

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



宏华集团
HONGHUA GROUP

Honghua Group Limited

宏華集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock code: 196)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Honghua Group Limited (the “**Company**”) will be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 17 April 2023 at 10 a.m. for the following purposes and to consider and, if thought fit, pass with or without amendments, the following resolutions. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 March 2023:

ORDINARY RESOLUTIONS

1. THE DONGFANG SUBSCRIPTION AND THE GRANT OF THE DONGFANG SPECIFIC MANDATE

“**THAT**

- (a) the Dongfang Subscription Agreement dated 18 January 2023 entered into between the Company as issuer and Dongfang Investment as subscriber, pursuant to which the Company has conditionally agreed to allot and issue, and Dongfang Investment has conditionally agreed to subscribe for, a total of 4,000,000,000 Dongfang Subscription Shares at the Dongfang Subscription Price of HK\$0.2418 per Dongfang Subscription Share for a total subscription price of HK\$967,200,000 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Board be and is hereby granted with the Dongfang Specific Mandate to allot and issue the Dongfang Subscription Shares in accordance with the terms and conditions of the Dongfang Subscription Agreement; and

- (c) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Dongfang Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. THE GRANT OF THE CHENGTONG SPECIFIC MANDATE

“**THAT** the Board be and is hereby granted with the Chengtong Specific Mandate to allot and issue the Chengtong Subscription Shares in accordance with the terms and conditions of the Chengtong Subscription Agreement.”

3. SPECIAL DEAL

“**THAT** conditional upon the Executive granting consent, the Chengtong Subscription, which constitutes a special deal under Rule 25 of the Takeovers Code, be and is hereby approved, confirmed and ratified.”

4. RE-ELECTION OF A DIRECTOR

“**THAT** Mr. Wang Xu be and is hereby re-elected as executive Director, and the Board be and is hereby authorised to fix the remuneration of Mr. Wang Xu.”

SPECIAL RESOLUTION

5. THE WHITEWASH WAIVER

“**THAT**

(a) subject to and conditional upon:

- (i) the passing of ordinary resolution numbered (1); and
- (ii) the granting of the Whitewash Waiver by the Executive and fulfilment of any conditions that may be imposed thereon,

the waiver from the obligation on the part of Dongfang Investment to make a general offer for all the issued Shares and other securities of the Company which may otherwise arise as a result of the completion of the Dongfang Subscription pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code be and is hereby approved; and

- (b) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Whitewash Waiver or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By order of the Board
Honghua Group Limited
Wang Xu
Chairman

PRC, 23 March 2023

Notes:

- (1) All resolutions at the meeting 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 Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not 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.
- (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 certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. before 10 a.m. on Saturday, 15 April 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 12 April 2023 to Monday, 17 April 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 April 2023.
- (5) References to times and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive directors of the Company are Mr. Wang Xu (Chairman) and Mr. Zhu Hua; the non-executive directors of the Company are Mr. Zhang Mi and Mr. Yang Yong; and the independent non-executive directors of the Company are Mr. Chen Guoming, Ms. Su Mei, Mr. Chang Qing, Mr. Wei Bin and Mr. Zhang Shiju.