
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) PROPOSED CHANGE OF AUDITOR; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held at 10:30 a.m. on Wednesday, 13 January 2021 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-2 of this circular. A proxy form for use at the EGM is enclosed with 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 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. 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.

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 share 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 at www.honindustries.com.sg and on the website of the GEM of the Stock Exchange at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

Singapore, 24 December 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:

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“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 Wednesday, 13 January 2021 for the Shareholders to consider and, if thought fit, to approve, among other things, in respect of the appointment of auditor of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“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
“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. Lau Wang Lap
Ms. Luk Huen Ling Claire
Mr. Lei Xiongpeng

24 December 2020

PROPOSED CHANGE OF AUDITOR

To the Shareholders

Dear Sir or Madam

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM in respect of the appointment of Foo Kon Tan LLP (“FKT”) as the auditor of the Company and to give you notice of the EGM.

PROPOSED CHANGE OF AUDITOR

References are made to the announcements of the Company dated 29 June 2020, 7 August 2020 and 21 December 2020 in relation to the change of the auditor of the Company.

Deloitte & Touche LLP (“**Deloitte**”) has retired as the auditor of the Company with effect from the conclusion of the annual general meeting of the Company held on 7 August 2020.

LETTER FROM THE BOARD

The Company has received the statement of no objection from the Stock Exchange and the letter of approval-in-principle from Financial Reporting Council to appoint FKT to carry out the audit of annual financial statements of the Company for the year ending 31 December 2020.

With the recommendation from the audit committee of the Company, the Board has resolved to propose the appointment of FKT as the auditor of the Company to fill the casual vacancy arising from the retirement of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the Articles of the Company, the proposed appointment of FKT as the auditor of the Company will be subject to approval by the Shareholders at the EGM.

EGM

The EGM will be held at 10:30 a.m. on Wednesday, 13 January 2021 at Blk 20 Ang Mo Kio Industrial Park 2A, #07-31 AMK Tech Link, Singapore 567761. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy of the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. 10:30 a.m. on Wednesday, 13 January 2021) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so desire. In such event, the instrument appointing a proxy will be deemed to be revoked.

In compliance with the GEM Listing Rules, voting on the resolution to be proposed at the EGM will be conducted by way of 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

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the EGM.

LETTER FROM THE BOARD

Closure of register of members

The register of members of the Company will be closed from 8 January 2021 to 13 January 2021 (both days inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be registered during this period. Shareholders whose names appear on the register of members of the Company on 13 January 2021 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on 7 January 2021.

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 or deceptive.

RECOMMENDATION

The Directors consider that proposed appointment of FKT as the auditor of the Company is in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolution set out in the notice of the EGM.

GENERAL INFORMATION

Your attention is drawn to the notice convening the EGM as set out on pages EGM-1 to EGM-2 of this circular.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Wednesday, 13 January 2021 at Blk 20 Ang Mo Kio Industrial Park 2A, #07-31 AMK Tech Link, Singapore 567761 for the following purposes:

Capitalised terms used in this notice have the same meanings as those defined in the circular of the Company dated 24 December 2020.

ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** to appoint Foo Kon Tan LLP as the auditor of the Company with immediate effect to fill the casual vacancy arising from the retirement of Deloitte & Touche LLP and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By order of the Board
Hon Corporation Limited
Ho Lien Hwai

Executive Director and Chief Executive Officer

Singapore, 24 December 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 EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the directors of the Company 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. Lau Wang Lap
Ms. Luk Huen Ling Claire
Mr. Lei Xiongpeng

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 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 of the Company (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.
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 EXTRAORDINARY GENERAL MEETING

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 8 January 2021 to 13 January 2021 (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 for registration no later than 4:30 p.m. on 7 January 2021.