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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)*

# (1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) CHANGES IN COMPOSITION OF BOARD COMMITTEES; AND (3) NON-COMPLIANCE WITH THE LISTING RULES

The board (the "**Board**") of directors (the "**Directors**") of Carry Wealth Holdings Limited (the "**Company**", together with its subsidiaries, collectively the "**Group**") is pleased to announce that Ms. Tam Lee Yee ("**Ms. Tam**") has been appointed as an independent non-executive Director, the chairman of the remuneration committee of the Company (the "**Remuneration Committee**"), the chairman of the audit committee of the Company (the "**Audit Committee**"), the chairman of the nomination committee of the Company (the "**Nomination Committee**") and the chairman of the investment committee of the Company (the "**Investment Committee**"), all with effect from 19 November 2026.

## (1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The biographical details of Ms. Tam are set out as follows:

Ms. Tam, aged 48, graduated from the Manchester Metropolitan University in the United Kingdom with a Bachelor of Laws degree and Master of Business Administration in The Hong Kong University of Science and Technology. Ms. Tam is also a member of Certified Public Accountant Australia. Currently, she is a Director of Bay Area Capital Partners Limited. She served as the General Manager of the Capital Markets Department at Grandjoy Holdings Group under COFCO Corporation. Ms. Tam has extensive experience in corporate finance, mergers and acquisitions, and international capital markets. She previously worked at a Hong Kong-listed mainland enterprise handling corporate finance and legal matters.

The Company has entered into a letter of appointment with Ms. Tam regarding her directorship for an initial term of three years. Her appointment is also subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company. Ms. Tam will hold office until the next following annual general meeting of the Company and will be eligible for re-election at that meeting in accordance with the Bye-laws of the Company or any other applicable laws whereby she shall vacate her office. Ms. Tam will be entitled to receive a monthly Director's remuneration of HK$10,000, which is determined by the Board with reference to the recommendations from the Remuneration Committee, after taking into account multiple factors, including her position and responsibilities within the Company, qualification, experience and remuneration level of market peers.

Ms. Tam has confirmed that (i) her independence as set out in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"); (ii) she has no past or present financial or other interest in the business of the Group or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Prior to her appointment, Ms. Tam has obtained legal advice as regards the requirements under the Listing Rules that are applicable to her as a director of a listed issuer. Ms. Tam fully understands her duties and obligations as a Director under the Listing Rules and she will use her best endeavours to fulfill and discharge her duties as a Director going forward.

Save as disclosed above, as at the date of this announcement, Ms. Tam confirmed that (i) she does not have any other interests in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance) (Chapter 571 of the Laws of Hong Kong); (ii) she does not hold any other position within the Company or its subsidiaries; (iii) she does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) she did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information subject to disclosure under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters relating to the appointment of Ms. Tam that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warmest welcome to Ms. Tam for joining the Board.

## (2) CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that (i) Ms. Tam has been appointed as the chairman of Remuneration Committee, the chairman of the Audit Committee, the chairman of the Nomination Committee and the chairman of the Investment Committee; and (ii) Mr. Meng Xiangying, the Independent Non-Executive Director of the Company, has been re-designated as the member of Remuneration Committee, the member of the Nomination Committee and the member of the Investment Committee, all with effect from 19 November 2026.

## (3) NON-COMPLIANCE WITH THE LISTING RULES

Following the above-mentioned changes to the Board, 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 3.21 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.

In order to comply with the Listing Rules, the Company will make its best endeavour to identify suitable candidate(s) for the position of independent non-executive director 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, 19 November 2026

*As at the date of this announcement, the Board comprises Ms. Chan Wai Ying as executive Director; and Ms. Li Qian (Suspension of Duties), Mr. Lee Chan Wah (Suspension of Duties), Mr. Meng Xiangying and Ms. Tam Lee Yee as independent non-executive Directors.*