



# CHINA HUAJUN GROUP LIMITED

## 中國華君集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 377)

### Form of proxy for use at the Special General Meeting to be held on Monday, 23 November 2020 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\$1.00 each in the capital of CHINA HUAJUN GROUP LIMITED (the "Company") HEREBY APPOINT the chairman of the Meeting, or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Special General Meeting (the "Meeting") (or at any adjourned meeting thereof) of the Company to be held at Conference Room, 36/F, Champion Tower, 3 Garden Road, Central, Hong Kong on Monday, 23 November 2020 at 3:00 p.m. 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)
(a)	to approve, ratify and confirm (i) the Agreement A for the sale and purchase of the Asset A (a copy of which has been produced to the Meeting marked "A" and initialed by the chairman of the Meeting for identification purpose) dated 30 June 2020 and entered into between the Company and the Vendor A at the consideration of RMB87,000,000 or the valued amount, whichever is the lower, to be satisfied in full by the issue of Convertible Bond, and the transactions contemplated thereunder; (ii) the Agreement B for the sale and purchase of the Assets B (a copy of which has been produced to the Meeting marked "B" and initialed by the chairman of the Meeting for identification purpose) dated 30 June 2020 and entered into between the Company and the Vendor B at the consideration of RMB271,725,000 or the valued amount, whichever is the lower, to be satisfied in full by the issue of Convertible Bond, and the transactions contemplated thereunder; (iii) the terms and conditions of the instrument of the convertible bond (the "Instrument") to be executed by the Company in relation to the Convertible Bond to be issued by the Company to the Vendors or its nominee under the Specific Mandate (as defined below) (a copy of which has been produced to the Meeting marked "C" 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); (iv) the grant of the Specific Mandate to the Directors to issue the Convertible Bond to the Vendors respectively pursuant to the Agreements and to issue and allot the Conversion Shares to the Vendors pursuant to the Instrument (the "Specific Mandate"); and		
(b)	to authorise any one or more of the Directors to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to issue of the Convertible Bond to the Vendors including but not limit to the extend the Conditions Fulfillment Date to a date falling on or before 30 June 2022.		
	(Full text of the resolution is set out in the notice of the Meeting.)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Signature (Note 5): \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. All names of all joint registered 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 initialed by the person(s) who sign(s) it.
- IMPORTANT:** If you wish to vote for any resolutions, please tick the appropriate boxes marked "FOR". If you wish to vote against any resolutions, 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.
- 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.
- 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 special 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.