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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of Carry Wealth Holdings Limited (the “**Company**”) will be held on Monday, 29 May 2023 at 2:30 p.m. at Room 7801-7803, 78th Floor, The Centre, 99 Queen’s Road Central, Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements and report of the directors and the independent auditor’s report for the year ended 31 December 2022.
2. To re-elect the following retiring directors of the Company:
 - (i) Ms. Ma Xiaoqiu as an executive director;
 - (ii) Mr. Tsang Chun Ho Anthony as an executive director;
 - (iii) Mr. Choi Tan Yee as an executive director;
 - (iv) Mr. Jiang Jinbo as an executive director;

- (v) Ms. Chen Jun as an executive director;
 - (vi) Mr. Wang Tianzi as an independent non-executive director;
 - (vii) Mr. Wang Fan as an independent non-executive director;
 - (viii) Mr. Cheng Wai Hei as an independent non-executive director;
 - (ix) Mr. Peng Peng as an independent non-executive director; and
 - (x) To authorise the board of directors of the Company to fix the remuneration of the respective directors of the Company.
3. To re-appoint Shinewing (HK) CPA Limited as an auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
4. To consider and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

“THAT:

- (A) subject to paragraph 4(C) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 4(A) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

- (C) the aggregate number of shares of the Company 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 4(A), otherwise than (i) pursuant to a Rights Issue or (ii) on the exercise of the options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time, shall not exceed 20 per cent of the total number of the issued Shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company (“**Bye-laws**”) or any applicable laws to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares, or any class of shares, whose names appear on the Company’s register of members 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. To consider and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

“THAT:

- (A) subject to paragraph 5(C) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company subject to and in accordance with all applicable laws be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 5(A) shall be in addition to any other authorisation given to the directors of the Company;
- (C) the total number of shares of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the directors of the Company pursuant to the approval in paragraph 5(A) during the Relevant Period, shall not exceed 10 per cent of the total number of issued Shares of the Company as at the date of passing this Resolution, and the authority pursuant to paragraph 5(A) shall be limited accordingly; and
- (D) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of shareholders of the Company in general meeting.”

6. To consider and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of the ordinary resolutions as set out in paragraphs 4 and 5, the general mandate granted to the directors pursuant to paragraph 4 shall be extended by the addition to the aggregate number of shares of the Company which may be repurchased by the Company under the authority granted in paragraph 5, provided that such number shall not exceed 10 per cent of the total number of issued Shares of the Company as at the date of passing this Resolution.”

SPECIAL RESOLUTION

7. To consider and if thought fit, pass the following resolution as a special resolution:

“**THAT:**

- (a) the amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”), details of which are set out in Appendix III to the circular of the Company dated 24 April 2023 of which this notice forms part, be and are hereby approved;
- (b) the amended and restated bye-laws of the Company, which contains all the Proposed Amendments (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect after the close of this meeting; and
- (c) any one director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the new bye-laws of the Company.”

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

Hong Kong, 24 April 2023

Principal Place of Business in Hong Kong:

Room 7801-7803,
78th Floor, The Center,
99 Queen's Road Central,
Central, Hong Kong

Notes:

1. The register of members of the Company will be closed from Tuesday, 23 May 2023 to Monday, 29 May 2023 (both days inclusive) during which period no transfer of share(s) will be effected. In order to be entitled to attend and vote at the annual general meeting of the Company, all transfer of share(s), accompanied by the relevant share certificate(s) with the completed transfer form(s) either overleaf or separately, must be lodged with the Company's branch share registrar and transfer agent in Hong Kong, Tricor Abacus Limited at 17F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 May 2023.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote, on a poll, on his/her behalf. A proxy need not be a member of the Company. A member who is a holder of two or more shares may appoint more than one proxy to attend on the same occasion.
3. At the meeting, the chairman of the meeting will exercise his power under bye-law 66 of the Bye-laws of the Company to put each of the above resolutions to the vote by poll.
4. In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar and transfer agent in Hong Kong, Tricor Abacus Limited at 17F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof, as the case may be.
5. Delivery of a proxy form shall not preclude a member from attending and voting in person at the meeting and in such event, the proxy form shall be deemed to be revoked.

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