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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)

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 21 February 2023 at 10:00 a.m. set out on pages 7 to 9 of this circular. Whether or not you are able to attend and vote at the special 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 special 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 special 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.

PRECAUTIONARY MEASURES FOR THE SGM

Please refer to page 1 of this circular for the measures to be implemented at the SGM by the Company against the epidemic to protect the attendees from the risk of infection of the Novel Coronavirus (“COVID-19”), including:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no serving of refreshments or corporate gifts

Any person who does not comply with the precautionary measures may be denied entry into the SGM venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the meeting as your proxy to vote on the relevant resolution at the SGM as an alternative to attending the SGM in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

1 February 2023

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PRECAUTIONARY MEASURES FOR THE SGM

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at <https://www.chp.gov.hk/en/features/102742.html>), the Company will implement necessary preventive measures at the SGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) Compulsory body temperature check will be conducted on every Shareholder, proxy and other attendees at the entrance of the SGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the SGM venue or be required to leave the SGM venue.
- (ii) Attendees are required to prepare his/her own surgical face masks and wear the same inside the SGM venue at all times.
- (iii) No refreshments or corporate gifts will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue in order to ensure the safety of the attendees at the SGM.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, Shareholders may appoint the Chairman of the SGM as their proxy to vote on the relevant resolution at the SGM instead of attending the SGM in person.

The proxy form, which can also be downloaded from the Company's website (<http://www.chinahuajungroup.com>), is enclosed to this circular. If you are not a registered Shareholder (i.e., if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

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

“Appointment of Auditor”	the proposed appointment of Prism Hong Kong and Shanghai Limited as auditor of the Company to fill the casual vacancy arising from the resignation of SHINEWING (HK) CPA Limited and to hold office until the conclusion of the next annual general meeting
“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
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	a special general meeting of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on 21 February 2023 at 10:00 a.m.
“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

LETTER FROM THE BOARD



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. Meng Guang Bao (*Chairman*) (*Suspension*)

Mr. Yan Ruijie

(Acting Chairman and Chief Executive Officer)

Registered Office:

Victoria Place, 5th Floor

31 Victoria Street, Hamilton

Pembroke, HM10

Bermuda

Independent Non-executive Directors:

Mr. Zheng Bailin

Mr. Shen Ruolei

Mr. Pun Chi Ping

Head office and Principal Place of

Business in Hong Kong:

Suites 903-905

9/F Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

1 February 2023

To Shareholders,

Dear Sir/Madam,

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 20 January 2023 in relation to the proposed Appointment of Auditor. The purpose of this circular is to provide you with further information regarding the proposed Appointment of Auditor and the notice of SGM to be convened for the purpose of considering and, if thought fit, approving the necessary resolution to implement the proposal for the Appointment of Auditor.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF AUDITOR

The Board announced on 23 December 2022 that SHINEWING (HK) CPA Limited (“SHINEWING”) resigned as the auditor of the Company with effect from 23 December 2022.

Both the Board and the audit committee of the Company confirm that there is no disagreement between the Company and SHINEWING. The Board and the audit committee of the Company also confirmed that there are no circumstances in respect of the change of auditor which should be brought to the attention of the Shareholders or creditors of the Company.

The Board proposed to appoint Prism Hong Kong and Shanghai Limited as the new auditor of the Company to fill the vacancy arising from the resignation of SHINEWING and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the bye-law 157 of Bye-laws of the Company, if the office of the auditor becomes vacant by resignation, the Directors shall convene a special general meeting to fill the vacancy.

The appointment of Prism Hong Kong and Shanghai Limited as auditor of the Company shall be approved by the Shareholders. As such, an ordinary resolution will be proposed at the SGM to the Shareholders to approve the appointment of Prism Hong Kong and Shanghai Limited as auditor of the Company with effect from the date of the SGM.

3. THE SPECIAL GENERAL MEETING

A notice convening a special general meeting of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 21 February 2023 at 10:00 a.m. to consider and, if thought fit, approve the Appointment of Auditor is set out on pages 7 to 9 of this circular.

4. ACTION TO BE TAKEN

The notice of the SGM is set out on pages 7 to 9 of this circular. A form of proxy for use at the SGM is also enclosed. Whether or not you are able to attend and vote at the SGM 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 SGM 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 SGM 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

5. VOTING AT THE SGM

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

6. ENTITLEMENT TO ATTEND AND VOTE AT THE SGM

The register of members of the Company will be closed from Thursday, 16 February 2023 to Tuesday, 21 February 2023 (both dates inclusive), for the purpose of determining the entitlements of the Shareholders to attend and vote at the SGM. No transfer of the Shares may be registered on those dates. Shareholders whose names appear on the register of members of the Company on Thursday, 16 February 2023 shall be entitled to attend and vote at the SGM. In order to qualify to attend and vote at the SGM, 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's Road, North Point, Hong Kong not later than 4:00 p.m. on Wednesday, 15 February 2023.

7. 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.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Board considers that the proposed ordinary resolution for the Appointment of Auditor is in the best interest of the Company and the Shareholders as a whole. The change of auditor as the Company and SHINEWING were unable to agree on the audit fee for the year ended 31 December 2022. Accordingly, the Board recommends all Shareholders to vote in favour of the proposed ordinary resolution at the SGM.

By Order of the Board
China Huajun Group Limited
Yan Ruijie
*Acting Chairman, Executive Director and
Chief Executive Officer*

NOTICE OF SPECIAL GENERAL MEETING



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 a special general meeting of China Huajun Group Limited (the “**Company**”) will be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 21 February 2023 at 10:00 a.m. to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the appointment of Prism Hong Kong and Shanghai Limited as auditor of the Company with effect from 21 February 2023 to fill the casual vacancy arising from the resignation of SHINEWING (HK) CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company be and is hereby approved, confirmed and ratified and that the board of directors of the Company be and is hereby authorised to fix the remuneration of the auditor.”

By Order of the Board

Yan Ruijie

*Acting Chairman, Executive Director and
Chief Executive Officer*

Hong Kong, 1 February 2023

Head Office and Principal Place of Business in Hong Kong:

Suites 903-905,
9/F Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. In order to determine the entitlement to attend and vote at the special general meeting, the register of members of the Company will be closed from Thursday, 16 February 2023 to Tuesday, 21 February 2023, 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 Thursday, 16 February 2023 shall be entitled to attend and vote at the SGM. In order to ascertain shareholders' rights for attending and voting at the special 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 Wednesday, 15 February 2023.
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. In order to lower the risk of spread of COVID-19, the Company encourages members to consider appointing the chairman of the SGM as their proxy to vote on the resolution at the SGM as an alternative to attending the SGM in person.
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.

NOTICE OF SPECIAL GENERAL MEETING

8. In compliance with the laws and regulations in Hong Kong in relation to the prevention of COVID-19, the Company will implement precautionary measures at the SGM. Shareholders are advised to read the cover page of this circular for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19 and to the extent permitted under law, the Company may implement further changes and precautionary measures at the SGM.

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 special 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.