
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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hon Corporation Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HON CORPORATION LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8259)

(1) ADOPTION OF CHINESE NAME; (2) RE-ELECTION OF DIRECTOR; AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at 10:30 a.m. on Tuesday, 17 November 2020 at Hon Industries Pte Ltd office at Blk 20, Ang Mo Kio Industrial Park 2A, #07-31 AMK Tech Link, Singapore 567761 is set out on pages EGM-1 to EGM-3 of this circular.

PRECAUTIONARY MEASURES FOR THE EGM

In view of an ongoing pandemic of the COVID-19, the Company will implement the following prevention and control measures at the EGM against the COVID-19 to protect the shareholders of the Company (the “Shareholders”) from the risk of infection:

1. Compulsory body temperature check
2. Compulsory wearing of surgical mask prior to admission to the EGM venue and throughout the EGM
3. Seating on the designated seat assigned by the Company
4. No refreshment packs or drinks being provided
5. No souvenirs will be distributed

For the health and safety of the Shareholders, the Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account the current outbreak of the COVID-19, and strongly encourages the Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the meeting to the office of the Company’s branch registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish.

This circular will remain on the Company’s website and on the website of the GEM of Stock Exchange at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

Singapore, 30 October 2020

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“Adoption of Chinese Name”	the proposed adoption of “中國大健康建設產業有限公司” as the dual foreign name in Chinese of the Company
“Announcement”	the announcement of the Company dated 9 October 2020
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Chinese Name”	“中國大健康建設產業有限公司”, being the dual foreign name in Chinese of the Company proposed to be adopted under the Adoption of Chinese Name
“Company”	Hon Corporation Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held at 10:30 a.m. on Tuesday, 17 November 2020 for the Shareholders to consider and, if thought fit, approve the Adoption of Chinese Name
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 October 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Voluntary Announcements”	the voluntary announcements of the Company dated 4 September 2020, 9 September 2020 and 14 October 2020
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

HON CORPORATION LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8259)

Executive Directors:

Mr. Ho Lien Hwai (*Chief Executive Officer*)
Ms. Teng Ley Peng
Mr. Xu Tianduo
Mr. Tan Jit Pin (*Chen Ribin*)

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Non-executive Directors:

Mr. Toh Hock Ghim (*Chairman*)
Mr. Luo Jiakun

Principal place of business in Hong Kong:

Unit A, 8th Floor, Tern Centre Tower 2
251 Queen's Road Central
Hong Kong

Independent non-executive Directors:

Mr. Lei Xiongpeng
Mr. Lau Wang Lap
Ms. Luk Huen Ling Claire

30 October 2020

To the Shareholders

Dear Sir or Madam

**(1) ADOPTION OF CHINESE NAME;
(2) RE-ELECTION OF DIRECTOR; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (i) the information regarding the Adoption of Chinese Name; (ii) the information regarding the re-election of a Director; and (iii) a notice of the EGM.

ADOPTION OF CHINESE NAME

Reference is made to the Announcement and the Voluntary Announcements.

As disclosed in the Voluntary Announcements, the Company entered into a non-legally binding memorandum of understanding with 深圳仟枝生物科技股份有限公司 (unofficial English translation being “Shenzhen Qianzhi Biological Technology Limited”) (the “**Prospective Partner**”) in relation to the potential cooperation with the Prospective Partner for “big healthcare” (大健康) business in the PRC. In connection with such potential cooperation, it has been disclosed that if the cooperation is materialized, the Company may consider adding a Chinese name as “中國大健康建設產業” to facilitate the promotion of the Group’s recognition in the PRC market.

LETTER FROM THE BOARD

For avoidance of doubt, as at the Latest Practicable Date, the Company and the Prospective Partner are still under negotiation the terms of the cooperation, and no formal agreement has been entered into between the Company and the Prospective Partner yet; however, it is the currently the direction of the Board to develop the business of healthcare in the PRC, regardless of whether the proposed cooperation with the Prospective Partner materializes or not, and hence, the Board proposes to put forward to the Shareholders the proposal for the Adoption of Chinese Name at the EGM.

Conditions for the Adoption of Chinese Name

The Adoption of Chinese Name is subject to fulfillment of the following conditions:

- (i) the passing of a special resolution by the Shareholders approve the Adoption of Chinese Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Adoption of Chinese Name.

Subject to the satisfaction of the conditions set out above, the Adoption of Chinese Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the Chinese Name as the dual foreign name in Chinese of the Company on the companies register maintained by it and issues a certificate of incorporation on adoption of the dual foreign name. Thereafter, the Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Adoption of Chinese Name

The Group is principally engaged in the building construction, engineer and construction project management service and is actively involved as a main contractor in both private and public sector projects which include institutional, industrial, commercial and residential projects. The revenue was principally derived from project works of the Group's (i) building and infrastructure projects; (ii) interior decoration projects; and (iii) term contracts.

However, as disclosed in the Company's annual report for the year ended 31 December 2019, the Group is operating in a highly competitive construction industry and in the meantime facing extremely challenging global and domestic environment with a prolonged period of uncertainty brought about by the COVID-19 virus. Facing these challenges, the Group has been actively exploring new business opportunities in order to maintain its competitiveness through cost control and exploring new revenues to bring higher returns for the Shareholders.

The Directors consider that it is in the interest of the Company and its Shareholders as a whole to broaden the income stream of the Group in the "big healthcare" business in the PRC, while the Company will continue its existing construction business. In connection with the development of the Group into the new "big healthcare" business, the Board believes that the Adoption of Chinese Name will better reflect the Group's future business

LETTER FROM THE BOARD

planning and development, and the Board believes that the Adoption of Chinese Name will be beneficial to its future business development, and is in the best interest of the Company and the Shareholders as a whole.

Effects of the Adoption of Chinese Name

The Adoption of Chinese Name will not, of itself, affect any of the rights of the Shareholders. All existing share certificates of the Company bearing the existing name of the Company will, after the Adoption of Chinese Name has become effective, continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of existing share certificates of the Company. Once the Adoption of Chinese Name becomes effective, all new share certificates will be issued only in the existing English name of the Company and the new Chinese Name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the Chinese stock short name of the Company for trading in the securities on GEM of the Stock Exchange will also be changed after the Adoption of Chinese Name becoming effective.

Further announcement(s) will be made by the Company in relation to the effective date of the Adoption of Chinese Name and the change in the Chinese stock short name.

RE-ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 23 October 2020 in relation to, among others, the appointment of Mr. Lei Xiongpeng as an independent non-executive Director.

Pursuant to article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

As such, Mr. Lei Xiongpeng, being an independent non-executive Director appointed to fill the casual vacancy, shall hold office until the EGM. Mr. Lei Xiongpeng, being eligible, will offer himself for re-election at the EGM.

The biographical details of Mr. Lei Xiongpeng are set out in Appendix to this circular.

LETTER FROM THE BOARD

EGM

The EGM will be held at 10:30 a.m. on Tuesday, 17 November 2020 at Hon Industries Pte Ltd office at Blk 20, Ang Mo Kio Industrial Park 2A, #07-31 AMK Tech Link, Singapore 567761, the notice of which is set out on pages EGM-1 to EGM-3 of this circular, for the Shareholders to consider and, if thought fit, approve the Adoption of Chinese Name.

In compliance with the GEM Listing Rules, the resolutions proposed at the EGM will be voted on by way of a poll. The poll results of the EGM will be published on the websites of the Company and the GEM on the day of the EGM in accordance with the GEM Listing Rules.

You will find enclosed a form of proxy for use at the EGM. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the EGM to the office of the Company's branch registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person, or any adjournment thereof, should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

RECOMMENDATION

The Directors consider that the Adoption of Chinese Name and the re-appointment of Mr. Lei Xiongpeng as an independent non-executive Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
Hon Corporation Limited
Ho Lien Hwai
Executive Director and Chief Executive Officer

As required by the GEM Listing Rules, the following are the particulars of the Director proposed to be re-elected at the EGM:

Mr. Lei Xiongpeng (“**Mr. Lei**”), aged 55, was appointed as an independent non-executive Director on 23 October 2020. Mr. Lei is the chairman of the remuneration committee (the “**Remuneration Committee**”), a member of the audit committee and a member of the nomination committee of the Board.

Mr. Lei obtained a diploma degree from South China University of Technology in Industrial and Civil Architecture. Mr. Lei has over 30 years of experience on supervision of building construction works and property management. He served as a technician at Eastern Wah Construction Co., Ltd from August 1987 to October 1996. He was also employed as a technical supervisor at Guangdong and Fu Property Services Ltd. from March 1997 to March 2016. During the period from October 2018 to January 2019, he served as the director of Grand Tai Securities Limited, which was subsequently renamed as Easy Securities Limited. Mr. Lei has been employed by Easy Securities Limited as a sales general manager since February 2019. During his employment in Easy Securities Limited and its predecessor Grand Tai Securities Limited, Mr. Lei is and was responsible for the provision of advices for sales and investment in the PRC market.

Mr. Lei has signed a letter of appointment with the Company for a term of one year with effect from 23 October 2020, subject to normal retirement and re-election by shareholders of the Company pursuant to the Articles. As at the Latest Practicable Date, the remuneration package of Mr. Lei has yet to be determined. The Company will conclude his remuneration package with reference to his profile, experience, time commitment, duties and responsibilities, the Company’s remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee. Mr. Lei’s remuneration, once fixed, will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibility and performance.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lei does not hold any other position with the Company or its subsidiaries and other members of the Group or any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or any other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Lei has confirmed that he does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules) and he has no interests in the shares in the Company which are required to be disclosed pursuant to Part XV of the SFO. Mr. Lei has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, as at the Latest Practicable Date, to the best knowledge of the Board, there is no further information relating to Mr. Lei that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the re-appointment of Mr. Lei that needs to be brought to the attention of the shareholders of the Company.

NOTICE OF THE EGM

HON CORPORATION LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8259)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Hon Corporation Limited (the “Company”) will be held at 10:30 a.m. on Tuesday, 17 November 2020 at Hon Industries Pte Ltd office at Blk 20, Ang Mo Kio Industrial Park 2A, #07-31 AMK Tech Link, Singapore 567761 for the purpose of considering and, if thought fit, pass with or without amendments, the following resolutions of the Company:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the Chinese name of “中國大健康建設產業有限公司” be adopted as the dual foreign name in Chinese of the Company (the “**Adoption of Chinese Name**”) with effect from the date of issue of the certificate of incorporation on Adoption of Chinese Name by the Registrar of Companies in the Cayman Islands, and that any one or more of the directors of the Company be and is/are hereby authorised to do such acts and things and execute all such documents, including under seal where appropriate, or make such arrangements as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient to effect the Adoption of Chinese Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

ORDINARY RESOLUTION

2. “**THAT** Mr. Lei Xiongpeng be re-elected as an independent non-executive director of the Company.”

By order of the Board
Hon Corporation Limited
Ho Lien Hwai

Executive Director and Chief Executive Officer

Singapore, 30 October 2020

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Unit A, 8th Floor, Tern Centre Tower 2
251 Queen’s Road Central
Hong Kong

NOTICE OF THE EGM

As at the date of this notice, the directors of the Company (the “**Directors**”) are as follows:

Executive Directors:

Mr. Ho Lien Hwai (*Chief Executive Officer*)
Ms. Teng Ley Peng
Mr. Xu Tianduo
Mr. Tan Jit Pin (*Chen Ribin*)

Non-executive Directors:

Mr. Toh Hock Ghim (*Chairman*)
Mr. Luo Jiakun

Independent non-executive Directors:

Mr. Lei Xiongpeng
Mr. Lau Wang Lap
Ms. Luk Huen Ling Claire

Notes:

1. In view of an ongoing pandemic of the COVID-19, the Company will implement the following prevention and control measures at the EGM against the COVID-19 to protect the shareholders of the Company (the “**Shareholders**”) from the risk of infection, including but not limited to (a) conduct compulsory body temperature check and anyone with a body temperature of over 37.5 degrees Celsius will not be permitted to access to the meeting venue; (b) wear surgical mask prior to admission to the EGM venue and throughout the EGM; (c) seat on the designated seat assigned by the Company at the time of registration to ensure social distancing; and (d) no refreshment packs or drinks will be provided. The Company will closely monitor the current COVID-19 situation and may implement additional measures at short notice, which will be announced closer to the date of the EGM, if any.
2. For the health and safety of the Shareholders reminds attendees that they should carefully consider the risks of attending the EGM, taking into account the current outbreak of the COVID-19, and strongly encourages the Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy.
3. Any member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his behalf. A member who is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
4. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish, in such event, the form of proxy shall be deemed to be revoked.
5. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the EGM, 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. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.

NOTICE OF THE EGM

6. The above resolutions will be put to vote at the EGM by way of poll.
7. The register of members of the Company will be closed from 12 November 2020 (Thursday) to 17 November 2020 (Tuesday) (both days inclusive), during which period no transfers of Shares will be registered. To determine the entitlement to attend and vote at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on 11 November 2020 (Wednesday).