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PROPOSED ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS OF THE COMPANY

This announcement is made by Carry Wealth Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing Bye-Laws of the Company (the “**Existing Bye-Laws**”) in order to, amongst others, (i) conform to the current requirements of the Listing Rules, including but not limited to the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules, and the applicable laws of Bermuda; and (ii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”). In view of the number of the Proposed Amendments, the Board proposes that a new Bye-Laws which consolidate all the Proposed Amendments be adopted as the amended and restated Bye-Laws (the “**New Bye-Laws**”) in substitution for and to the exclusion of the Existing Bye-Laws.

The Proposed Amendments and the proposed adoption of the New Bye-Laws are subject to approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”).

AGM

The AGM will be convened to consider, among other things, and, if thought fit, approve the Proposed Amendments and the adoption of the New Bye-Laws. A circular of the Company containing, among others, (i) details of the Proposed Amendments and the proposed adoption of the New Bye-Laws; and (ii) a notice convening the AGM and the relevant proxy form are expected to be despatched to the Shareholders in due course.

By order of the Board of
Carry Wealth Holdings Limited
Ma Xiaoqiu
Chairlady

Hong Kong, 17 April 2023

As at the date hereof, the Board comprises Ms. Ma Xiaoqiu (Chairlady), Mr. Tsang Chun Ho Anthony, Mr. Choi Tan Yee, Mr. Jiang Jinbo and Ms. Chen Jun as executive Directors, and Mr. Wang Tianzi, Mr. Wang Fan, Mr. Cheng Wai Hei and Mr. Peng Peng as independent non-executive Directors.