

*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.*



## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of the shareholders of Carry Wealth Holdings Limited (the “Company”) will be held on 22 May 2012 at 10:00 a.m. at 2701, 27th Floor, One Kowloon, 1 Wang Yuen Street, Kowloon Bay, Hong Kong for the following purposes:

1. To receive and adopt the audited financial statements and report of the directors and the independent auditor’s report for the year ended 31 December 2011.
2. To re-elect the following retiring directors of the Company:
  - (i) Mr Li Haifeng as an executive director;
  - (ii) Mr Lee Sheng Kuang, James as an executive director;
  - (iii) Mr Huang Xuxian, Flynn as an executive director;
  - (iv) Mr Xiao Yong as an executive director;
  - (v) Mr Chen Zhongfa as an independent non-executive director;
  - (vi) Mr Yau Wing Yiu as an independent non-executive director; and
  - (vii) Mr Zhang Feng as an independent non-executive director.

3. To re-appoint auditor for the ensuing year and to authorise the board of directors to fix their remuneration.
4. To consider and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (A) subject to paragraph 4(C) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 4(A) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph 4(A), otherwise than (i) pursuant to a Rights Issue or (ii) on the exercise of the options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the bye-laws of the Company in force from time to time, shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares, or any class of shares, whose names appear on the Company's register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. To consider and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (A) subject to paragraph 5(C) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company subject to and in accordance with all applicable laws be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 5(A) shall be in addition to any other authorisation given to the directors of the Company;
- (C) the aggregate nominal amount of the shares of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the directors of the Company pursuant to the approval in paragraph 5(A) during the Relevant Period, shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the authority pursuant to paragraph 5(A) shall be limited accordingly; and
- (D) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of shareholders of the Company in general meeting.”

6. To consider and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of the ordinary resolutions as set out in paragraphs 4 and 5, the general mandate granted to the directors pursuant to paragraph 4 shall be extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted in paragraph 5, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

7. To consider and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon The Stock Exchange of Hong Kong Limited granting approval of the listing of and permission to deal in the shares falling to be issued pursuant to the exercise of any options granted under the share option scheme referred to in the circular dispatched to the shareholders on the same day as this Notice, the terms of which are set out in the printed document marked “A” now produced to the Meeting and for the purpose of identification signed by the Chairman hereof (the “Share Option Scheme”), the Share Option Scheme be approved and adopted to be the share option scheme of the Company and that the Directors of the Company be authorized to grant options thereunder and to allot and issue shares pursuant to the Share Option Scheme and take all such steps as may be necessary or desirable to implement such Share Option Scheme.”

By order of the Board  
**Tang Chak Lam, Charlie**  
*Company Secretary*

Hong Kong, 18 April 2012

*Principal Place of Business:*

2701, 27th Floor  
One Kowloon  
1 Wang Yuen Street  
Kowloon Bay  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from 18 May 2012 to 22 May 2012 (both days inclusive) during which period no transfer of share(s) will be effected. In order to be entitled to attend and vote at the 2012 annual general meeting of the Company, all transfer of share(s), accompanied by the relevant share certificate(s) with the completed transfer form(s) either overleaf or separately, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on 17 May 2012.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote, on a poll, on his/her behalf. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy to attend on the same occasion.
3. In order to be valid, a proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or adjourned meeting as the case may be or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll.
4. As at the date hereof, the board of directors of the Company comprises Mr Li Haifeng, Mr Lee Sheng Kuang, James, Mr Huang Xuxian, Flynn, Mr Tang Chak Lam, Charlie and Mr Xiao Yong, being executive directors; and Mr Chen Zhongfa, Mr Yau Wing Yiu and Mr Zhang Feng, being independent non-executive directors.