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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Honworld Group Limited.*



**WUXING CITY INVESTMENT HK  
COMPANY LIMITED**  
*(Incorporated in Hong Kong with limited liability)*

**Honworld Group Limited**  
**老恒和釀造有限公司\***  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2226)**

## **JOINT ANNOUNCEMENT**

- (1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER  
BY CLSA LIMITED FOR AND ON BEHALF OF  
WUXING CITY INVESTMENT HK COMPANY LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
HONWORLD GROUP LIMITED (OTHER THAN THOSE  
ALREADY OWNED OR AGREED TO BE ACQUIRED BY  
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT);  
(2) RESULTS OF THE OFFER;  
(3) SETTLEMENT OF THE OFFER;  
AND  
(4) PUBLIC FLOAT OF THE COMPANY**

**Exclusive Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



References are made to (i) the composite offer and response document dated 10 November 2023 (the “**Composite Document**”) jointly issued by Wuxing City Investment HK Company Limited (the “**Offeror**”) and Honworld Group Limited (the “**Company**”); and (ii) the announcement dated 1 December 2023 jointly issued by the Offeror and the Company in relation to, among other things, the Offer becoming unconditional in all respects. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 15 December 2023. The Offer has not been revised or extended.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. (Hong Kong time) on Friday, 15 December 2023, being the latest time and date for acceptance of the Offer, the Offeror had received valid acceptances in respect of a total of 82,702,100 Offer Shares under the Offer (the “**Acceptance Shares**”), representing approximately 14.29% of the entire issued share capital of the Company as at the date of this joint announcement.

## **SETTLEMENT OF THE OFFER**

Remittances in respect of the cash consideration for the Offer Shares (after deducting seller’s ad valorem stamp duty in respect of acceptance of the Offer) tendered under the Offer have been/will be despatched by ordinary post to the address specified on the relevant Independent Shareholder’s Form of Acceptance at his/her/its own risk as soon as possible, but in any event no later than seven Business Days after the date of receipt by the Registrar of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer is Thursday, 28 December 2023.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately prior to the Enforcement Action which took place on 28 September 2023 and the commencement of the Offer Period, the Offeror and parties acting in concert with it owned 918,000 Shares, representing approximately 0.16% of the total issued share capital of the Company as at the date of this joint announcement.

Immediately after the Enforcement Action, the Offeror and parties acting in concert with it owned 230,342,000 Shares, representing approximately 39.80% of the total issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer, and taking into account the 82,702,100 Acceptance Shares, the Offeror and parties acting in concert with it owned an aggregate of 313,044,100 Shares, representing approximately 54.09% of the total issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, neither the Offeror nor any parties acting in concert with it (i) held, owned or had control or direction over any voting rights or rights over Shares, convertible securities, warrants, options or derivatives of the Company immediately before the commencement of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares since the commencement of the Offer Period and up to the date of this joint announcement; or (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company since the commencement of the Offer Period and up to the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately after the Enforcement Action; and (ii) immediately after the close of the Offer (assuming that the transfer to the Offeror of all Acceptance Shares has been completed) and as at the date of this joint announcement:

Shareholders	Immediately after the Enforcement Action		Immediately after the close of the Offer (assuming that the transfer to the Offeror of all Acceptance Shares has been completed) and as at the date of this joint announcement	
	Number of Shares	approx. %	Number of Shares	approx. %
Offeror	230,342,000	39.80	313,044,100	54.09
Mr. Chen Weizhong ( <i>Note 1</i> )	56,276,750	9.72	56,276,750	9.72
— Key Shine ( <i>Note 1</i> )	53,594,750	9.26	53,594,750	9.26
— Mr. Chen Weizhong	2,682,000	0.46	2,682,000	0.46
Natural Seasoning	60,000,000	10.37	—	—
Hwabao Trust Company Limited (as Hwabao Overseas Markets Investment No. 2 QDII Single Unit Trust Plan 32–8) ( <i>Note 2</i> )	72,625,000	12.55	72,625,000	12.55
Other Shareholders	159,506,250	27.56	136,804,150	23.64
<b>Total</b>	<b>578,750,000</b>	<b>100.00</b>	<b>578,750,000</b>	<b>100.00</b>

Notes:

1. The entire issued share capital of Key Shine is legally and beneficially owned by Mr. Chen Weizhong.
2. Based on the disclosure of interest form filed on 7 September 2020, Hwabao Trust Company Limited (as Hwabao Overseas Markets Investment No. 2 QDII Single Unit Trust Plan 32–8) (華寶信託有限責任公司(作為華寶境外市場投資2號系列32–8期QDII單一資金信託計劃)) (“**Hwabao Trust**”) is entrusted by Chongqing Zhongxin Rongbang Investment Center (Limited Partnership) (重慶中新融邦投資中心(有限合夥)) (“**Chongqing Zhongxin (LLP)**”), which is managed by Tibet Zhongxin Ruiyin Investment Management Co., Ltd. (西藏中新睿銀投資管理有限公司) (“**Tibet Zhongxin**”).

Tibet Zhongxin is controlled by China Innovative Capital Management Limited (中新融創資本管理有限公司) (“**China Innovative Capital**”), as to 100%. China Innovative Capital is controlled by Beijing Zhonghai Jiacheng Capital Management Limited (北京中海嘉誠資本管理有限公司) (“**Beijing Zhonghai Jiacheng**”), as to 40.8%. Beijing Zhonghai Jiacheng is controlled by Zhonghai Shengfeng (Beijing) Capital Management Co., Ltd. (中海晟豐(北京)資本管理有限公司) (“**Zhonghai Shengfeng**”), as to 90.00%. By virtue of the SFO, each of Zhonghai Shengfeng, Beijing Zhonghai Jiacheng, China Innovative Capital, Tibet Zhongxin, Chongqing Zhongxin (LLP) is deemed to be interested in the Shares held by Hwabao Trust by virtue of the SFO.

## **PUBLIC FLOAT OF THE COMPANY**

Immediately after the close of the Offer and as at the date of this joint announcement, subject to completion of the transfer of the Acceptance Shares to the Offeror, 193,080,900 Shares, representing approximately 33.36% of the total issued share capital of the Company, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

By order of the board of directors of  
**Wuxing City Investment HK Company Limited**  
**Shen Qianyun**  
*Director*

By order of the board of directors of  
**Honworld Group Limited**  
**Chen Wei**  
*Chairman*

Hong Kong, 15 December 2023

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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. Shen Qianyun (沈倩雲) and Ms. Yao Lan (姚藍), and the directors of Wuxing City Investment are Mr. Chen Wei (陳偉), Mr. Ni Haichao (倪海潮), Mr. Cao Jianqiang (曹建強) and Mr. Zhu Bing (朱冰).*

*The directors of the Offeror and the directors of Wuxing City Investment jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that, to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.*

\* For identification purposes only