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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)

TERMINATION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

References are made to the announcements of Carry Wealth Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") dated 14 July 2026, 31 July 2026, 3 August 2026, 13 August 2026, 14 August 2026, 27 August 2026, 10 September 2026, 25 September 2026 and 8 October 2026 (the "**Announcements**") in relation to the placing of new Shares under the General Mandate, the extension of the placing period and clarification pursuant to the First Supplemental Placing Letter, the further extension of placing period pursuant to the Second Supplemental Placing Letter, the further extension of placing period pursuant to the Third Supplemental Placing Letter, the further extension of placing period pursuant to the Fourth Supplemental Placing Letter, the further extension of placing period pursuant to the Fifth Supplemental Placing Letter, the further extension of placing period pursuant to the Sixth Supplemental Placing Letter and the further extension of placing period pursuant to the Seventh Supplemental Placing Letter respectively. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Announcements.

TERMINATION OF THE PLACING AGREEMENT

The Board announces that due to market conditions, on 30 October 2026 (after trading hours), the Company and the Placing Agent mutually agreed to terminate the Placing Agreement with effect from 30 October 2026 (the "**Termination**"), and all rights, interests, obligations and liabilities whatsoever of the parties of the Placing Agreement arising thereunder or in relation to the Placing Agreement shall cease and determine and no party to the Placing Agreement shall have any claim against the other party in respect of any matter arising out of or in connection with the Placing Agreement.

REASONS FOR THE TERMINATION

The Placing Agreement was entered into on 14 July 2026 with a view to strengthening the working capital position of the Group in a cost-effective and timely manner. Following the entering into of the Placing Agreement, the Placing Agent provided the Company with an update on the preliminary indications of interest received at the initial stage of the placing exercise.

Having taken into account (i) the preliminary feedback received by the Placing Agent, which suggested that the prevailing market sentiment towards the placing of new shares of companies of a comparable profile is presently subdued; and (ii) the recent trading price and trading volume of the Shares, the Board considers that it would be in the interests of the Company and the Shareholders as a whole for the Company to re-assess the timing, size and structure of its fund raising plans, rather than to proceed with the Placing at the present juncture. Doing so preserves the flexibility of the Company to pursue fund raising or other financing arrangements on terms which are more favourable to the Company and the Shareholders as a whole.

In light of the above, the Company and the Placing Agent, following amicable discussions, mutually agreed to terminate the Placing Agreement. The Termination does not arise from any dispute or disagreement between the Company and the Placing Agent, and the Company continues to maintain a good working relationship with the Placing Agent. The Directors consider that the terms of the Termination Agreement, which were arrived at after arm's length negotiations between the Company and the Placing Agent, are fair and reasonable and that the Termination is in the interests of the Company and the Shareholders as a whole.

EFFECT OF THE TERMINATION

As no Placing Shares have been allotted and issued pursuant to the Placing Agreement, the Termination has no effect on the issued share capital or the shareholding structure of the Company, which remains at 899,845,554 Shares in issue as at the date of this announcement.

The Directors are of the view that the termination of the Placing Agreement and the placing of new Shares contemplated thereunder has no material adverse impact on the business operations and financial position of the Group. The Company may consider engaging in further fundraising activities after taking into account the future development of the Group and the market conditions. The Company will keep the market informed by way of announcement(s) in compliance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as and when appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By Order of the Board
Carry Wealth Holdings Limited
Ms. Chan Wai Ying
Executive Director

Hong Kong, 30 October 2026

As at the date of this announcement, the Board comprises Ms. Chan Wai Ying as executive Director and Ms. Li Qian, Mr. Lee Chan Wah and Mr. Meng Xiangying as independent non-executive Directors.