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CHINA HUAJUN GROUP LIMITED

中國華君集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 377)

UPDATE ON HEARING FOR APPLICATION TO CONVENE THE SCHEME MEETING

NOTICE OF SCHEME MEETING

This announcement is made by China Huajun Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the various previous announcements of the Company, the latest being dated 24 December 2024, in respect of the winding-up petition against the Company and the Scheme of Arrangement of the Company (the “**Announcements**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Company would like to further update the Shareholders and Scheme Creditors that pursuant to the order made by the High Court on 24 December 2024 for convention of the Scheme Meeting, the Company shall convene the Scheme Meeting on Tuesday, 25 February 2025 at 11:00 a.m. (Hong Kong time) at 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong for purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the Court) the Scheme of Arrangement proposed to be made between the Company and the Scheme Creditors of the Company.

The notice of the Scheme Meeting is set out in Annex to this announcement.

The Scheme of Arrangement and the explanatory documents, together with the form of proxy and notice of claim for voting purposes have been posted to the registered or last known addresses of the Scheme Creditors in the books and records of the Company.

The sanction hearing of the Scheme of Arrangement before the High Court is scheduled on 3 April 2025. Further announcement will be made by the Company as and when appropriate.

WARNING

The Scheme will involve issuance of shares of the Company and the details of the terms thereof are subject to the approval by the Stock Exchange and the Shareholders. The proposed transactions contemplated under the Scheme of Arrangement may or may not be fulfilled and are subject to conditions precedent of the Scheme of Arrangement, approval by the Shareholders, Scheme Creditors, regulators and the High Court. Shareholders and potential investors are advised to exercise caution when dealing in securities of the Company.

By order of the Board
China Huajun Group Limited
YAN Ruijie

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 24 January 2025

As at the date of this announcement, the Board comprises Mr. Yan Ruijie and Ms. Chen Yun as executive Director; and Mr. Mok Yi Kwo, Mr. Shen Ruolei and Mr. Ding Xingfu as independent non-executive Directors.

If there is any inconsistency in this announcement between the Chinese and English versions and the English version shall prevail.

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**IN THE HIGH COURT OF
THE HONG KONG SPECIAL ADMINISTRATIVE
REGION COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1173 OF 2024**

Between

CHINA HUAJUN GROUP LIMITED
中國華君集團有限公司
(Incorporated in Bermuda with limited liability)

and the

SCHEME CREDITORS

and

**IN THE MATTER OF
SECTIONS 670, 671, 673 AND 674 OF THE COMPANIES ORDINANCE
(CAP.622 OF THE LAWS OF HONG KONG)**

NOTICE OF SCHEME MEETING

Unless otherwise specified, terms used in this Notice have the same meanings as in the Explanatory Statement and the Scheme relating to the proposed scheme of arrangement between China Huajun Group Limited and the Scheme Creditors under sections 670, 671, 673 and 674 of the Companies Ordinance.

NOTICE IS HEREBY GIVEN that, by an Order dated 24 December 2024 (the “**Order**”) made by the High Court of the Hong Kong Special Administrative Region (the “**Court**”) in the above matter, the Court has directed that a meeting of Scheme Creditors (the “**Scheme Meeting**”) be convened for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the Court) the Scheme proposed to be made between the Company and the Scheme Creditors of the Company.

The Scheme Meeting will be physically held at 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong and electronically online on 25 February 2025 at 11:00 a.m. (Hong Kong time), with any adjournment as may be appropriate, or on such later date and time as the Company may notify to the Scheme Creditors. All Scheme Creditors are entitled (but not obligated) to attend the Scheme Meeting at such place and time and vote either in person (or, if a corporation, by a duly authorised representative) or by proxy. Scheme Creditors, who have appointed a proxy, will also be able to attend the Scheme Meeting by video conference using conferencing details

NOTICE OF SCHEME MEETING

and passcode that will be provided at least 2 business days before the day appointed for the Scheme Meeting. The Chairperson may require Scheme Creditors attending the Scheme Meeting by video conference to turn on their cameras for the duration of the meetings.

By the Order, the Court has appointed Mr. Wan Hiu Yeung (also known as Jacky Wan), failing him, Mr. So Man Chun, both of PricewaterhouseCoopers Limited, to act as Chairperson of the Scheme Meeting (the “**Chairperson**”) and has directed the Chairperson to report the result of the Scheme Meeting to the Court.

A copy of the Scheme and a copy of the Explanatory Statement required to be furnished pursuant to section 671 of the Companies Ordinance are incorporated in the Scheme Document of which this Notice forms part. The Scheme Document together with the Form of Proxy and a Notice of Claim for Voting Purposes, in English, have been sent to the registered or last known addresses of the Scheme Creditors in the books and records of the Company, and the same can be obtained free of charge by any person entitled to attend the Scheme Meeting, between the hours of 10:00 a.m. and 4:00 p.m. (Hong Kong time) on weekdays (excluding public holidays in Hong Kong) prior to the day appointed for the Scheme Meeting from the offices of the Company at Suites 2404-2405, 24/F, Alliance Building, 130-136 Connaught Road Central, Sheung Wan, Hong Kong upon reasonable prior notice given to the Company.

Scheme Creditors who intend to attend and vote at the Scheme Meeting must sign and return the Notice of Claim for Voting Purposes and Form of Proxy by post to Chairperson at 22/F, Prince’s Building, Central, Hong Kong, for the attention of BRLA – Project HJ no later than 11:59 p.m. (Hong Kong time) on 20 February 2025 (i.e. three (3) Business Days before the date of the Scheme Meeting). For the avoidance of doubt, the original of the duly completed Notice of Claim for Voting Purposes and Form of Proxy need to be delivered to the designated address on or before 11:59 p.m. on 20 February 2025 Hong Kong time. Late submission of Notice of Claim for Voting Purposes and Form of Proxy may be accepted or rejected by the Chairperson in his absolute discretion, and the Chairperson is under no obligation to accept any particular late submission of Notice of Claim for Voting Purposes and Form of Proxy. The decision of the Chairperson shall be final and conclusive and binding on all parties.

Scheme Creditors may vote in person at the Scheme Meeting or they may appoint another person, whether a Scheme Creditor of the Company or not, as their proxy to attend and vote in their place. A corporate Scheme Creditor may also appoint a representative to attend and vote at the Scheme Meeting. A Form of Proxy is included in Appendix 6 of the Scheme Document and can be obtained at Suites 2404-2405, 24/F, Alliance Building, 130-136 Connaught Road Central, Sheung Wan, Hong Kong during usual business hours as stated above. The original of the duly signed and completed Form of Proxy must be delivered to the Chairperson at 22/F, Prince’s Building, Central, Hong Kong for the attention of BRLA – Project HJ no later than 11:59 p.m. (Hong Kong time) on 20 February 2025 (i.e. three (3) Business Days before the date of the Scheme Meeting).

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Completion and return of the Form of Proxy by a Scheme Creditor will not preclude the Scheme Creditor signing the said form from attending and voting at the Scheme Meeting in person, but in such event the Form of Proxy will be deemed to have been revoked.

Each Scheme Creditor or its proxy intending to vote in person at the relevant Scheme Meeting will be required to register its attendance at the relevant Scheme Meeting no later than thirty (30) minutes prior to the scheduled start time of the relevant Scheme Meeting. On registration at the relevant Scheme Meeting, any Scheme Creditor that wishes to attend the Scheme Meeting should produce at the Scheme Meeting a duplicate copy of the Notice of Claim for Voting Purposes that was duly completed on their behalf, evidence of personal identity (for example, passport, driving license or other picture identification) and, in the case of a corporation attending by a duly authorised representative, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).

Similarly, where a proxy other than the Chairperson is appointed, the proxy must also produce, on registration at the relevant Scheme Meeting, a copy of the Notice of Claim for Voting Purposes and the Form of Proxy of the Scheme Creditor who appointed him or her as proxy, having been duly completed, signed and submitted to the Scheme Administrators, authorising him or her to act as proxy on behalf of the Scheme Creditor; and evidence of personal identity with photo identification (for example, a passport, driving license or other photo identification).

If the appropriate personal identification and authorisation evidence are not produced, that person may not be permitted to attend or vote.

The Scheme will be subject to the subsequent approval of the Court and to the fulfilment or waiver (as applicable) of the conditions subsequent of the Scheme set out in the Explanatory Statement.

Dated 24 January 2025

China Huajun Group Limited