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## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

The board of directors (the “**Board**”) of Carry Wealth Holdings Limited (the “**Company**”) hereby announces that Mr. Wang Fan (“**Mr. Wang**”) resigned as an independent non-executive director of the Company, a chairman of the remuneration committee of the Board (the “**Remuneration Committee**”), a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee of the Board on 8 February 2024 due to other work arrangements.

Mr. Wang has confirmed that he has no disagreement with the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

Following the resignation of Mr. Wang, Mr. Lam Chi Wing is appointed as a chairman of the Remuneration Committee.

Following the resignation of Mr. Wang, the Company has (i) two independent non-executive directors, which results in the current number of independent non-executive directors falling below the minimum number required under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and one-third of the Board as required under Rule 3.10A of Listing Rules; and (ii) two members of the Audit Committee, which results in the number of the Audit Committee falling below the minimum number required under Rule 3.21 of the Listing Rules.

In this regard, the Company will use its best endeavor to identify a suitable candidate to fill the vacancy as soon as practicable, with the relevant appointments to be made within 3 months from the effective date of Mr. Wang’s resignation as required under the Listing Rules.

The Board would like to take this opportunity to express appreciation to Mr. Wang for his invaluable contributions to the Company during his tenure of office.

By order of the Board  
**Carry Wealth Holdings Limited**  
**Tsang Chun Ho Anthony**  
*Executive Director*

Hong Kong, 8 February 2024

*As at the date of this announcement, the Board comprises Ms. Ma Xiaoqiu, Mr. Tsang Chun Ho Anthony, Mr. Choi Tan Yee, Mr. Jiang Jinbo, Ms. Chen Jun as executive directors and Mr. Cheng Wai Hei and Mr. Lam Chi Wing as independent non-executive directors.*