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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Honma Golf Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or 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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Honma Golf Limited

本間高爾夫有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6858)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Honma Golf Limited to be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 September 2019 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.honma.hk).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. no later than 10:00 a.m. on Tuesday, 10 September 2019 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish. In such event, the form of proxy shall be deemed to be revoked.

26 July 2019

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 September 2019 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 18 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Chairman Liu”	Mr. Liu Jianguo (劉建國)
“Company”	Honma Golf Limited 本間高爾夫有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Honma Japan”	Honma Golf Co., Ltd. (株式会社本間ゴルフ), a limited liability company incorporated on 18 February 1959 under the laws of Japan and an indirect wholly-owned subsidiary of the Company
“Issue Mandate”	a general mandate to be granted to the Directors to issue, allot and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 14 to 18 of this circular
“Kouunn Holdings”	Kouunn Holdings Limited, a company incorporated on 27 September 2013 under the laws of the British Virgin Islands, a controlling shareholder which is in turn 100% indirectly owned by Vistra Trust (Hong Kong) Limited, the trustee of a trust of which Chairman Liu is the founder and beneficiary

DEFINITIONS

“Latest Practicable Date”	22 July 2019, 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 of Hong Kong Limited
“PRC”	the People’s Republic of China and, unless the context otherwise requires, excluding, for the purpose of this circular, Hong Kong and Macau
“Prize Ray”	Prize Ray Limited, a company incorporated on 20 November 2018 under the laws of the British Virgin Islands, a controlling shareholder which is in turn 100% indirectly owned by Vistra Trust (Hong Kong) Limited, the trustee of a trust of which Chairman Liu is the founder and beneficiary
“Repurchase Mandate”	a general mandate to be granted to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 14 to 18 of this circular
“RSU”	a restricted share unit awarded to a participant under the RSU Scheme
“RSU Scheme”	the restricted share unit scheme of the Company approved and adopted by the Board on 20 October 2015, to incentivise selected Directors, senior management and employees for their contribution to the Group, and to attract, motivate and retain skilled and experienced personnel
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission (as amended from time to time)

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)
(Stock code: 6858)

Executive Directors:

Mr. LIU Jianguo (劉建國先生) (Chairman and President)
Mr. ITO Yasuki (伊藤康樹先生)
Mr. MURAI Yuji (邨井勇二先生)
Mr. ZUO Jun (左軍先生)

Non-executive Directors:

Mr. YANG Xiaoping (楊小平先生)
Mr. HO Ping-hsien Robert (何平僊先生)

Independent Non-executive Directors:

Mr. LU Pochin Christopher (盧伯卿先生)
Mr. WANG Jianguo (汪建國先生)
Mr. XU Hui (徐輝先生)

Headquarter in Japan:

35F Roppongi Hills Mori Tower
P.O. Box#62, 6-10-1
Roppongi
Minatoku
Tokyo, Japan

Shanghai Office:

31 Floor
No. 100, Century Ave.
Pudong New Area
Shanghai, PRC

Registered Office in the Cayman Islands:

The offices of Maples Corporate
Services Limited
PO Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

26 July 2019

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 12 September 2019.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.18 of the Articles of Association, Mr. Liu Jianguo, Mr. Zuo Jun and Mr. Lu Pochin Christopher shall retire by rotation at the Annual General Meeting. In addition, Mr. Ho Ping-hsien Robert who has been appointed by the Board on 20 November 2018 shall hold office until the Annual General Meeting pursuant to article 16.2 of the Articles of Association. All of the retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Lu Pochin Christopher, independent non-executive Director (“INED”) of the Company is holding other listed company directorships as contained in his biographical information set out in Appendix I to this circular, and has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Mr. Lu attended all of the meetings of the Board and the Board committees held in the past years and the current financial year. Details of the attendance records are set out in the Corporate Governance Report. The relevant Board papers and materials were provided to the Directors for review and consideration prior to the meetings. Mr. Lu has remained responsible for his performance/functions and discharged his duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

Mr. Lu has confirmed that he will continue to devote sufficient time for the discharge of his functions and responsibilities as an INED of the Company. With his background and experience, Mr. Lu is fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Mr. Lu’s position outside the Company will not affect him in maintaining his current role in, and his functions and responsibilities for, the Company.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Nomination Policy and the Company’s corporate strategy, and the independence of all INEDs. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid INED who is due to retire at the Annual General Meeting. The Company considers that the retiring INED is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Biographical details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES

At the annual general meeting of the Company held on 12 September 2018, general mandates were granted to the Directors to repurchase Shares and to issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares and issue additional Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 14 to 18 of this circular (i.e. a total of 60,905,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Issue Mandate to the Directors to issue, allot and deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 14 to 18 of this circular (i.e. a total of 121,810,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issue Mandate by adding thereto the number of Shares to be repurchased by the Company pursuant to the Repurchase Mandate.

With reference to the Repurchase Mandate and the Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to propose the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 18 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.honma.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and delivered, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company's Hong Kong share registrar no later than 10:00 a.m. on Tuesday, 10 September 2019 (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. In such event, the form of proxy shall be deemed to be revoked.

5. RECOMMENDATION

The Board considers that the proposed re-election of retiring Directors and granting of the Repurchase Mandate and the Issue Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Honma Golf Limited
本間高爾夫有限公司
LIU Jianguo
Chairman of the Board

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

(1) MR. LIU JIANGUO

Mr. Liu Jianguo (劉建國), aged 50, has been the Chairman of the Board, President and executive Director of the Company since 14 June 2016. He is the chairman of the Nomination Committee of the Company. He is also the chairman and representative director of Honma Japan and a director of Honma Holdings Group Limited and certain subsidiaries of the Company. He is responsible for formulating the overall development strategies and business plans of the Group and overseeing the management and strategic development of the Group. Chairman Liu acquired the Group in 2010 and he has served as chairman of Honma Japan since June 2010. Chairman Liu has over 28 years of experience in business management. He has been the chairman of Shanghai POVOS Enterprise (Group) Co., Ltd. (上海奔騰企業(集團)有限公司), which is engaged in the development, manufacturing and marketing of household appliance products, since January 2002 and has been chairman of Zhejiang POVOS Appliance Co., Ltd. (浙江奔騰電器股份有限公司) since September 2000. From May 1991 to August 2000, Chairman Liu was the general manager of Zhejiang Changjiang Electronical Industry Co., Ltd. (浙江長江電子工業有限公司), where he was responsible for general management and daily operations of the company. Chairman Liu obtained an executive master of business administration degree from Guanghua School of Management, Peking University (北京大學), PRC, in January 2007.

Chairman Liu is the founder and beneficiary of a trust which holds 100% indirect interests in Kouunn Holdings, the controlling shareholder of the Company. Chairman Liu is also the sole director of Kouunn Holdings and Prize Ray. Apart from this, Chairman Liu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Chairman Liu directly held 666,575 Shares of the Company. Chairman Liu, by virtue of the SFO, was deemed to be interested in the 323,560,525 Shares owned by Kouunn Holdings. Chairman Liu was also interested in 285,675 RSUs granted to him under the RSU Scheme entitling him to receive 285,675 Shares subject to vesting.

Chairman Liu has entered into a service contract with the Company for a fixed term of three years commencing from 18 September 2016. Chairman Liu, pursuant to the service contract, is entitled to a salary of JPY18,211,723 per annum, as determined by the Board with reference to the recommendation from the Remuneration Committee having taken into account salaries paid by comparable companies, time commitment and responsibilities of the Director, the remuneration policy of the Company and performance of the Group. He is subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

There is no information which is discloseable nor is/was Chairman Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning the re-election of Chairman Liu that need to be brought to the attention of the Shareholders.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(2) MR. ZUO JUN

Mr. Zuo Jun (左軍), aged 46, has been appointed as an executive Director, Chief Administrative Officer and President of China Operations of the Company since 14 June 2016. He is also a member of the Remuneration Committee of the Company. He is primarily responsible for overseeing the administrative management of the Group and overseeing its business in the PRC. Mr. Zuo has been the president of World Power International Trading (Shanghai) Company Limited (世力國際貿易(上海)有限公司) since he joined the Group in February 2015 and a director of Honma Japan since June 2015. Mr. Zuo has nearly 23 years of experience in business management and operations. Prior to joining the Group, Mr. Zuo was a vice president of POVOS Electrical Appliance (Shanghai) Co., Ltd. (奔騰電器(上海)有限公司), a comprehensive high-tech enterprise which centres on development, manufacture and distribution of household electrical appliance, from March 2009 to December 2014. He was deputy general manager at TCL Household Appliance (Nanhai) Company (TCL小家電(南海)有限公司) from June 2006 to September 2008. From September 2004 to June 2006, he served as general manager of Shunde Ecom Intelligent Household Appliance Co., Ltd. (順德一家智能電器有限公司), a company engaged in intelligent household appliances manufacturing. He worked at Shunde Gree Household Appliance Company (順德格力小家電有限公司) as deputy general manager from June 2002 to June 2004. Mr. Zuo graduated from Central South University (中南大學, formerly known as Central South University of Technology (中南工業大學)), PRC, with a master's degree in thermal engineering in March 1996.

Mr. Zuo does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Zuo directly held 254,020 Shares of the Company.

Mr. Zuo has entered into a service contract with the Company for a fixed term of three years commencing from 18 September 2016. Mr. Zuo, pursuant to the service contract, is entitled to a salary of JPY15,264,066 per annum, as determined by the Board with reference to the recommendation from the Remuneration Committee having taken into account salaries paid by comparable companies, time commitment and responsibilities of the Director, the remuneration policy of the Company and performance of the Group. He is subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

There is no information which is discloseable nor is/was Mr. Zuo involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zuo's re-election that need to be brought to the attention of the Shareholders.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(3) MR. HO PING-HSIEN ROBERT

Mr. Ho Ping-hsien Robert (何平僊), aged 70, has been appointed as a non-executive Director since 20 November 2018. He is responsible for providing strategic advice on the business development of the Group.

Mr. Ho has been the chief financial officer international of Charoen Pokphand Group Company Limited, the ultimate parent company of a substantial shareholder of the Company, since January 2000, and executive director of CT Bright Holdings Limited, CT Bright Group Company Limited and CPG Overseas Company Limited since May 2003, September 2009 and January 2015, respectively. On 5 September 2018, Mr. Ho has been appointed as a director of M.J. International Co., Ltd., a company listed on the Taiwan Stock Exchange Corporation (Stock Code: 8466).

Mr. Ho previously acted as executive director of C.P. Pokphand Co. Ltd., a company listed on the Stock Exchange (Stock Code: 43) since September 2005 to April 2012. He has also been an executive director of C.P. Lotus Corporation, a company listed on the Stock Exchange (Stock Code: 121) since April 2000 to April 2012. Mr. Ho served as chief of funding, senior officer and deputy chief financial officer of Formosa Plastics Group since September 1974 to September 1987 and served as the chief financial officer of Formosa Plastics Corp., U.S.A. from September 1987 to December 1999. Mr. Ho holds a bachelor of law degree from the Business Administrative Section, Business Administration Department of National Taiwan University.

Save as disclosed above, Mr. Ho does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company nor does he hold other position in the Company or other members of the Group. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Lastest Practicable Date, Mr. Ho did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Ho has entered into an appointment letter with the Company for a fixed term of three years commencing from 20 November 2018. Mr. Ho, pursuant to the appointment letter, is entitled to a director's fee of RMB200,000 per annum, as determined by the Board with reference to the recommendation from the remuneration committee of the Company having taken into account salaries paid by comparable companies, time commitment and responsibilities of the Director, the remuneration policy of the Company and performance of the Group. He is subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

There is no information which is discloseable nor is/was Mr. Ho involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ho's re-election that need to be brought to the attention of the Shareholders.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(4) MR. LU POCHIN CHRISTOPHER

Mr. Lu Pochin Christopher (盧伯卿), aged 60, has been appointed as an independent non-executive Director of the Company since 18 September 2016. He is also the chairman of the Audit Committee and a member of the Nomination Committee of the Company. Mr. Lu worked at Deloitte Touche Tohmatsu for approximately 30 years from 1981, where he served in various positions, including chief executive officer of Deloitte Huayong Certified Public Accountants, managing partner of Eastern China Region, co-chairman of China Service Group, and the managing partner of the client and market strategy department. Since March 2015, Mr. Lu has served an executive director of FIT Hon Teng Limited, a company incorporated in the Cayman Islands under the name of Foxconn Interconnect Technology Limited, and engaged in the manufacture, sales and service of information technology products which is listed on the Stock Exchange (stock code: 6088) since 13 July 2017, and since August 2015, Mr. Lu has served as an independent director of Greenland Holdings Corporation Limited (綠地控股集團股份有限公司), a real property development company which is listed on the Shanghai Stock Exchange (Stock Code: 600606). He has also served as an independent non-executive director of Pantronics Holdings Limited (桐成控股有限公司), a manufacturer in the electronic manufacturing services industry which is listed on the Stock Exchange (stock code: 1611) from October 2016 to October 2018.

Mr. Lu has been a member of the American Institute of Certified Public Accountants since November 1988, and he is also a member of the Shanghai Institute of Certified Public Accountants. Mr. Lu graduated from the University of Illinois at Urbana-Champaign, USA, in January 1980 with a bachelor's degree of science majoring in accountancy, and in January 1981 with a master's degree in accounting science. He was presented with the Magnolia Silver Award by the Shanghai Municipal People's Government in 2003, and the Magnolia Gold Award by the Shanghai Municipal People's Government in 2005.

Mr. Lu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, he does not hold other position in the Company or other members of the Group. As at the Latest Practicable Date, Mr. Lu did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Lu has entered into an appointment letter with the Company for a fixed term of three years commencing from 18 September 2016. Mr. Lu, pursuant to the appointment letter, is entitled to a director's fee of RMB500,000 per annum, as determined by the Board with reference to the recommendation from the Remuneration Committee having taken into account salaries paid by comparable companies, time commitment and responsibilities of the Director, the remuneration policy of the Company and performance of the Group. He is subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

There is no information which is discloseable nor is/was Mr. Lu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lu's re-election that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting 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 609,050,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 609,050,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 60,905,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share 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.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its memorandum and articles of association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

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 audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2019) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2018		
July	8.99	7.78
August	8.36	6.75
September	8.35	6.70
October	7.43	5.61
November	8.10	6.18
December	9.02	7.77
2019		
January	9.30	7.52
February	8.97	7.89
March	8.85	8.23
April	8.51	7.61
May	7.98	6.98
June	7.50	6.73
July (<i>up to and including the Latest Practicable Date</i>)	7.59	6.66

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of 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 do so in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Chairman Liu and Kouunn Holdings, the controlling shareholders of the Company, together control the exercise of voting rights of 324,227,100 Shares representing approximately 53.23% of the total issued share capital of the Company. In the event that the Directors exercised the proposed Repurchase Mandate in full, the aggregate shareholding of Chairman Liu and Kouunn Holdings would be increased to approximately 59.20% of the issued share capital of the Company. The Directors consider that such increase in shareholding would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



Honma Golf Limited

本間高爾夫有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6858)

NOTICE OF 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting (the “**Meeting**”) of Honma Golf Limited 本間高爾夫有限公司 (the “**Company**”) will be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 September 2019 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company (the “**Auditors**”) for the year ended 31 March 2019.
2. To declare a final dividend of JPY1.70 per share for the year ended 31 March 2019.
3. To re-elect the following retiring Directors, each as a separate resolution:
 - (a) To re-elect Mr. Liu Jianguo as Director.
 - (b) To re-elect Mr. Zuo Jun as Director.
 - (c) To re-elect Mr. Ho Ping-hsien Robert as Director.
 - (d) To re-elect Mr. Lu Pochin Christopher as Director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To re-appoint Ernst & Young as Auditors and to authorise the Board to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

- 7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (c) below, a general mandate be and is hereby generally and unconditionally granted to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to issue, allot and deal with additional shares of the Company (“**Shares**”) and to make or grant offers, agreements or options, which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares issued, allotted and dealt with or to be issued, allotted or dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or

NOTICE OF ANNUAL GENERAL MEETING

- (ii) 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 articles of association of the Company; or
- (iii) the exercise of options under the share option scheme of the Company; or
- (iv) any specific authority granted or to be granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“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).”

- 8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions 6 and 7 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to resolution 7 to exercise the powers of the Company to issue, allot and deal with additional shares of the

NOTICE OF ANNUAL GENERAL MEETING

Company be and is hereby extended by the addition thereto the aggregate number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 6, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

For and on behalf of the Board
Honma Golf Limited
本間高爾夫有限公司
LIU Jianguo
Chairman of the Board

26 July 2019

Notes:

1. All resolutions at the Meeting will be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and on a poll, vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. On a poll, every member present in person or by proxy shall have one vote for each share registered in his name in the register of members of the Company. On a show of hands, every member present in person shall have one vote.
3. In order to be valid, the 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 such power or authority, must be deposited at the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company’s Hong Kong share registrar no later than 10:00 a.m. on Tuesday, 10 September 2019 (Hong Kong time).
4. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

5. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 9 September 2019 to Thursday, 12 September 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 6 September 2019 (Hong Kong time).
6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Meeting), the register of members of the Company will be closed on Wednesday, 18 September 2019 during which day no transfer of shares will be registered. In order to be qualified for the proposed final dividend, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 17 September 2019 (Hong Kong time).

As at the date of this notice, the executive directors of the Company are Mr. LIU Jianguo (Chairman), Mr. ITO Yasuki, Mr. MURAI Yuji and Mr. ZUO Jun; the non-executive directors of the Company are Mr. YANG Xiaoping and Mr. Ho Ping-hsien Robert; and the independent non-executive directors of the Company are Mr. LU Pochin Christopher, Mr. WANG Jianguo and Mr. XU Hui.