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**(1) RESIGNATION OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR  
(2) CHANGE OF COMPOSITION OF  
THE BOARD COMMITTEES  
(3) WITHDRAWAL OF RESOLUTION 2(VI) AT  
THE ANNUAL GENERAL MEETING TO BE HELD  
ON 29 MAY 2023  
AND  
(4) CHANGE OF TELEPHONE NUMBER AND  
FACSIMILE NUMBER**

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Carry Wealth Holdings Limited (the “**Company**”) hereby announces that with effect from 22 May 2023, Mr. Wang Tianzi (“**Mr. Wang**”) has resigned as an independent non-executive director of the Company and has ceased to be a member of each of the audit committee of the Board (the “**Audit Committee**”) and the remuneration committee of the Board (the “**Remuneration Committee**”), and the chairman of the nomination committee of the Board (the “**Nomination Committee**”) due to change in job arrangements.

Mr. Wang has confirmed that there was no disagreement with the Board and there was no other matters regarding his resignation that would need to be brought to the attention to the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wang for his valuable contribution to the Company during his tenure of office.

## **(2) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

Following the resignation of Mr. Wang, Mr. Peng Peng has been appointed as a member of each of the Audit Committee and the Remuneration Committee, and the chairman of the Nomination Committee with effect from 22 May 2023.

## **(3) WITHDRAWAL OF RESOLUTION 2(VI) AT THE ANNUAL GENERAL MEETING TO BE HELD ON 29 MAY 2023**

Reference is made to the circular of the Company and the notice of the annual general meeting of the Company (the “**AGM Notice**”) both dated 24 April 2023 and the form of proxy of the Company (the “**Proxy Form**”) in relation to the annual general meeting of the Company to be held on 29 May 2023 (the “**AGM**”).

Due to the resignation of Mr. Wang, ordinary resolution 2(vi) in respect of the re-election of Mr. Wang as an independent non-executive director of the Company as set out in the AGM Notice and the Proxy Form, respectively, is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM. The sequence of the other resolutions and matters in relation to the AGM will remain unchanged.

Proxy Form(s) lodged by the Shareholders will remain valid except that no poll will be conducted or counted for ordinary resolution 2(vi) of the AGM.

Shareholders are reminded to read the AGM Notice, including its notes, for details in respect of other resolutions which remain scheduled for consideration and approval at the AGM, eligibility for attending the AGM, appointment of proxy and other relevant matters.

#### **(4) CHANGE OF TELEPHONE NUMBER AND FACSIMILE NUMBER**

With effect from 22 May 2023, the telephone number and the facsimile number of the Company have been changed to (852) 2180 0001 and (852) 2122 9773 respectively. The website of the Company remains unchanged.

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

Hong Kong, 22 May 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 Fan, Mr. Cheng Wai Hei and Mr. Peng Peng as independent non-executive Directors.*