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## **(1) CHANGE OF DIRECTORS; AND (2) LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

The Board hereby announces that all of the following changes will be effective from 1 February 2023:

1. Ms. Liu Xinyi has withdrawn her consent to act as a non-executive Director of the Company;
2. Ms. Li Le has withdrawn her consent to act as a non-executive Director of the Company;
3. Mr. Jiang Jinbo has been appointed as an executive Director of the Board;
4. Ms. Chen Jun has been appointed as an executive Director of the Board; and
5. Mr. Peng Peng has been appointed as an independent non-executive Director of the Board.

## INTRODUCTION

Reference is made to the announcement of Carry Wealth Holdings Limited (the “**Company**”) dated 26 January 2023 in relation to, inter alia, the change of directors (the “**Announcement**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Announcement.

## CHANGE OF DIRECTORS

The board (the “**Board**”) of directors (“**Directors**”) has on 31 January 2023 received two notifications from Ms. Liu and Ms. Li respectively. The details of the notifications are as follows:

1. In relation to Ms. Liu’s notification, Ms. Liu has withdrawn her consent to act as a non-executive Director of the Company with effect from 1 February 2023 due to some unexpected changes in her personal circumstances; and
2. In relation to Ms. Li’s notification, Ms. Li has withdrawn her consent to act as a non-executive Director of the Company with effect from 1 February 2023 due to the job adjustment.

Each of Ms. Liu and Ms Li has confirmed that she has no disagreement with the Board and there is no matter relating to her withdrawal that needs to be brought to the attention of the Stock Exchange and/or the Shareholders.

The Board would like to take this opportunity to wish each of Ms. Liu and Ms. Li every success in her future endeavours.

The Board is pleased to announce that due to the work requirement, the following appointments will be effective from 1 February 2023:

1. Mr. Jiang Jinbo has been appointed as an executive Director of the Board;
2. Ms. Chen Jun has been appointed as an executive Director of the Board; and
3. Mr. Peng Peng has been appointed as an independent non-executive Director of the Board.

Set out below are the biographical details of Mr. Jiang Jinbo, Ms. Chen Jun and Mr. Peng Peng:

**Mr. Jiang Jinbo (姜金波) (“Mr. Jiang”)**

Mr. Jiang, aged 42, is currently the legal representative and chairman of Shenzhen Dingxin Holding Group Limited Company\* (深圳市鼎新控股集團有限公司) and the legal representative and chairman of Shenzhen Feng Yuan Xin Technology Industrial Holding Limited Company\* (深圳市豐源芯科技產業控股有限公司). Mr. Jiang has accumulated over 10 years of extensive experience in the information technology and corporate management. Mr. Jiang received a bachelor’s degree in Economics from Guangdong Institute of Economics and Trade\* (廣東經貿易學院) in July 2006.

The Company has entered into a service contract with Mr. Jiang regarding his directorship for an initial term of three year. His appointment is subject to retirement by rotation and re-election pursuant to the Listing Rules and articles of association of the Company. Mr. Jiang is entitled to a fixed monthly Director’s remuneration of HK\$30,000, which will be determined by the Board with reference to the recommendations from the Remuneration Committee, after taking into account multiple factors, including his position and responsibilities within the Company, his qualification, experience and remuneration level of market peers.

Save as disclosed above, as at the date of this announcement, Mr. Jiang (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years. Save as disclosed above, there is no other information subject to disclosure under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters relating to the appointment of Mr. Jiang that need to be brought to the attention of the Shareholders.

**Ms. Chen Jun (陳君) (“Ms. Chen”)**

Ms. Chen, aged 48, is currently the general manager of Shenzhen Changbaishan Tourism Cultural Management Limited\* (深圳市長佰山旅遊文化管理有限公司). Ms. Chen has been appointed as a non-executive director of TOMO Holdings Limited (stock code: 6928) with the effective date of 1 February 2023. Prior to that, Ms. Chen was the regional manager of Shenzhen Win-Win Business Travel Business Consulting Co., Ltd.\* (深圳市雙贏商旅商務諮詢有限公司) from February 2005 to October 2010. Ms. Chen received a bachelor’s degree in Administration Management from Wuhan University in December 2015 and has accumulated extensive experience in sales and marketing and corporate management.

The Company has entered into a service contract with Ms. Chen regarding her directorship for an initial term of three year. Her appointment is subject to retirement by rotation and re-election pursuant to the Listing Rules and articles of association of the Company. Ms. Chen is entitled to a fixed monthly Director’s remuneration of HK\$30,000, which will be determined by the Board with reference to the recommendations from the Remuneration Committee, after taking into account multiple factors, including her position and responsibilities within the Company, her qualification, experience and remuneration level of market peers.

Save as disclosed above, as at the date of this announcement, Ms. Chen (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years. Save as disclosed above, there is no other information subject to disclosure under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters relating to the appointment of Ms. Chen that need to be brought to the attention of the Shareholders.

## **Mr. Peng Peng (彭鵬) (“Mr. Peng”)**

Mr. Peng, aged 56, obtained a doctor’s degree in History from Sun Yat-sen University in June 1994. He has been a founder of the Institute for Maritime Silk Road Studies at Shenzhen University\* (深圳大學海洋海上絲綢之路研究所) since 2008, a professor in the People’s College at Shenzhen University since 2010 and the Executive Dean of Shenzhen Liu Yuyi Art Institute\* (深圳劉宇一藝術院) since 2019. He also served as the cultural director of Guangzhou Puwen Science Education Culture Co., Ltd\* (廣州普文科教文化有限公司) from 1998 to 2010. Mr. Peng has over 20 years of extensive experience in cultural and artistic studies. He is currently a founder of Shenzhen Maker Association\* (深圳創客協會), with the aim to promote life science and high-tech related work. Mr. Peng is currently an independent non-executive Director of Fullwealth International Group Holdings Limited, a company listed on the Main Board of The Stock Exchange (stock code: 1034) and an independent non-executive Director, a member of each of the remuneration committee and the nomination committee of the TOMO Holdings Limited, a company listed on the Main Board of The Stock Exchange (stock code: 6928).

The Company has entered into a service contract with Mr. Peng regarding his directorship for an initial term of three year. His appointment is subject to retirement by rotation and re-election pursuant to the Listing Rules and articles of association of the Company. Mr. Peng is entitled to a fixed monthly Director’s remuneration of HK\$10,000, which will be determined by the Board with reference to the recommendations from the Remuneration Committee, after taking into account multiple factors, including his position and responsibilities within the Company, his qualification, experience and remuneration level of market peers.

Save as disclosed above, as at the date of this announcement, Mr. Peng (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information subject to disclosure under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters relating to the appointment of Mr. Peng that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its warm welcome to Mr. Jiang, Ms. Chen and Mr. Peng for joining the Board.

## **LIST OF THE BOARD OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

With effect from 1 February 2023, the members of the Board and the membership of the four Board committees of the Company will be as follows:

### **Executive Directors**

Ms. Ma Xiaoqiu (*Chairlady*)

Mr. Tsang Chun Ho Anthony

Mr. Choi Tan Yee

Mr. Jiang Jinbo

Ms. Chen Jun

### **Independent Non-Executive Directors**

Mr. Wang Tianzi

Mr. Wang Fan

Mr. Cheng Wai Hei

Mr. Peng Peng

There are four Board committees. The membership information of such committees on which each Board member serves is set out below:

### **Audit Committee**

Mr. Cheng Wai Hei (*Chairman of the Committee*)

Mr. Wang Tianzi

Mr. Wang Fan

### **Remuneration Committee**

Mr. Wang Fan (*Chairman of the Committee*)

Ms. Ma Xiaoqiu

Mr. Cheng Wai Hei

Mr. Wang Tianzi

**Nomination Committee**

Mr. Wang Tianzi (*Chairman of the Committee*)

Ms. Ma Xiaoqiu

Mr. Cheng Wai Hei

Mr. Wang Fan

**Investment Committee**

Ms. Ma Xiaoqiu (*Chairlady of the Committee*)

Mr. Tsang Chun Ho Anthony

Mr. Choi Tan Yee

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

Hong Kong, 31 January 2023

*As at the date of this 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.*

\* *For identification only*