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**SUPPLEMENTAL ANNOUNCEMENT  
DIVERSITY OF BOARD MEMBERS UNDER RULE 13.92 OF  
THE LISTING RULES  
AND  
NON-COMPLIANCE WITH RULES 3.10(1), 3.10A AND 3.21 OF  
THE LISTING RULES**

Reference is made to the announcement of Carry Wealth Holdings Limited (the “**Company**”) dated 8 February 2024 in relation to the resignation of independent non-executive director and the announcement of the Company dated 19 March 2024 in relation to the poll results of special general meeting held on 19 March 2024 (the “**Announcements**”). Unless otherwise defined, capitalised terms herein shall have the same meanings as referred to in the Announcements.

**DIVERSITY OF BOARD MEMBERS UNDER RULE 13.92 OF THE LISTING RULES**

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the removal of Ms. Ma Xiaoqiu and Ms. Chen Jun as Directors with effect from 19 March 2024 as announced by the Company in the Announcements (the “**Removal**”), the Company has a single gender board which does not meet the requirement under Rule 13.92 of the Listing Rules.

The Board will use its best endeavour to identify a suitable female candidate that meet relevant requirements. In making the appointment of a Director, a number of factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge will be taken into account with an aim to make the Board more diverse, and the decision will be made based on merits in accordance with the nomination policy of the Company.

It is expected that the Board will appoint a suitable female candidate as Director within three months from the date of the Removal in order to ensure compliance by the Company with the requirement under Rule 13.92 of the Listing Rules. Further announcement will be made by the Company as and when appropriate.

## **NON-COMPLIANCE WITH RULES 3.10(1), 3.10A AND 3.21 OF THE LISTING RULES**

As mentioned in the Announcements, following the resignation of Mr. Wang Fan as an independent non-executive Director (the “**Resignation**”), (i) the number of independent non-executive Directors falls below the minimum number required under Rule 3.10(1) of the Listing Rules and one-third of the Board as required under Rule 3.10A of Listing Rules; and (ii) the number of members of the Audit Committee falls below the minimum number required under Rule 3.21 of the Listing Rules.

The Board has been endeavouring to identify a suitable candidate by enquiring through their networks in the professional parties and the industry. As at the date of this announcement, no candidate has yet to be identified by the Board. As such, the Board is expected to require more time to finalise an appropriate appointment. It is expected that the Board will appoint a suitable candidate as an independent non-executive Director and a member of the Audit Committee within three months from the date of the Resignation in accordance with the Listing Rules, i.e. by 7 May 2024. Further announcement will be made by the Company as and when appropriate.

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

Hong Kong, 25 March 2024

*As at the date hereof, the Board comprises Mr. Tsang Chun Ho Anthony and Mr. Choi Tan Yee as executive Directors, and Mr. Cheng Wai Hei and Mr. Lam Chi Wing as independent non-executive Directors.*