Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

(1) INSIDE INFORMATION AND SUSPENSION OF DUTIES AND POWERS OF TWO INDEPENDENT NON-EXECUTIVE DIRECTORS; (2) ESTABLISHMENT OF AN INDEPENDENT INVESTIGATION COMMITTEE; AND (3) NON-COMPLIANCE WITH THE LISTING RULES

This announcement is made by Carry Wealth Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to the provisions on inside information under Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("**SFO**") and Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the "**Listing Rules**") of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

(1) INSIDE INFORMATION AND SUSPENSION OF DUTIES AND POWERS OF TWO INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of directors of the Company (the "**Board**") announces that the Company has recently received a whistleblowing letter (the "**Letter**") alleging that Ms. Li Qian ("**Ms. Li**") and Mr. Lee Chan Wah ("**Mr. Lee**"), both independent non-executive directors of the Company (the "**Relevant Directors**"), have engaged in conduct that may be prejudicial to the interests of the Company and its shareholders as a whole.

On 16 November 2026, the Board resolved to suspend all duties and powers of (i) Ms. Li as the independent non-executive Director, lead independent non-executive Director and the chairman of the audit committee of the Company (the "**Audit Committee**") and, a member of each of the remuneration committee (the "**Remuneration Committee**") and the nomination committee (the "**Nomination Committee**") of the Company; and (ii) Mr. Lee as the independent non-executive Director, a member of the Audit Committee, and a chairman of each of the Remuneration Committee and the Nomination Committee, with effect from 16 November 2026 until the Company completes its investigation into the matters referred to in the Letter.

The Board has not reached any conclusion in respect of the allegations contained in the Letter, which remain subject to investigation. Nothing in this announcement constitutes a finding that any such allegation is established.

The Board considers that the suspension of the duties and powers of the Relevant Directors will not have any material impact on the day-to-day management and business operations of the Group.

Each of the Relevant Directors remains a director of the Company and continues to be subject to directors' duties and responsibilities under applicable laws, rules and regulations. The suspension does not constitute a resignation or a removal of either Relevant Director from office. During the period of suspension, they will be presented as "Ms. Li Qian (Suspension of Duties)" and "Mr. Lee Chan Wah (Suspension of Duties)" in the Company's announcements.

(2) ESTABLISHMENT OF AN INDEPENDENT INVESTIGATION COMMITTEE

The Board also resolved on 16 November 2026 to establish an independent investigation committee (the "**Investigation Committee**") to conduct an independent investigation into the matters referred to in the Letter.

The Investigation Committee comprises (i) Mr. Meng Xiangying, an independent non-executive director of the Company, as chairman; and (ii) a legal adviser as a member. The Relevant Directors are not members of the Investigation Committee and did not participate in the Board's deliberations or voting on the resolutions relating to their suspension of duties and powers or the establishment of the Investigation Committee.

Further announcement(s) will be made by the Company regarding any further material development of the Investigation as and when appropriate.

(3) NON-COMPLIANCE WITH THE LISTING RULES

Following the suspension of duties of (i) Ms. Li as the independent non-executive Director, lead independent non-executive Director and the chairman of the Audit Committee and, a member of each of the Remuneration Committee and the Nomination Committee; and (ii) Mr. Lee as the independent non-executive Director, a member of the Audit Committee, and a chairman of each of the Remuneration Committee and the Nomination Committee, the Company is not in compliance with the following Listing Rules:

(i) the requirement under Rule 3.10(1) of the Listing Rules which stipulates that the board must include at least three independent non-executive directors;

(ii) the requirement under Rule 3.10(2) of the Listing Rules which stipulates that at least one of the

independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise;

(iii) the requirement under Rule 3.21 of the Listing Rules which stipulates that the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under rule 3.10(2). The majority of the audit committee members must be independent non-executive directors of the listed issuer. The audit committee must be chaired by an independent non-executive director;

(iv) the requirement under Rule 3.25 of the Listing Rules which stipulates that the remuneration committee must be chaired by an independent non-executive director and comprising a majority of independent non-executive directors; and

(v) the requirement under Rule 3.27A of the Listing Rules which stipulates that the nomination committee must be chaired by the chairman of the board or an independent non-executive director and comprise a majority of independent non-executive directors.

In order to comply with the Listing Rules, the Company will make its best endeavour to identify suitable candidate(s) for the position of INED on the Board as soon as possible. Further announcement will be made by the Company as and when appropriate.

By Order of the Board

Carry Wealth Holdings Limited

Chan Wai Ying

Executive Director

Hong Kong, 16 November 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.