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 licenced securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in World Houseware (Holdings) Limited, you should at once hand this circular, together with the enclosed form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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世界（集團）有限公司
WORLD HOUSEWARE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 713)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, (2) RE-ELECTION OF RETIRING DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of World Houseware (Holdings) Limited to be held at the Jade Room, 6th Floor, The Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong at 3:30 p.m. on Tuesday, 23 June 2026, is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the annual general meeting or any adjourned meeting should you so wish.

Hong Kong, 28 April 2026

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

"Annual General Meeting"	the annual general meeting of the Company to be held at the Jade Room, 6th Floor, The Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong at 3:30 p.m. on Tuesday, 23 June 2026 and any adjournment thereof
"Articles of Association"	the articles of association of the Company
"associates"	has the same meaning as defined in the Listing Rules
"Board"	the board of Directors of World Houseware (Holdings) Limited
"Company"	World Houseware (Holdings) Limited, a company incorporated in the Cayman Islands and whose shares are listed on the Stock Exchange
"Directors"	the directors of the Company from time to time
"General Mandates"	the Share Issue Mandate and the Repurchase Mandate
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	21 April 2026 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted at the Annual General Meeting to the Directors to exercise all the powers of the Company to repurchase Shares

"SFO"	Securities and Futures Ordinance
"Share Issue Mandate"	a general and unconditional mandate proposed to be granted at the Annual General Meeting to the Directors to exercise all the powers of the Company to issue, allot and otherwise deal with new Shares
"Shareholder(s)"	shareholder(s) of the Company
"Shares"	ordinary shares of HK$0.10 each in the capital of the Company, and "Shareholders" shall be construed accordingly
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Code on Takeovers and Mergers and Share Repurchases
"HK$" and "cents"	Hong Kong dollars and cents respectively

世界（集團）有限公司
WORLD HOUSEWARE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 713)

Executive Directors:
Mr. Lee Tat Hing *(Chairman)*
Ms. Fung Mei Po *(Chief Executive Officer)*
Mr. Lee Chun Sing
Mr. Lee Kwok Sing Stanley
Mr. Leung Cho Wai
Mr. Tsui Chi Yuen
Mr. Lee Hon Sing Alan

Non-executive Directors:
Mr. Cheung Tze Man Edward
Ms. Lee Ka Yee

Independent Non-executive Directors:
Mr. Tsui Chi Him Steve
Mr. Ho Tak Kay
Mr. Hui Chi Kuen Thomas
Ms. Tsang Wing Yee
Ms. Hong Ting

Registered office:
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Head office and principal place of business in Hong Kong:
Flat A, 18th Floor
Bold Win Industrial Building
16-18 Wah Sing Street
Kwai Chung
New Territories
Hong Kong

28 April 2026

To the Shareholders

Dear Sir/Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, (2) RE-ELECTION OF RETIRING DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the Annual General Meeting which has been convened for the purpose of considering and if thought fit, approving, inter alia:

(1) the grant of the Share Issue Mandate and Repurchase Mandate to Directors to issue new Shares and repurchase Shares;

(2) re-election of retiring Directors

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

(1) GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE ITS OWN SHARES

At the last annual general meeting of the Company held on 10 June 2025, the Directors were granted a general mandate to allot and issue Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the Annual General Meeting. The Directors propose to seek the approval of the Shareholders at the Annual General Meeting by way of passing ordinary resolutions for the grant of:

– the Share Issue Mandate to issue Shares up to a maximum of 20% of the Shares in issue as at the date of passing of the relevant resolution; which represent 158,423,484 shares as at the Latest Practicable Date; and

– the Repurchase Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of passing of the relevant resolution.

Whilst the Directors do not presently intend to repurchase any Shares, they believe that the flexibility afforded by the Repurchase Mandate, if the ordinary resolution granting it is passed, would be beneficial to the Company.

As at the Latest Practicable Date, the issued share capital of the Company was 792,117,421 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 79,211,742 Shares during the period up to the next annual general meeting in 2027 or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

REASONS FOR REPURCHASE

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets of the Company and/or earnings and/or dividend per Share.

FUNDING OF REPURCHASES

Repurchases must be funded out of funds legally available for the purpose in accordance with the articles of association of the Company and the laws of the Cayman Islands, being profits available for distribution and the proceeds of a fresh issue of shares made for the purpose of the repurchase and it is envisaged that the funds required for any repurchase would be derived from such sources.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements as at 31 December 2025) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose 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.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their associates, has any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company, or that he has undertaken not to sell any Shares held by him to the Company, in the event that the Repurchase Mandate is granted by the Shareholders at the Annual General Meeting and is exercised.

SHARE PURCHASE MADE BY THE COMPANY

There have been no repurchases of Shares by the Company during the six months prior to the date of this document (whether on the Stock Exchange or otherwise).

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands so far as the same may be applicable.

TAKEOVERS CODE CONSEQUENCES AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Goldhill Profits Limited ("**Goldhill**") is holding 280,895,630 Shares representing approximately 35.46% of the entire issued Shares of the Company and Lees International Investments Limited ("**Lees International**") is holding 28,712,551 Shares representing approximately 3.62% of the entire issued Shares of the Company. Assuming the Repurchase Mandate is exercised in full and there is not any issue of new Shares by the Company, the shareholding of Goldhill will be increased to 39.40% of the entire issued Shares of the Company and the shareholding of Lees International will be increased to 4.03% of the entire issued Shares. In the opinion of the Directors, such increase of Goldhill may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the repurchase proposal to such an extent as would result in takeover obligations. Apart from Goldhill and Lees International, the Directors are not aware of any Shareholder, or group of Shareholders acting in concert who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchases Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

	Share prices	
	Highest	***Lowest***
	HK$	*HK$*
2025		
April	0.520	0.435
May	0.540	0.480
June	0.520	0.485
July	0.520	0.485
August	0.495	0.465
September	0.520	0.430
October	0.480	0.445
November	0.470	0.400
December	0.455	0.400
2026		
January	0.435	0.390
February	0.450	0.400
March	0.425	0.350
April (up to and including the Latest Practicable Date)	0.385	0.355

ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is enclosed and whether you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar in Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time limit fixed for holding the Annual General Meeting or any adjournment thereof. Completion of the form of proxy and returning it to the Company will not preclude you from attending, and voting at, the Annual General Meeting or any adjournment thereof if you so wish.

VOTING BY WAY OF POLL

Pursuant to Rules 13.39(4) of the Listing Rules, all votes of shareholders at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

(2) RE-ELECTION OF RETIRING DIRECTORS

According to Article 116 of the existing Articles of Association, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, at the Annual General Meeting, Mr. Lee Hon Sing Alan, Ms. Lee Ka Yee, Mr. Ho Tak Kay, Ms. Tsang Wing Yee and Ms. Hong Ting shall retire office by rotation and being eligible, each of them will offer himself/herself for re-election as Directors. At the Annual General Meeting, ordinary resolution will be proposed to re-elect them as Directors. Brief biographies details of service contracts and declarations of each of them are as follows:

Mr. Lee Hon Sing Alan, aged 62, is the Executive Director of the Company and the son of Mr. Lee Tat Hing, the Chairman of the Company. Mr. Lee is responsible for the administration, management and production of the production plant in the PRC. He joined the Group in 1989 and is very experienced in factory management. As at the Latest Practicable Date, other than as disclosed in the annual report for the year ended 31 December 2025, Mr. Lee does not have any other interests in shares of the Company within the meaning of Part XV of the SFO, nor any relationships with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Lee does not hold any directorship in any other listed public companies in the past three years.

A service contract has been entered into between Mr. Lee and the Company for a term of three years, commencing from 1 July 2023 with an annual remuneration of HK$2,160,000 and any payment which is of a gratuitous nature and payable at the discretion of the Company for the years (if any). For the year ended 31 December 2025, the total emoluments paid by the Company amounts to HK$2,278,000.

Mr. Lee has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no any other matters that need to be brought to the attention of the Shareholders of the Company or disclosed pursuant to Rule 13.51(2) of the Listing Rule.

Ms. Lee Ka Yee, aged 33, is the Non-executive Director of the Company and the daughter of Mr. Lee Tat Hing, the Chairman of the Company. Ms. Lee is a Practising Solicitor in Hong Kong. She graduated from University of Warwick of the United Kingdom in Bachelor of Laws, also obtained Postgraduate Certificate of Laws by City University of Hong Kong and Master of Laws in Corporate and Financial Law by University of Hong Kong. Ms. Lee has diverse experience of legal affairs and compliance by working in the industry of banking, law firm and publicly listed company in Hong Kong. She joined the Group in 2023. She is also a member to the Remuneration Committee, Nomination Committee, Audit Committee and Risk Committee of the Company. As at the Latest Practicable Date, other than as disclosed in the annual report for the year ended 31 December 2025, Ms. Lee does not have any other interests in shares of the Company within the meaning of Part XV of the SFO, nor any relationships with any directors, senior management or substantial or controlling shareholders of the Company. Ms. Lee does not hold any directorship in any other listed public companies in the past three years.

A service contract has been entered into between Ms. Lee and the Company for a term of three years, commencing from 1 July 2023 with an annual remuneration of HK$198,000 and any payment which is of a gratuitous nature and payable at the discretion of the Company for the years (if any). For the year ended 31 December 2025, the total emoluments paid by the Company amounts to HK$198,000.

Ms. Lee has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no any other matters that need to be brought to the attention of the Shareholders of the Company or disclosed pursuant to Rule 13.51(2) of the Listing Rule.

Mr. Ho Tak Kay, aged 69, the Independent Non-executive Director of the Company. He is a fellow member of the Association of Chartered Certified Accountants as well as the Hong Kong Institute of Certified Public Accountants. He had worked in certain international accounting firms before and has over 30 years' experience in audit, accounting and financial fields. Mr. Ho joined the Group in 2004. As at the Latest Practicable Date, Mr. Ho does not have any interests in shares of the Company within the meaning of Part XV of the SFO nor any relationships with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Ho is currently a member of the audit committee, remuneration committee, nomination committee and risk committee of the Company.

Mr. Ho would have served the Board for more than twenty years if he is re-elected at the Annual General Meeting. Mr. Ho does not hold any issued share capital of the Company. He has never received any interest in any securities of the Company as a gift, or by means of other financial assistance, from a connected person or the Company itself save and except that he has entered into a service agreement with the Company for a period of three years commencing from 13 June 2024 with an annual fee of HK$198,000, which is determined by the Board with reference to Mr. Ho's duties and responsibilities with the Company and the prevailing market condition. For the year ended 31 December 2025, the total emoluments paid by the Company to Mr. Ho amounts to HK$198,000. He is not a director, partner or principal nor an employee of a professional adviser which currently provides or has within one year immediately prior to the date of his appointment provided services to the Company or any of their respective subsidiaries or connected persons; or any person who was a controlling shareholder or, any person who was the chief executive or a director (other than an independent non-executive director) of the Company within one year immediately prior to the date of his appointment. He has no material interest in any principal business activity of nor is involved in any material business dealings with the Company, its holding company or their respective subsidiaries or with any connected persons of the Company. He is not on the board specifically to protect the interest of an entity whose interests are not the same as those of the shareholders as a whole. He is or was not connected with a director, the chief executive or a substantial shareholder of the Company within two years immediately prior to the date of his appointment. Mr. Ho has never held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group nor any relationships with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Ho does not hold any directorship in any other listed public companies in the past three years. He is not financially dependent on the Company, its holding company or any of their respective subsidiaries or connected persons of the Company. Mr. Ho has also provided an annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee of the Board (with Mr. Ho abstaining from opining on the same) has also made an assessment and submission to the board that it is fully satisfied that Mr. Ho meets the requirements of the independence as set out in Rule 3.13 of the Listing Rules and it came to a conclusion that Mr. Ho continues to be independent. Accordingly, the Board considers that there is no evidence that the independence of Mr. Ho, especially in terms of exercising independent judgment and objective challenges to the management has been or will be in any way compromised or affected. The Board is confident that Mr. Ho will continue to make valuable contribution to the Company by providing his balanced and objective views to the Board. The Board therefore comes to the views that Mr. Ho should be re-elected for a further term at the Annual General Meeting.

Mr. Ho has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no any other matters that need to be brought to the attention of the Shareholders of the Company or disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. Tsang Wing Yee, aged 54, is the Independent Non-executive Director of the Company. She is currently the Managing Director and a responsible officer of Crescendo Capital Limited, a licensed corporation permitted to carry out Type 6 (advising on corporate finance) regulated activities under the SFO (Chapter 571 of the laws of Hong Kong). She is responsible for the overall management of the company and the provision of financial advisory services to clients. She is a Chartered Financial Analyst Charterholder, a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a Registered Business Valuer of the Hong Kong Business Valuation Forum. Ms. Tsang attained a bachelor's degree in business administration from The University of Hong Kong and a master's degree of science in financial management from The University of London. She has been a licensed person permitted to carry out type 6 (advising on corporate finance) regulated activities under the SFO since August 2003. Ms. Tsang has extensive experience in corporate finance, investment and corporate management. She joined the Group in 2023. Ms. Tsang is also a member of the Remuneration Committee, Nomination Committee, Audit Committee and Risk Committee of the Company.

As at the Latest Practicable Date, Ms. Tsang is an Independent Non-executive Director of Mi Ming Mart Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 8473), Wai Kee Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 610) and C&D Newin Paper & Pulp Corporation Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 731). Save as aforementioned, Ms. Tsang (i) did not hold any directorship in the last three years immediately prior to the Latest Practicable Date in any public company the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company or other member of the Group; (iii) has no relationships with any Director, senior management or substantial shareholder or controlling shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Tsang has also provided an annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules.

A service contract has been entered into between Ms. Tsang and the Company for a term of three years, commencing from 1 July 2023, with an annual remuneration of HK$198,000 and any payment which is of a gratuitous nature and payable at the discretion of the Company for the years (if any). For the year ended 31 December 2025, the total emoluments paid by the Company amounted to HK$198,000.

Ms. Tsang has not been involved in any of the matters set out under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders of the Company or disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. Hong Ting, aged 39, the Independent Non-executive Director of the Company. She is currently the Managing Director of a certified public accountants firm in Hong Kong. She obtained a Bachelor of Business degree from The Chinese University of Hong Kong in 2008. Ms Hong is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Certified Public Accountant (Practising) in Hong Kong. She worked for an international audit firm and has over 17 years of experience in accounting, auditing, taxation and financial consulting. She joined the Group in 2023. Ms. Hong is also a member to the Remuneration Committee, Nomination Committee, Audit Committee and Risk Committee of the Company.

As at the Latest Practicable Date, Ms. Hong is currently an Independent Non-executive Director of Yun Lee Marine Group Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 2682), an Independent Non-executive Director of Yinsheng Digifavor Company Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 3773), an Independent Non-executive Director of Qingdao Gon Technology Company Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 2768), an Independent Non-executive Director of Ernest Borel Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 1856) and an Independent Non-executive Director of ALSCO Pooling Service Company Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 2649); the period between 16 June 2022 and 26 January 2023 Ms. Hong was a Non-executive Director of ALCO Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 328), the period between 31 December 2024 and 28 December 2025 Ms. Hong was an Independent Non-executive Director of Jingrui Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 1862), the period between 31 Oct 2024 and 28 February 2025 Ms. Hong was an Independent Non-executive Director of C&D Newin Paper & Pulp Corporation Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 731) and the period between 5 October 2022 and 1 April 2024 Ms. Hong was an Independent Non-executive Director of Wai Chun Bio-Technology Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 660). Save as aforementioned, Ms. Hong (i) did not hold any directorship in the last three years immediately prior to the Latest Practicable Date in any public company the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company or other member of the Group; (iii) has no relationships with any Director, senior management or substantial shareholder or controlling shareholder (as defined in the "Listing Rules") of the Company; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Hong has also provided an annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules.

A service contract has been entered into between Ms. Hong and the Company for a term of three years, commencing from 1 July 2023 with an annual remuneration of HK$198,000 and any payment which is of a gratuitous nature and payable at the discretion of the Company for the years (if any). For the year ended 31 December 2025, the total emoluments paid by the Company amounts to HK$198,000.

Ms. Hong has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no any other matters that need to be brought to the attention of the Shareholders of the Company or disclosed pursuant to Rule 13.51(2) of the Listing Rule.

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 enquires, 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.

RECOMMENDATION

The Directors consider that the granting of the General Mandates and re-election of Directors are in the interests of and for the benefit of the Company and the Shareholders and accordingly the Directors recommend you to vote in favour of these resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
WORLD HOUSEWARE (HOLDINGS) LIMITED
Lee Tat Hing
Chairman

世界（集團）有限公司
WORLD HOUSEWARE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 713)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of World Houseware (Holdings) Limited (the "**Company**") will be held at the Jade Room, 6th Floor, The Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong at 3:30 p.m. on Tuesday, 23 June 2026 for the purpose of considering and if thought fit, passing the following resolutions:

As ordinary business:

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2025.

2. To re-elect retiring directors and to authorise the Board to fix the directors' remuneration.

3. To re-appoint auditors and authorise the Board to fix their remuneration.

As special business:

ORDINARY RESOLUTIONS

4. To consider and, if thought fit, pass with or without modifications, the following resolutions as Ordinary Resolutions:

   A. "**THAT**:

      (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares, options, warrants or similar rights to subscribe for any shares in the Company, and to make and grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

(c) the total number of issued shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this Resolution) or (ii) the exercise of options under any share option scheme or similar arrangement or (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or warrants to subscribe for shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's Articles of Association, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the end of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or

(iii) revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;

"Rights Issue" means an offer of shares in the capital of the Company open for a period fixed by the directors of the Company to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company 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 applicable to the Company)."

B. "**THAT**:

(a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall be in addition to any other authorizations given to the directors of the Company and shall authorize the directors of the Company on behalf of the Company to repurchase its shares at a price determined by the directors of the Company;

(c) the total number of issued Shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution the expression "Relevant Period" shall have the same meaning as assigned to it under paragraph (d) of Ordinary Resolution 4A of this notice."

C. "**THAT** conditional upon Resolutions 4A and 4B being passed, the total number of issued Shares of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in Resolution 4B above shall be added to the total number of issued Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Resolution 4A, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this Resolution."

By Order of the Board
WORLD HOUSEWARE (HOLDINGS) LIMITED
Lee Tat Hing
Chairman

Hong Kong, 28 April 2026

Registered office:
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Head office and principal place of business in Hong Kong:
Flat A, 18th Floor
Bold Win Industrial Building
16-18 Wah Sing Street
Kwai Chung
New Territories
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or (if he/she is a holder of two or more shares) more proxies to attend and to vote in his/her stead. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which such proxy is so appointed.

2. A form of proxy for use at the meeting is enclosed. To be valid, the completed form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment hereof. The proxy form will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.worldhse.com).

3. Completion and return of the proxy form will not preclude a member from attending and voting in person at the meeting or any adjournment thereof if the member so desires and in such event, the authority of your proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday 17 June 2026 to Tuesday, 23 June 2026, both days inclusive, during which period no transfer of shares in the Company will be registered. In order to qualify for the entitlement to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 June 2026. Members whose names appear on the register of members of the Company on Tuesday, 23 June 2026 are entitled to attend and vote at the meeting or any adjournment thereof.

5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are 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 holder(s). For this purpose, seniority shall be determined by the order in which the names stand first in the register of members of the Company in respect of the joint holding.

6. Any voting at the meeting shall be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

7, BAD WEATHER ARRANGEMENTS:

If Typhoon Signal No. 8 or above, or a black rainstorm warning is in effect any time after 11:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.worldhse.com) to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Executive Directors of the Company are Mr. Lee Tat Hing, Ms. Fung Mei Po, Mr. Lee Chun Sing, Mr. Lee Kwok Sing Stanley, Mr. Leung Cho Wai, Mr. Tsui Chi Yuen and Mr. Lee Hon Sing Alan; the Non-executive Directors of the Company are Mr. Cheung Tze Man Edward and Ms. Lee Ka Yee; the Independent Non-executive Directors of the Company are Mr. Tsui Chi Him Steve, Mr. Ho Tak Kay, Mr. Hui Chi Kuen Thomas, Ms. Tsang Wing Yee and Ms. Hong Ting.