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CARRY WEALTH HOLDINGS LIMITED
恒富控股有限公司
(Incorporated in Bermuda with limited liability)
Website: http://www.carrywealth.com
(Stock Code: 643)

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 Friday, 5 June 2026 at 10:00 a.m. at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong for the purpose of considering the following resolutions:

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 2025.

2. To re-elect the following retiring directors of the Company:

   (i) Mr. Zhang ZiXing as an executive director;

   (ii) Mr. Yu Baosen as an executive director;

   (iii) Mr. Lee Chi Ho as an executive director;

   (iv) Mr. Lam Chi Wing as an independent non-executive director;

   (v) Ms. Li Qian as an independent non-executive director;

   (vi) Mr. Yang Jusheng as an independent non-executive director; and

   (vii) To authorise the board of directors of the Company to fix the remuneration of the respective directors of the Company.

3. To re-appoint ZSZH (HK) Fuson 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 (including any sale or transfer of Treasury Shares (which shall have the meaning ascribed to it under the Listing Rules) (the "**Treasury Shares**") 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) and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred 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 (excluding Treasury Shares, if any) as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this Resolution:

(a) "**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.

(b) "**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).

(c) Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of Treasury Shares in the capital of the Company to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

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 repurchased or agreed conditionally or unconditionally to be repurchased 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 (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) 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 13 May 2026 of which this notice forms part, be and are hereby approved;

(b) the new bye-laws of the Company, which includes 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
Zhang ZiXing
Chairman and Executive Director

Hong Kong, 13 May 2026

Principal Place of Business in Hong Kong:
Unit 903, 9/F
Harbour Crystal Centre
100 Granville Road
Tsim Sha Tsui
Kowloon, Hong Kong

Notes:

1. The register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026 (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 Investor Services Limited at 17F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 1 June 2026.

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 resolutions shall shall be decided by way of a poll as further detailed in under bye-law 66 of the Bye-laws.

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 Investor Services 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 or postponement 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.

6. For the avoidance of doubt, holders of any Treasury Shares shall abstain from voting at general meetings in respect of any Treasury Shares held by them, if any.

As at the date hereof, the Board comprises Mr. Zhang ZiXing, Mr. Yu Baosen and Mr. Lee Chi Ho as executive Directors and Mr. Yang Jusheng, Mr. Lam Chi Wing and Ms. Li Qian as independent non-executive Directors.