APPOINT AUDITOR AND FIX THEIR REMUNERATION**

**AND**

**(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 36/F, Champion Tower, 3 Garden Road, Central, Hong Kong on Friday, 28 June 2019 at 11:00 a.m. is set out on pages 12 to 16 of this circular. Whether or not you are able to attend and vote at the annual general meeting of the Company in person, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the annual general meeting of the Company or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting of the Company or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

28 May 2019

<b>CONTENTS</b>
-----------------

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I - EXPLANATORY STATEMENT</b> .....	7
<b>APPENDIX II - DETAILS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION</b> .....	10
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	12

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 36/F, Champion Tower, 3 Garden Road, Central, Hong Kong on Friday, 28 June 2019 at 11:00 a.m.;
“AGM Notice”	the notice convening the AGM as set out on pages 12 to 16 of this circular;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company;
“CHG”	China Huajun Group Limited, a company incorporated in the British Virgin Islands with limited liability, which is ultimately wholly owned by Mr. Meng;
“Company”	Huajun International Group Limited, 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;
“General Mandates”	the Issue Mandate and the Repurchase Mandate;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with authorised and unissued Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution;
“Latest Practicable Date”	24 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Meng”	Mr. Meng Guang Bao, the chairman, an executive Director and a substantial Shareholder (as defined under the Listing Rules) of the Company;
“PRC”	The People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company;
“Shareholder(s)”	registered holders of Shares in the register of members maintained by the Company and depositors who have Shares entered against their names in the depository;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers; and
“%”	per cent.



**HUAJUN INTERNATIONAL GROUP LIMITED**

**華君國際集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 377)**

*Executive Directors:*

Mr. Meng Guang Bao (*Chairman*)  
Ms. Zhang Ye (*Chief Executive Officer*)  
Mr. Guo Song (*Deputy Chief Executive Officer*)  
Mr. He Shufen  
Mr. Zeng Hongbo

*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, Champion Tower  
3 Garden Road  
Central  
Hong Kong

28 May 2019

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSALS FOR  
(1) GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
(2) RE-ELECTION OF DIRECTORS  
(3) GRANTING OF AUTHORITY TO THE BOARD OF DIRECTORS  
TO APPOINT AUDITOR AND FIX THEIR REMUNERATION  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (d) the granting of authority to the Directors to appoint auditor and fix their remuneration and (e) the re-election of the retiring Directors.

## LETTER FROM THE BOARD

### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM held on 30 August 2018, the Shareholders passed an ordinary resolution to grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at 30 August 2018. Such general mandate will lapse at the conclusion of the AGM.

At the AGM, ordinary resolutions will also be proposed to grant to the Directors the General Mandates. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the issued share capital of the Company comprised 60,669,200 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 12,133,840 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of the AGM will be 6,066,920 Shares.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### 3. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Mr. Meng Guang Bao, Ms. Zhang Ye, Mr. Guo Song, Mr. He Shufen, Mr. Zeng Hongbo, Mr. Zheng Bailin, Mr. Shen Ruolei and Mr. Pun Chi Ping.

Pursuant to paragraph 87(1) of the Bye-laws, at each annual general meeting, one-third of the Directors for the time-being shall retire from office by rotation, provided that every Director (including those appointed for a specified term) shall be subject to retirement at least once every three years. Accordingly, Mr. Meng Guang Bao, Mr. He Shufen and Mr. Shen Ruolei will retire by rotation at the AGM. Except Mr. He Shufen who has decided not to offer himself for re-election, the aforesaid Directors, namely Mr. Meng Guang Bao and Mr. Shen Ruolei, being eligible, will offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

## LETTER FROM THE BOARD

#### 4. RETIREMENT OF AUDITORS

Deloitte Touche Tohmatsu (“**Deloitte**”) was re-appointed as the Company’s auditor at the Company’s annual general meeting held on 30 August 2018 to hold office until the conclusion of the forthcoming annual general meeting.

Deloitte notified the Company in writing on 27 May 2019 that they will retire as auditor of the Company upon the expiration of its current term of office, and will not offer themselves for re-appointment at the conclusion of the AGM. The Board is currently in the process of identifying and appointing a new auditor to fill the casual vacancy following the retirement of Deloitte and will seek for the granting of authority to Directors by the Shareholders of the annual general meeting to be held on 28 June 2019 to appoint auditor and fix their remuneration.

#### 5. VOTING AT THE AGM

For the purpose of compliance with Rule 13.39(4) of the Listing Rules, the Company will procure the chairman of the AGM to demand for a poll for the ordinary resolutions put to the vote at the AGM in accordance with the Bye-laws. Each Shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote at the AGM on his behalf.

The results of the poll shall be deemed to be the resolution of the general meeting in which the poll was demanded or required and the poll results will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.huajunintlgrou.com>).

#### 6. ACTION TO BE TAKEN

The AGM Notice is set out on pages 12 to 16 of this circular. A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM in person, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

## LETTER FROM THE BOARD

### 7. ENTITLEMENT TO ATTEND AND VOTE AT THE AGM

The register of members of the Company will be closed from Tuesday, 25 June 2019 to Friday, 28 June 2019 (both dates inclusive), for the purpose of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on those dates. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King' Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 24 June 2019.

### 8. RECOMMENDATION

The Directors consider that the proposed resolutions referred in this circular and the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

### 9. 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.

### 10. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in Appendices I (Explanatory Statement) and II (Details of the retiring Directors proposed for re-election) to this circular.

Yours faithfully,  
On behalf of the Board  
**Meng Guang Bao**  
*Chairman and Executive Director*

*The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 60,669,200 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 6,066,920 Shares, representing 10% of the issued Shares as at the date of the AGM.

## **2. SOURCE OF FUNDS**

In repurchasing Shares, the Company may only apply funds legally available for the purpose and in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established. Bermuda laws provide that funds used for a share repurchase may only be paid out of the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose. The amount of premium, if any, payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the Shares are repurchased.

## **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on the market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

## **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2018, being the date to which the latest published audited financial statements of the Company have been made up) in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months before the Latest Practicable Date:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2018</b>		
May	44.45	32.85
June	43.00	27.50
July	57.75	27.40
August	31.00	23.00
September	24.05	20.01
October	21.50	15.00
November	15.96	9.50
December	20.00	10.30
<b>2019</b>		
January	14.88	10.02
February	12.98	10.00
March	11.82	10.40
April	11.04	11.04
May (up to the Latest Practicable Date)	11.30	11.04

## 6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, CHG, the controlling Shareholder, was interested in 44,450,619 Shares, representing approximately 73.27% of the total issued share capital of the Company. CHG was beneficially owned by Huajun Group Limited. Huajun Group Limited was wholly owned by Mr. Meng. Mr. Meng was deemed to be interested in all Shares held by CHG by virtue of the SFO. On the basis that the issued share capital of the Company and the shareholding of CHG and Mr. Meng personally in the Company remain unchanged immediately before the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the interests of Mr. Meng in

the issued Shares would be increased to approximately 82.82% of the total issued share capital of the Company. The Directors are not aware of any consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

#### **7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

#### **8. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

#### **9. REPURCHASES OF SHARES MADE BY THE COMPANY**

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

#### **10. GENERAL**

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not intend to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

The following are the details of the retiring Directors proposed to be re-elected at the AGM:

**Mr. Meng Guang Bao**, *Executive Director*

Mr. Meng Guang Bao (“Mr. Meng”), aged 46, joined our Company and has been appointed as an Executive Director and the Chairman of the Board of the Company in September 2014. He holds a bachelor’s degree in law from 哈爾濱工業大學 (Harbin Institute of Technology) in the PRC. Mr. Meng has been a senior partner of 遼寧華君律師事務所 (Liaoning Huajun Law Firm) since 1998. Mr. Meng had been honoured by 遼寧省司法廳 (Liaoning Provincial Department of Justice) as 文明律師 (Civilised Lawyer) in 2003.

Save as disclosed above, Mr. Meng has not held any other directorships in other public companies in the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Mr. Meng was interested or deemed to be interested in an aggregate of (i) 45,220,259 Shares (equivalent to approximately 74.54% of the entire issued share capital of the Company); (ii) 387,351 share options which have been granted to Mr. Meng (equivalent to approximately 0.64% of the entire issued share capital of the Company) and (iii) 31,715,789 (equivalent to approximately 52.28% of the entire issued Share capital of the Company) underlying shares involve issue of convertible bond under specific mandate, as at the Latest Practicable Date.

Mr. Meng was not related to any other Directors, senior management, substantial or controlling shareholders of the Company as at the Latest Practicable Date.

An appointment letter has been entered into between Mr. Meng and the Company pursuant to which the appointment of Mr. Meng is fixed at a term of two years. The directorship of Mr. Meng is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Meng is entitled to an annual basic salary of HK\$5,200,000 which shall be subjected to review by the remuneration committee and the Board of the Company with reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. He is entitled to receive discretionary bonuses or other benefits as may be decided by the remuneration committee of the Company and the Board having regard to Mr. Meng’s and the Company’s performance.

Save as disclosed above, Mr. Meng has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**Mr. Shen Ruolei**, *Independent Non-Executive Director*

Mr. Shen Ruolei (“Mr. Shen”), aged 73, joined our Company in September 2014 and has been appointed as our Independent Non-executive Director. Mr. Shen is also the Chairman of the Nomination Committee and a member of Audit Committee and Remuneration Committee. He holds a bachelor’s degree from 中央財經大學 (Central University of Finance and Economics (formerly known as 中央財政金融學院 (Central Finance and Economics College)). Mr. Shen is also an independent non-executive director of China Trustful Group Limited (stock code: 8265). Mr. Shen currently serves as a chief executive officer of an enterprise established in the PRC which involves in managing investments. Mr. Shen has extensive experience in the banking industry. He was the head of Shanghai branch of Industrial and Commercial Bank of China from June 1992 to June 1997. He was a director of Shanghai Commercial Bank and Bank of Shanghai from March 1999 to May 2012 and from April 2005 to April 2013 respectively. Mr. Shen was also the general manager and chairman of the board of directors of Shanghai United International Investment Ltd. from September 1998 to February 2012.

Save as disclosed above, Mr. Shen has not held any other directorships in other public companies in the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Mr. Shen was interested or deemed to be interested in 38,735 share options which have been granted to Mr. Shen (equivalent to approximately 0.06% of the entire issued share capital of the Company), as at the Latest Practicable Date.

Mr. Shen was not related to any other Directors, senior management, substantial or controlling shareholders of the Company as at the Latest Practicable Date.

An appointment letter has been entered into between Mr. Shen and the Company pursuant to which the appointment of Mr. Shen is fixed at a term of two year and will be automatically renewed for successive terms of two year unless terminated by either party in writing prior to the expiry of the Term. The directorship of Mr. Shen is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Shen is entitled to a basic salary of HK\$360,000 per annum, which shall be reviewed by the Remuneration Committee and approved by the Board with reference to his qualifications, experience, level of responsibilities undertaken and the prevailing market conditions.

Save as disclosed above, Mr. Shen has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

# NOTICE OF ANNUAL GENERAL MEETING



## HUAJUN INTERNATIONAL GROUP LIMITED

### 華君國際集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 377)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Huajun International Group Limited (the “Company”) will be held at 36/F, Champion Tower, 3 Garden Road, Central, Hong Kong on Friday, 28 June 2019 at 11:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors (“Directors”) and auditor of the Company for the nine months ended 31 December 2018.
2.
  - (1) To re-elect Mr. Meng Guang Bao as an executive Director.
  - (2) To re-elect Mr. Shen Ruolei as an independent non-executive Director.
  - (3) To authorise the Board of Directors of the Company to fix the Directors’ remuneration.
3. To authorise the Board of Directors of the Company to appoint auditor and fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:
  - (1) **“THAT:**
    - (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company;
  - (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into shares of the Company; or
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company from time to time,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

(2) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”

## NOTICE OF ANNUAL GENERAL MEETING

- (3) “**THAT** conditional upon the passing of resolutions numbered 4(1) and 4(2) as set out in the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in the resolution numbered 4(1) of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 4(2) of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By order of the Board  
**Meng Guang Bao**  
*Chairman and Executive Director*

Hong Kong, 28 May 2019

*Head Office and Principal Place of Business in Hong Kong:*  
36/F, Champion Tower  
3 Garden Road  
Central  
Hong Kong

*Notes:*

1. In order to determine the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 25 June 2019 to Friday, 28 June 2019, both days inclusive, during which no transfer of shares will be registered. In order to ascertain shareholders’ rights for attending and voting at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged 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 for registration not later than 4:00 p.m. on Monday, 24 June 2019.
2. 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.
3. 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.
4. The instrument appointing a proxy and (if required by the Board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to 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 forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote.

## NOTICE OF ANNUAL GENERAL MEETING

5. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor 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.
7. 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 is 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.
8. An explanatory statement containing further details regarding the resolution numbered 4(2) above is set out in Appendix I to this circular.
9. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 12:00 noon on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at (<http://www.huajunintlgroup.com>) and on the HKExnews website of the Stock Exchange at (<http://www.hkexnews.hk>) to notify Shareholders of the date, time and venue of the rescheduled meeting.