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 China Huajun 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.

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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)

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held at 18th Floor, 9 Queen's Road Central, Hong Kong on Friday, 27 June 2025 at 10:00 a.m. set out on pages 16 to 20 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. For the avoidance of doubt, holders of treasury Shares (if any) are not entitled to vote at the AGM.

This circular together with the form of proxy are also published on the website of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.chinahuajungroup.com).

30 April 2025

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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 18th Floor, 9 Queen's Road Central, Hong Kong on Friday, 27 June 2025 at 10:00 a.m.;
"AGM Notice"	the notice convening the AGM as set out on pages 16 to 20 of this circular;
"Board"	the board of Directors;
"Bye-laws"	the bye-laws of the Company;
"Company"	China Huajun Group Limited (中國華君集團有限公司), 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;
"HGL"	Huajun Group Limited (華君集團有限公司), a company incorporated in the Hong Kong with limited liability, which is ultimately wholly owned by Mr. Meng;
"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 (including any sale and transfer of Shares out of treasury that are held as treasury Shares) of up to 20% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury Shares) as at the date of passing of the relevant resolution;
"Latest Practicable Date"	25 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Mr. Meng"	Mr. Meng Guang Bao, a substantial Shareholder (as defined under the Listing Rules) of the Company, who is also the former chairman and former executive director of the Company (retired on 28 June 2023);
"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 (excluding any treasury Shares) as at the date of passing of the relevant resolution;
"RMB"	Renminbi, the lawful currency of the PRC;
"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 Codes on Takeovers and Mergers and Share Buy-backs;
"treasury Shares"	has the meaning ascribed to it under the Listing Rules; and
"%"	per cent.

CHINA HUAJUN GROUP LIMITED
中國華君集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 377)

Executive Directors:
Mr. Yan Ruijie
(Chairman and Chief Executive Officer)
Ms. Chen Yun

Independent non-executive Directors:
Mr. Shen Ruolei
Mr. Mok Yi Kwo
Mr. Ding Xingfu

Registered office:
Victoria Place, 5th Floor,
31 Victoria Street, Hamilton,
Pembroke, HM10,
Bermuda

Head office and principal place of business in Hong Kong:
Suites 2404-2405,
24th Floor, Alliance Building
130-136 Connaught Road Central
Sheung Wan
Hong Kong

30 April 2025

To the Shareholders,

Dear Sir/Madam,

PROPOSALS FOR (1) GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; (3) RE-APPOINTMENT OF AUDITOR; 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 re-appointment of auditor; and (e) the re-election of Directors.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting held on 28 June 2024, 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 28 June 2024. 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 61,543,075 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 12,308,615 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of the AGM will be 6,154,307 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 AND RE-DESIGNATION OF THE CHAIRMAN OF THE BOARD

The Board currently consists of five Directors, namely Mr. Yan Ruijie, Ms. Chen Yun, Mr. Shen Ruolei, Mr. Mok Yi Kwo and Mr. Ding Xingfu.

Pursuant to paragraph 86(2) of the Bye-laws, any Directors appointed by the Board as an additional to the Board shall hold office until the next following annual general meeting of the Company. Accordingly, Mr. Ding Xingfu will hold office until the AGM and, being eligible, will offer themselves for re-election of the AGM.

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. Yan Ruijie ("**Mr. Yan**"), Mr. Shen Ruolei ("**Mr. Shen**") and Mr. Mok Yi Kwo will retire by rotation at the AGM, being eligible, will offer themselves for re-election at the AGM.

By virtue of B.2.3 of the Code on Corporate Governance Practices contained in Appendix C1 of the Listing Rules, serving more than 9 years could be relevant to the determination of an independent non-executive director's independence. As such, further appointment of Mr. Shen, who has served the Board for more than 9 years, is subject to a separate resolution to be approved by shareholders.

The Nomination Committee of the Company has paid particular attention in assessing the independence of Mr. Shen, who has served on the Board for more than nine years. As Mr. Shen is not involved in the daily management of the Company, nor is he in any relationships or circumstance which would interfere with the exercise of his independent judgement, the Board considered that Mr. Shen has satisfied the requirements of independence guidelines set out in Rule 3.13 of the Listing Rules, his long service on the Board would not affect his integrity in exercising impartial and independent judgement on Board matters and his rich experience and professional knowledge can continue to bring valuable contribution to the Board and the growth of the Company.

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

4. RE-APPOINTMENT OF AUDITOR

Prism Hong Kong Limited (formerly known as Prism Hong Kong and Shanghai Limited) will retire as the Company's auditor and, being eligible, will offer themselves for re-appointment of the AGM.

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. For the avoidance of doubt, holders of treasury Shares (if any) are not entitled to vote at the AGM.

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.chinahuajungroup.com).

6. ACTION TO BE TAKEN

The AGM Notice is set out on pages 16 to 20 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.

7. ENTITLEMENT TO ATTEND AND VOTE AT THE AGM

The register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 (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. Shareholders whose names appear on the register of members of the Company on Tuesday, 24 June 2025 shall be entitled to attend and vote at the AGM. 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, 23 June 2025.

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
Yan Ruijie
Chairman, Chief Executive Officer 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 61,543,075 Shares (with no treasury 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 6,154,307 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 2024, 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:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2024		
April	1.74	0.80
May	1.59	0.82
June	1.45	1.30
July	1.31	0.97
August	1.27	0.81
September	0.84	0.62
October	0.81	0.67
November	1.50	0.62
December	1.60	0.72
2025		
January	0.94	0.61
February	0.90	0.55
March	0.88	0.85
April (up to the Latest Practicable Date)	0.96	0.89

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, HGL, the controlling Shareholder, was interested in 44,450,619 Shares, representing approximately 72.22% of the total issued share capital of the Company. HGL was beneficially wholly owned by Mr. Meng Guang Bao ("**Mr. Meng**"). Mr. Meng was deemed to be interested in all Shares held by HGL by virtue of the SFO. On the basis that the issued share capital of the Company and the aggregation of the shareholding of HGL and Mr. Meng personal interests of 868,520 shares 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 81.82% 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 CLOSE 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.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

The Company has confirmed that neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

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. Yan Ruijie, *Executive Director*

Mr. Yan Ruijie ("**Mr. Yan**"), aged 39, has been appointed as an Executive Director on 17 June 2021 and re-designated as Chief Executive Officer and Acting Chairman in 2022. Mr. Yan graduated from 瀋陽農業大學 (Shenyang Agricultural University). He obtained the first-level construction engineer qualification certificate in 2017 and the senior engineer certificate in 2019. Prior to joining the Company, he has worked in several property development companies in Yingkou City, Liaoning Province. Mr. Yan joined Huajun Group in 2014 and successively served as the Company's property project manager, regional general manager, and general manager of the property group. He has extensive experience in property development. He is also the director of certain subsidiaries of the Company and Huajun Group Limited, the controlling shareholder of the Company.

Mr. Yan does not have any interests in the shares of the Company within the meaning under Part XV of the Securities and Futures Ordinance, as at the Latest Practicable Date.

An appointment letter has been entered into between Mr. Yan and the Company pursuant to which the appointment of Mr. Yan is fixed at a term of two years. The directorship of Mr. Yan is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Yan is entitled to an annual basic salary of RMB607,200 and is subject to review by the remuneration committee and the Board subject 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. Yan's and the Company's performance.

Save as disclosed above, Mr. Yan (i) 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 in the past three years; (ii) does not hold any other positions in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Save as disclosed above, Mr. Yan 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 79, 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 was an independent non-executive director of China Trustful Group Limited (stock code: 8265) from February 2016 to January 2020. 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 deem 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 years and will be automatically renewed for successive terms of two year unless terminated by either party in writing prior to the expiry of the said term. The directorship of Mr. Shen is subject to retirement by rotation and reelection in accordance with the Bye-laws. Mr. Shen is entitled to a director 's fee of HK$360,000 per annum which shall be subjected to annual 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.

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.

Mr. Mok Yi Kwo, *Independent Non-Executive Director*

Mr. Mok Yi Kwo ("**Mr. Mok**"), aged 46, has been appointed as an Independent Non-Executive Director on 1 April 2023. Ms. Mok is a Certified Public Accountant ("**CPA**") (Practising) of the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of the Association of Chartered Certified Accountants. Mr. Mok holds a Bachelor Degree in Business Administration in Accounting and Finance from The University of Hong Kong. He is now running a CPA firm which provides a wide range of professional services in Hong Kong. Before running his own firm, he has been taking up various senior position in various international accounting firms in Hong Kong. Mr. Mok has extensive professional experience in the fields of auditing, accounting, taxation, financial advisory and management for over 20 years.

Save as disclosed above, Mr. Mok 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. Mok does not have any interests in the shares of the Company within the meaning under Part XV of the Securities and Futures Ordinance, as at the Latest Practicable Date.

Mr. Mok 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. Mok and the Company pursuant to which the appointment of Mr. Mok is fixed at a term of two years and will be automatically renewed for successive terms of two year unless terminated by either party in writing prior to the expiry of the said term. The directorship of Mr. Mok is subject to retirement by rotation and reelection in accordance with the Bye-laws. Mr. Mok is entitled to a director's fee of HK$360,000 per annum which shall be subjected to annual 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.

Save as disclosed above, Mr. Mok 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. Ding Xingfu, *Independent Non-Executive Director*

Mr. Ding Xingfu ("**Mr. Ding**"), aged 42, pursued tertiary education in pharmaceutical and chemical at Lianyungang Technical College in the People's Republic of China. Mr. Ding has extensive experience in marketing and promotion and corporate management. He has founded Yangzhou Shuangjing Tools Limited*(揚州雙精工具有限公司)and Yangzhou Jingzhan Intelligent Technology Limited*(揚州精湛智能科技有限公司), and served as the general manager of the companies. Mr. Ding has previously served as the general manager of the instrument division of Jiangsu Jingzhan Optoelectronic Instrument Company Limited*(江蘇精湛光電儀器股份股份有限公司). Mr. Ding is currently the legal representative and the project director of Jiangsu Kunrui Digital Technology Group Limited*(江蘇坤睿數字科技集團有限公司).

Save as disclosed above, Mr. Ding 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. Ding does not have any interests in the shares of the Company within the meaning under Part XV of the Securities and Futures Ordinance, as at the Latest Practicable Date.

Mr. Ding 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. Ding and the Company pursuant to which the appointment of Mr. Ding is fixed at a term of two years and will be automatically renewed for successive terms of two year unless terminated by either party in writing prior to the expiry of the said term. The directorship of Mr. Ding is subject to retirement by rotation and reelection in accordance with the Bye-laws. Mr. Ding is entitled to a director 's fee of HK$180,000 per annum which shall be subjected to annual 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.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules nor any other matters relating to the appointment of Mr. Ding that need to be brought to the attention of the shareholders of the Company.

CHINA HUAJUN GROUP LIMITED
中國華君集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 377)

NOTICE IS HEREBY GIVEN that an annual general meeting of China Huajun Group Limited (the "**Company**") will be held at 18th Floor, 9 Queen's Road Central, Hong Kong on Friday, 27 June 2025 at 10:00 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 year ended 31 December 2024.

2. (1) To re-elect Mr. Yan Ruijie as an Executive Director.

   (2) To re-elect Mr. Shen Ruolei as an Independent Non-executive Director.

   (3) To re-elect Mr. Mok Yi Kwo as an Independent Non-executive Director.

   (4) To re-elect Mr. Ding Xingfu as an Independent Non-executive Director.

   (5) To authorise the board of Directors of the Company to fix the Directors' remuneration.

3. To re-appoint Prism Hong Kong Limited as auditor of the Company and authorise the board of Directors to 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 (including any sale and transfer of shares out of treasury that are held as treasury shares (which shall have the meaning ascribed to it under the Listing Rules)) 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;

(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 (excluding any shares that are held as treasury shares) 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

(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 (excluding any shares that are held as treasury shares) 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."

(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 (including the sale and transfer of shares out of treasury that are held as treasury shares) 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
Yan Ruijie
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 30 April 2025

Head Office and Principal Place of Business in Hong Kong:
Suites 2404-2405,
24th Floor, Alliance Building
130-136 Connaught Road Central
Sheung Wan
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, 24 June 2025 to Friday, 27 June 2025, both days inclusive, during which no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on Tuesday, 24 June 2025 shall be entitled to attend and vote at the AGM. 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, 23 June 2025.

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. 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.

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 the circular despatched to the shareholders of the Company on the date hereof (the "**Circular**").

9. If Typhoon Signal No. 8 or above, or a "**black"** rainstorm warning signal or "extreme conditions after super typhoons" announced by the Hong Kong government is/are in effect any time after 7:00 a.m. 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.chinahuajungroup.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.

10. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the annual general meeting.