

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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Honworld Group Limited (the “Company”), you should at once hand this circular and the accompanying proxy form 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 the transferee.

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Honworld Group Limited

老恒和釀造有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2226)

**PROPOSED RE-ELECTION OF
THE RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED
FOR MORE THAN NINE YEARS
AND
NOTICE OF THE 2022 ANNUAL GENERAL MEETING
OF THE COMPANY**

A notice convening an annual general meeting of the Company to be held at 10:00 a.m. on 30 December 2022 at Huzhou Hongcheng Kaiyuan Mingting Hotel (湖州鴻城開元名庭酒店), No. 855 Xiaoshan Road, Wuxing Area, Huzhou, Zhejiang, China is set out on pages 13 to 14 of this circular. A form of proxy for use at the 2022 AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hzlaohenghe.com).

Whether or not you are able to attend the 2022 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2022 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2022 AGM or any adjourned meeting thereof if they so wish.

* For identification purposes only

29 November 2022

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DEFINITIONS

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

“2022 AGM”	an annual general meeting of the Company to be held at 10:00 a.m. on 30 December 2022 at Huzhou Hongcheng Kaiyuan Mingting Hotel (湖州鴻城開元名庭酒店), No. 855 Xiaoshan Road, Wuxing Area, Huzhou, Zhejiang, China to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 14 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the 2022 AGM set out on pages 13 to 14 of this circular
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Law”	the Companies Law (as revised) of the Cayman Islands
“Company” or “We”	Honworld Group Limited, a company incorporated in the Cayman Islands with limited liability on 4 December 2012 and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 November 2022, 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 (as amended, modified or otherwise supplemented from time to time)
“PRC”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	ordinary share(s) of US\$0.0005 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States Dollars, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



Honworld Group Limited

老恒和釀造有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2226)

Executive Directors:

Mr. CHEN Wei (*Chairman*)

Mr. LIU Jianbin

Non-executive Director:

Mr. GU Wei

Independent non-executive Directors:

Mr. SHEN Zhenchang

Mr. NG Wing Fai

Mr. SUN Jiong

Registered office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

***Principal place of business
and head office in the PRC:***

Balidian Town

Food and Industrial Park

Wuxing District

Huzhou City

Zhejiang 313000

PRC

***Principal place of
business in Hong Kong:***

Room A5, 7/F

China United Plaza

1008 Tai Nan West Street

Kowloon, Hong Kong

29 November 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF
THE RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED
FOR MORE THAN NINE YEARS
AND
NOTICE OF THE 2022 AGM**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the 2022 AGM.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS

Pursuant to Article 83(3) of the Articles, any Director appointed by the Board to fill a casual vacancy on Board shall hold office until the first general meeting after his appointment and 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. Chen Wei, Mr. Liu Jianbin and Mr. Gu Wei shall retire at the 2022 AGM and, being eligible, offer themselves for re-election at the 2022 AGM.

Pursuant to Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Pursuant to Article 84(2) of the Articles, a retiring Director shall be eligible for re-election, and any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. As such, Mr. Shen Zhenchang shall retire at the 2022 AGM and, being eligible, offer himself for re-election at the 2022 AGM.

Pursuant to the code provision B.2.3 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules, any further appointment of independent non-executive Director serving for more than nine years should be subject to a separate resolution to be approved by the Shareholders. The Board has received from Mr. Shen an annual confirmation on his independence pursuant to the Listing Rules. Mr. Shen has served as a member of the Board for more than nine years. While this could be relevant to the assessment of independence, the Board is of the view that the independence of Mr. Shen cannot be solely determined by his period of service in the Company. In assessing his independence, the Board has considered his character and judgement with reference to his contribution to the Board. Over the years, Mr. Shen has provided valuable insights to the Board with his experience, expertise and knowledge, and the Company has benefited from his contribution and commitment. The Board is therefore of the view that Mr. Shen meets the independence criteria set out in Rule 3.13 of the Listing Rules and that he is able to continue to fulfil his role as an independent non-executive Director. The Board is satisfied that, taking into account, among others, the valuable insights, useful guidance and independent judgment provided to the Board by Mr. Shen, Mr. Shen is of such character, integrity and experience commensurate with office of an independent non-executive Director. Mr. Shen's professional background, knowledge and experience have also contributed to the diversity of the Board. Based on the above mentioned considerations, the Board, on the recommendation of the nomination committee of the Company, would recommend Mr. Shen for re-election at the 2022 AGM.

LETTER FROM THE BOARD

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The details of the above Directors proposed to be re-elected at the 2022 AGM are set out in Appendix I to this circular.

3. RE-APPOINTMENT OF COMPANY'S AUDITORS

Grant Thornton Hong Kong Limited will retire as auditors of the Group upon expiration of its current term of office at the close of the forthcoming 2022 AGM to be held on 30 December 2022.

On 16 November 2022, the Board resolved the re-appointment of Grant Thornton Hong Kong Limited as the auditors of the Group and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the 2022 AGM.

4. 2022 AGM AND PROXY ARRANGEMENT

A notice convening the 2022 AGM to be held at 10:00 a.m. on 30 December 2022 at Huzhou Hongcheng Kaiyuan Mingting Hotel (湖州鴻城開元名庭酒店), No. 855 Xiaoshan Road, Wuxing Area, Huzhou, Zhejiang, China is set out on pages 13 to 14 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2022 AGM. An announcement on the poll results will be published by the Company on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hzlaohenghe.com) after the 2022 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

You will find enclosed with this circular a form of proxy for use at the 2022 AGM and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hzlaohenghe.com). Whether or not you are able to attend the 2022 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it, 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, to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 scheduled for holding the 2022 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2022 AGM, in which case your proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

5. 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 misleading.

6. RECOMMENDATION

The Directors consider that all the ordinary resolutions as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the 2022 AGM as set out in the AGM Notice.

Your attention is drawn to the additional information set out in the appendices to this circular.

7. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlements to attend and vote at the 2022 AGM, the transfer books and the register of members of the Company will be closed from 23 December 2022 to 30 December 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to establish the right to attend and vote at the 2022 AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 22 December 2022.

8. MISCELLANEOUS

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

Yours faithfully
By Order of the Board
Honworld Group Limited
CHEN Wei
Chairman

The biographical details of the Directors proposed to be retired at the conclusion of the 2022 AGM and be proposed to be re-elected at the 2022 AGM are set out as follows:

1. Mr. Chen Wei (陳偉)

Position and experience

Mr. Chen Wei (陳偉), aged 44, is the chairman of the Board and the executive Director. He is primarily responsible for our Group's overall strategic planning, recipes use and control, distribution network expansion and overall business operations.

Mr. Chen has been the chairman of the board of directors of Huzhou Wuxing City Investment Development Group Limited* (湖州吳興城市投資發展集團有限公司) (“**Huzhou Wuxing City**”) since September 2017. Huzhou Wuxing City is a stated-owned enterprise principally engaging in the business of urban infrastructure construction, agricultural development, mine ecological development, land development and the management of social facilities. From August 2012 to September 2017, Mr. Chen worked at Zhejiang Province Huzhou Municipality Nantaihu High Technology Industrial Park Management Committee* (浙江省湖州市南太湖高新技術產業園區管理委員會) with his last position as the director of the management committee.

Mr. Chen received a diploma of agricultural economic management (financial management in township enterprise) from the Zhejiang University in June 1999 and a Bachelor's degree of political ideology from the Party School of the Central Committee of Chinese Communist Party in December 2002. From September 2010 to January 2014, he pursued a part-time postgraduate study of the Master's degree of Marxist Philosophy from the Party School of the Zhejiang Province of Chinese Communist Party.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen does not hold any other positions with any members of the Group, and has not held any other directorships in any other listed public companies in the last three years.

Length of service

The Company has entered into a service agreement with Mr. Chen for a term of three years commencing from 11 September 2020. Mr. Chen is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

As far as the Directors are aware, Mr. Chen does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Share

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen did not hold any interest or was deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service agreement, Mr. Chen will not receive any remuneration and director's fee for acting as an executive Director. For the year ended 31 December 2021, no emoluments has been paid to Mr. Chen. The above emoluments of Mr. Chen have been determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

Other Information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Chen to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

2. Mr. Liu Jianbin (劉建鑛)**Position and experience**

Mr. Liu Jianbin (劉建鑛), aged 45, is our executive Director and chief executive officer. Mr. Liu is also the director of a number of subsidiaries of the Company. Mr. Liu is primarily responsible for the management of our Group's financing activities and assisting Mr. Chen to manage the overall business operations. He has been the manager of financing department of Huzhou Laohenghe Brewery Co., Limited* (湖州老恒和釀造有限公司) since September 2019. Before joining the Group, Mr. Liu worked in Bank of China Huzhou Branch from August 1998 to March 2008, during which he successively served as an account manager of the business department, an account manager of the asset security department and an intermediate manager of the business department. Subsequently, Mr. Liu served as a general manager of the company business department of Shanghai Pudong Development Bank Huzhou Branch from April 2008 to January 2013, and a general manager of the small and medium enterprise department and the sales department of Huaxia Bank Huzhou Branch successively from February 2013 to June 2014. Mr. Liu was the president of Huaxia Bank Zhili Branch during July 2014 to September 2015, and then worked as a deputy general manager of the risk management department of Huaxia Bank Huzhou Branch. Mr. Liu served as a general manager of Huzhou SME Financial Service Center from June 2016 to August 2018 and a managing director of Zhejiang Guohan Yingjia Asset Management Co., Ltd* (浙江國瀚贏家資產管理有限公司) from August 2018 to September 2019. Mr. Liu obtained a bachelor's degree from Southwest Normal University (西南師範大學) in October 2004.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu does not hold any other positions with any members of the Group, and has not held any other directorships in any other listed public companies in the last three years.

Length of service

Pursuant to the service agreement entered into between the Company and Mr. Liu, his initial current term of office is from 2 February 2021 and for a term of 3 years. Mr. Liu is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

As far as the Directors are aware, Mr. Liu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Share

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Liu did not hold any interest or was deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service agreement, Mr. Liu is entitled to a fixed director fee. For the year ended 31 December 2021, Mr. Liu's annual remuneration and other benefits amounted to RMB385,000 has been paid to him. The above emoluments of Mr. Liu have been determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

Save as disclosed above, Mr. Liu did not receive other emoluments for the year ended 31 December 2021.

Other Information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Liu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

3. Mr. Gu Wei (顧偉)

Position and experience

Mr. Gu Wei (顧偉), aged 38, is our non-executive Director and a member of the audit committee of the Company. Mr. Gu has served as vice president of Lunar Capital Partners IV L.P. (“**Lunar Capital**”) and head of the risk control department since April 2020. Lunar Capital is a leading private equity fund focusing on consumer market in China and a substantial shareholder of the Company. Mr. Gu focuses on due diligence in investment related fields in the consumer and retail industries, corporate risk control and internal control. Before joining Lunar Capital, Mr. Gu worked in the Beijing Municipal Public Security Bureau, where he led a team to investigate domestic related economic cases and other major cases, and was awarded the Capital Labor Medal* (首都勞動獎章). Mr. Gu obtained a bachelor’s degree in investigation from the People’s Public Security University of China (中國人民公安大學) in July 2007 and a master’s degree in public management from Beijing Normal University (北京師範大學) in July 2013.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gu does not hold any other positions with any members of the Group, and has not held any other directorships in any other listed public companies in the last three years.

Length of service

Pursuant to the appointment letter entered into between the Company and Mr. Gu, his initial current term of office is from 2 September 2020 and for a term of 3 years. Mr. Gu is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

As far as the Directors are aware, and saved as disclosed above, Mr. Gu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Share

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Gu did not hold any interest or was deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the appointment letter, Mr. Gu is not entitled to any director's fee. For the year ended 31 December 2021, no emoluments has been paid to him. The above emoluments of Mr. Gu have been determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

Other Information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Gu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Gu that need to be brought to the attention of the Shareholders.

4. Mr. Shen Zhenchang (沈振昌)**Position and experience**

Mr. Shen Zhenchang (沈振昌), aged 76, is our independent non-executive Director. Mr. Shen is also the chairman of the remuneration committee, and a member of the nomination committee, and a member of the audit committee of the Company. Mr. Shen has more than 40 years of experience in the rice wine industry. From 1971 to 2006, Mr. Shen worked with China Shaoxing Rice Wine Group (中國紹興黃酒集團有限公司) (previously known as Shaoxing City Rice Wine Corporation (紹興市釀酒總公司)). Before his retirement from China Shaoxing Rice Wine Group in 2006, Mr. Shen was the director of its office and general affairs department.

Mr. Shen is a member of China Brewing Industry Association (rice wine branch) (中國釀酒工業協會黃酒分會), where he has been the deputy council director and secretary general since 2000.

Additionally, Mr. Shen served as a member of National Wine Brewing Standard Technology Committee (全國釀酒標準化技術委員會), a judge at the reviewing committee of China Alcoholic Drinks Association Science Technology Award (中國酒業協會科學技術獎), and the deputy director of the editorial board of China Rice Wine magazine (《中國黃酒》). He currently works as a senior consultant of China Alcoholic Drinks Association (rice wine branch) (中國酒業協會黃酒分會).

Length of service

Pursuant to the Director's service contract entered into between the Company and Mr. Shen, his initial current term of office is for a period of three years and shall be automatically renewed upon expiry, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. Mr. Shen is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Relationships

As far as the Directors are aware, Mr. Shen does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Share

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Shen was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, Mr. Shen is entitled to a fixed director's fee. For the year ended 31 December 2021, a sum of RMB60,000 has been paid to Mr. Shen. The above emoluments of Mr. Shen have been determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

Other Information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Shen to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Shen that need to be brought to the attention of the Shareholders.

NOTICE OF THE 2022 AGM



Honworld Group Limited

老恒和釀造有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2226)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Honworld Group Limited (the “**Company**”) will be held at 10:00 a.m. on 30 December 2022 at Huzhou Hongcheng Kaiyuan Mingting Hotel (湖州鴻城開元名庭酒店), No. 855 Xiaoshan Road, Wuxing Area, Huzhou, Zhejiang, China for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt 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 December 2020.
2. The receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and Auditors for the year ended 31 December 2021.
3. To re-appoint Grant Thornton Hong Kong Limited as Auditors and the board of Directors of the Company be authorized to fix their remuneration.
4.
 - (a) To re-elect Mr. Chen Wei as an executive Director.
 - (b) To re-elect Mr. Liu Jianbin as an executive Director.
 - (c) To re-elect Mr. Gu Wei as a non-executive Director.
 - (d) To re-elect Mr. Shen Zhenchang who has served for more than nine years as an independent non-executive Director.
5. To authorize the board of Directors of the Company to fix the respective Directors’ remuneration.

By Order of the Board
Honworld Group Limited
CHEN Wei
Chairman

Hong Kong, 29 November 2022

* *For identification purposes only*

NOTICE OF THE 2022 AGM

As at the date of this notice, the executive Directors are Chen Wei and Liu Jianbin; and the non-executive Director is Gu Wei; and the independent non-executive Directors are Shen Zhenchang, Ng Wing Fai and Sun Jiong.

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. 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 at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 the Meeting or any adjournment thereof. 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.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned Meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. For the purpose of determining shareholders' entitlements to attend and vote at the Meeting, the register of members of the Company will be closed from 23 December 2022 to 30 December 2022 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m., on 22 December 2022.
7. Details of the retiring directors proposed to be re-elected as Directors at the Meeting are set out in Appendix I to the circular of the Company dated 29 November 2022 to its shareholders.
8. A form of proxy for use at the Meeting is enclosed.