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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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 **CMON 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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CMON LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1792)**

**PROPOSED APPOINTMENT OF AUDITOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of CMON Limited (the “**EGM**”) to be held at 201 Henderson Road #07/08-01, Apex @ Henderson, Singapore 159545 on Thursday, 27 August 2020 at 11:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://cmon.com>). Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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. before 11:00 a.m. on (Tuesday, 25 August 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM (or any adjournment thereof) if they so wish.

*This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.*

7 August 2020

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## DEFINITIONS

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

|                           |                                                                                                                                                                                                       |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Articles of Association” | the articles of association of the Company as amended, supplemented and otherwise modified from time to time                                                                                          |
| “Board”                   | the board of Directors                                                                                                                                                                                |
| “Company”                 | CMON Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability, with its Shares listed on the main board of the Stock Exchange                            |
| “Director(s)”             | the director(s) of the Company                                                                                                                                                                        |
| “EGM”                     | the extraordinary general meeting of the Company to be held at 201 Henderson Road #07/08-01, Apex @ Henderson, Singapore 159545 on Thursday, 27 August 2020 at 11:00 a.m., or any adjournment thereof |
| “EGM Notice”              | the notice for convening the EGM, which is set out on pages 6 to 7 of this circular                                                                                                                   |
| “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                                                                                                                         |
| “Latest Practicable Date” | 4 August 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular                                |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented, or otherwise modified from time to time                                                                |
| “Share(s)”                | ordinary share(s) of nominal value of HK\$0.00005 each in the capital of the Company                                                                                                                  |
| “Shareholder(s)”          | the holder(s) of the Share(s)                                                                                                                                                                         |

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## DEFINITIONS

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|------------------|-----------------------------------------|
| “Singapore”      | Republic of Singapore                   |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

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## LETTER FROM THE BOARD

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### CMON LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1792)**

*Executive Directors:*

Mr. Ng Chern Ann

*(Chairman and Joint Chief Executive Officer)*

Mr. David Doust

*(Joint Chief Executive Officer)*

Mr. Koh Zheng Kai

*Non-executive Director:*

Mr. Frederick Chua Oon Kian

*Independent non-executive Directors:*

Mr. Chong Pheng

Mr. Wong Yu Shan Eugene

Mr. Choy Man

*Registered office:*

Offices of Conyers Trust Company

(Cayman) Limited

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters and principal place  
of business:*

201 Henderson Road #07/08-01

Apex @ Henderson

Singapore 159545

*Registered place of business  
in Hong Kong:*

31/F., Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

7 August 2020

*To the Shareholders*

Dear Sir or Madam,

## **PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

### **1. INTRODUCTION**

The purpose of this circular is to give you the EGM Notice and the proposal regarding the appointment of auditor to be put forward at the EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED APPOINTMENT OF AUDITOR

As set out in the announcement of the Company dated 31 July 2020, PricewaterhouseCoopers (“PwC”) has retired as the auditor of the Company upon expiration of its current term of office at the close of the annual general meeting of the Company held on 31 July 2020 and the Board confirmed that there is no matter which is required to be brought to the attention of the Shareholders in relation to the retirement of PwC as auditor of the Company.

Reference is made to the announcement of the Company dated 4 August 2020, in which the Board has resolved, as recommended by the audit committee of the Company, to propose the appointment of ZHONGHUI ANDA CPA Limited as the new auditor of the Company following the retirement of PwC, to hold office until the conclusion of the next annual general meeting of the Company, subject to the passing of an ordinary resolution by the Shareholders at the EGM. The Board has also proposed to seek the approval of the Shareholders at the EGM to authorize the Board to determine the remuneration of ZHONGHUI ANDA CPA Limited.

### 3. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders’ entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 24 August 2020 to Thursday, 27 August 2020 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30p.m. on Friday, 21 August 2020.

### 4. EGM NOTICE

Set out on pages 6 to 7 of this circular is the EGM Notice at which, *inter alia*, ordinary resolution will be proposed to Shareholders to consider and approve the appointment of auditor.

### 5. FORM OF PROXY

A form of proxy is enclosed with this circular for use at the EGM. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://cmon.com>). Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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. before 11:00 a.m. on Tuesday, 25 August 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM (or any adjournment thereof) if they so wish and in such event the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 6. VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolution regarding the appointment of auditor, therefore none of the Shareholders is required to abstain from voting on such resolution.

Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution set out in the EGM Notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

### 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.

### 8. RECOMMENDATION

The Directors consider that the proposed resolution regarding the appointment of auditor is in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully  
By order of the Board  
**CMON Limited**  
**Ng Chern Ann**

*Chairman, Joint Chief Executive Officer and Executive Director*

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## EGM NOTICE

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### CMON LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1792)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “EGM”) of CMON Limited (the “Company”) will be held at 201 Henderson Road #07/08-01, Apex @ Henderson, Singapore 159545 on Thursday, 27 August 2020 at 11:00 a.m. for the following purpose:

1. To appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

By order of the Board

**CMON Limited**

**Ng Chern Ann**

*Chairman, Joint Chief Executive Officer and Executive Director*

Singapore, 7 August 2020

*Registered office:*

Offices of Conyers Trust Company  
(Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Registered place of business  
in Hong Kong:*

31/F., Tower Two, Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Headquarters and principal place  
of business:*

201 Henderson Road #07/08-01  
Apex @ Henderson  
Singapore 159545

**Notes:**

- (i) Resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules.



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## EGM NOTICE

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- (ii) A shareholder entitled to attend and vote at the EGM is entitled to appoint one proxy or if he/she/it holds two or more shares, more than one proxy to attend, speak and vote in his/her/it stead. A proxy does not need to be a shareholder 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.
- (iii) 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 of attorney or authority must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM (i.e. before 11:00 a.m. on Tuesday, 25 August 2020) or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- (iv) Delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (v) The register of members of the Company will be closed from Monday, 24 August 2020 to Thursday, 27 August 2020, both dates inclusive, in order to determine the eligibility of shareholders to attend and vote at the EGM, during which period no share transfer will be registered. To be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 21 August 2020.