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MARS Worldwide Holdings Limited

(Incorporated in the British Virgin Islands with limited liability)



JOINT ANNOUNCEMENT

**EXTENSION OF TIME FOR DESPATCH OF
THE COMPOSITE OFFER AND RESPONSE DOCUMENT
IN RESPECT OF
THE MANDATORY UNCONDITIONAL CASH OFFER BY
VBG CAPITAL LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES OF
CARRY WEALTH HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND/OR
PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



INTRODUCTION

Reference is made to the announcement jointly issued by the Offeror and Carry Wealth Holdings Limited (the “**Company**”) dated 30 September 2022 regarding, among other matters, the Offer (the “**Joint Announcement**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Joint Announcement.

EXTENSION OF TIME FOR DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Joint Announcement, it is the intention of the Offeror and the Company to combine the offer document with the offeree’s response document in the Composite Document.

Under Rule 8.2 of the Takeovers Code, unless the Executive’s consent is obtained, the Composite Document should be despatched to the Shareholders within twenty-one (21) days of the date of the Joint Announcement, which in this case would be on or before 20 October 2022.

As additional time is required to finalise certain information to be contained in the Composite Document, including the indebtedness statement of the Company, an application for consent has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for and the Executive has indicated that it is minded to grant its consent to extend the deadline for the despatch of the Composite Document as accompanied by the form of acceptance to a date falling on or before to 18 November 2022.

Further announcement(s) will be made by the Offeror and the Company as and when appropriate in compliance with the Listing Rules and the Takeovers Code when the Composite Document is despatched.

For and on behalf of
MARS Worldwide Holdings Limited
Ma Xiaoqiu
Sole director

By order of the Board
Carry Wealth Holdings Limited
Li Haifeng
Chairman and Chief Executive Officer

Hong Kong, 20 October 2022

As at the date of this joint announcement, Ms. Ma Xiaoqiu is the sole director of the Offeror. As the sole director of the Offeror, Ms. Ma Xiaoqiu accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendors, the Directors and the Group) and confirm, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than that expressed by the Vendors, the Directors and the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than that relating to the Offeror, its ultimate beneficial owner and parties acting in concert with each of them, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and the director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises Mr. Li Haifeng, Mr. Tsang Hing Bun as executive Directors, Mr. Wang Ke as non-executive Director and Mr. Yau Wing Yiu, Mr. Yu Ping Ming, Mr. Wang Shiming as independent non-executive Directors.