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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD AT 3:00 P.M. ON MONDAY, 23 NOVEMBER 2020

The Board is pleased to announce that the Resolution was duly passed as an ordinary resolution by the Independent Shareholders by way of poll at the SGM held on Monday, 23 November 2020.

Reference is made to the circular (the “**Circular**”) of China Huajun Group Limited (the “**Company**”) and the notice (the “**SGM Notice**”) of the special general meeting (the “**SGM**”) of the Company dated 5 November 2020. Unless otherwise specified, terms defined in the Circular shall have the same meanings when used in this announcement.

POLL RESULTS OF THE SGM

The Board is pleased to announce that at the SGM held on 23 November 2020, the proposed resolution (the “**Resolution**”) as set out in the SGM Notice was duly passed by the Independent Shareholders by way of poll as an ordinary resolution (with more than 50% of the votes cast in favour of the Resolution). The poll results of the SGM are as follows:

Ordinary Resolution <i>(Note 1)</i>	Number of votes (%) <i>(Note 2)</i>	
	For	Against
<p>(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</p> <p>(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.</p>	<p>919,665 (100%)</p>	<p>0 (0%)</p>

Notes:

1. The full text of the Resolution is set out in the SGM Notice.
2. The number of votes and approximate percentage of voting shares are based on the total number of the issued shares held by the Shareholders who voted at the SGM in person or by proxy or corporate representative.

As at 23 November 2020, i.e. the date of the SGM,

- (1) the total number of issued Shares was 61,543,075 Shares;
- (2) Mr. Meng, his spouse and their respective associates hold 45,309,939 shares in aggregate, representing approximately 73.62% of the issued share capital of the Company. Mr. Meng, his spouse and their respective associates abstained from voting on the relevant resolution(s) at the SGM accordingly;
- (3) there was no Share entitling the holder to attend and abstain from voting in favour of the Resolution at the SGM pursuant to Rule 13.40 of the Listing Rules;
- (4) save as disclosed, there was no Shareholders that are required under the Listing Rules to abstain from voting;
- (5) the total number of Shares entitling the Shareholders to attend and vote on the resolution at the SGM was 16,233,136 Shares, representing approximately 26.38% of the issued share capital of the Company; and
- (6) the Company's branch share registrar in Hong Kong, Union Registrars Limited, acted as the scrutineer for the vote-taking at the SGM.

By Order of the Board
China Huajun Group Limited
Tam Ka Lung
Company Secretary

Hong Kong, 23 November 2020

As at the date of this announcement, the Board comprises Mr. Meng Guang Bao, Ms. Zhang Ye, Ms. Huang Xiumei and Ms. Bao Limin as executive Directors; and Mr. Zheng Bailin, Mr. Shen Ruolei and Mr. Pun Chi Ping as independent non-executive Directors.

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