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**MARS Worldwide Holdings Limited**  
(Incorporated in the British Virgin Islands with limited liability)

## **JOINT ANNOUNCEMENT**

- (1) CLOSE OF THE MANDATORY UNCONDITIONAL CASH OFFER BY VBG CAPITAL LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF CARRY WEALTH HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE OFFEROR AND/OR PARTIES ACTING IN CONCERT WITH IT);**  
**(2) RESULTS OF THE OFFER;**  
**(3) SETTLEMENT OF THE OFFER; AND**  
**(4) PUBLIC FLOAT**

**Financial adviser to the Offeror**



Reference is made to (i) the composite offer and response document jointly issued by Carry Wealth Holdings Limited (the “**Company**”) and the Offeror dated 18 November 2022 (the “**Composite Document**”) in connection with the Offer; and (ii) the announcements jointly issued by the Company and the Offeror dated 25 November 2022 and 20 December 2022 regarding, inter alia, the extension of the Offer Period. Unless otherwise specified, terms used herein shall have the same meanings as defined in the Composite Document.

## **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer closed at 4:00 p.m. on Friday, 6 January 2023 and the Offer was not further revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

At 4:00 p.m. on Friday, 6 January 2023, being the latest time and date for acceptance of the Offer, the Offeror had received 1 valid acceptance in respect of a total of 4,000 Offer Shares under the Offer, representing approximately 0.0005% of the entire issued share capital of the Company as at the date of this joint announcement.

## **SETTLEMENT OF THE OFFER**

Based on the 1 valid acceptance in respect of 4,000 Offer Shares and the Offer Price of HK\$0.239 per Offer Share, the total consideration of the Offer is approximately HK\$956.

Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) business days (as defined in the Takeovers Code) after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code.

The latest date for posting of remittances and/or share certificate in respect of valid acceptance received under the Offer is Tuesday, 17 January 2023.

## **INTEREST OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT IN THE SHARES**

Immediately following Completion and before the commencement of the Offer Period, the Offeror, its ultimate beneficial owner and parties acting in concert with any of them held, controlled or directed an aggregate of 411,289,396 Shares, representing approximately 50.28% of the entire issued share capital of the Company.

Taking into account the 1 valid acceptance in respect of 4,000 Offer Shares under the Offer (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by it under the Offer), immediately after the close of the Offer, the Offeror, its ultimate beneficial owner and parties acting in concert with any of them are interested in an aggregate of 411,293,396 Shares, representing approximately 50.28% of the issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror, its ultimate beneficial owner or parties acting in concert with any of them (i) held, controlled or directed any Shares or rights over Shares immediately before commencement of the Offer Period; (ii) had acquired or agreed to acquire any Shares or rights over any Shares during the Offer Period or (iii) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to the date of this joint announcement.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately following Completion and before the commencement of the Offer Period; and (ii) immediately upon the close of Offer and as at the date of this joint announcement (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by it under the Offer):

	<b>Immediately following Completion and before the commencement of the Offer Period</b>		<b>Immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement</b>	
	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>
Offeror and its concert parties	411,289,396	50.28	411,293,396	50.28
Yau Wing Yiu ( <i>Note 1</i> )	698,235	0.09	698,235	0.09
Independent Shareholders	406,053,782	49.64	406,049,782	49.64
<b>Total</b>	<b><u>818,041,413</u></b>	<b><u>100.00</u></b>	<b><u>818,041,413</u></b>	<b><u>100.00</u></b>

*Notes:*

1. Mr. Yau Wing Yiu is an independent non-executive Director as at the date of this joint announcement.
2. Other than as disclosed above, no other Directors hold any Shares or securities of the Company.

## **PUBLIC FLOAT**

Immediately after the close of the Offer and as at the date of this joint announcement, 406,049,782 Shares, representing approximately 49.64% of the entire 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.

For and on behalf of  
**MARS Worldwide Holdings Limited**  
**Ma Xiaoqiu**  
*Sole director*

By order of the Board  
**Carry Wealth Holdings Limited**  
**Li Haifeng**  
*Chairman and Chief Executive Officer*

Hong Kong, 6 January 2023

*As at the date of this joint announcement, Ms. Ma Xiaoqiu is the sole director of the Offeror. As the sole director of the Offeror, Ms. Ma Xiaoqiu accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendors, the Directors and the Group) and confirm, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than that expressed by the Vendors, the Directors and the Group) 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 statements in this joint announcement misleading.*

*The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than that relating to the Offeror, its ultimate beneficial owner and parties acting in concert with each of them, 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 Offeror and the director 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 statements in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises Mr. Li Haifeng, Mr. Tsang Hing Bun as executive Directors, Mr. Wang Ke as non-executive Director and Mr. Yau Wing Yiu, Mr. Yu Ping Ming, Mr. Wang Shiming as independent non-executive Directors.*