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## 中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 139)

### SUPPLEMENTAL ANNOUNCEMENT

Reference is made to the announcement of the Company dated 31 May 2025 (the “**Announcement**”) in relation, among others, to the termination of the Sale and Purchase Agreement. Unless the context requires otherwise, capitalized terms used herein shall bear the same meaning as defined in the Announcement.

Under the termination of the Sale and Purchase Agreement, the Vendor and the Purchaser agreed to terminate the Sale and Purchase Agreement as if the Sale and Purchase Agreement were not entered in. Accordingly, the relevant promissory notes under the Sale and Purchase Agreement were cancelled and no interest was paid to the Vendor.

In relation to the offsetting as disclosed in the Announcement (the “**Offsetting**”), since the Vendor is acquainted with the vendors (the “**Bright Joy Vendors**”) under the sale and purchase agreement for the acquisition of 51% of Bright Joy Investment Limited (“**Bright Joy**”) as disclosed in the announcement of the Company dated 31 December 2024, the Vendor proposed to offset (1) part of the consideration payable by the Group for the acquisition of Bright Joy against (2) the cash portion paid by the Group to the Vendor under the Sale and Purchase Agreement, on a dollar-to-dollar basis. With the written consent of the Bright Joy Vendors, that results in the Offsetting.

The Offsetting occurred on 25 February 2025 with completion of the acquisition of 51% equity interests of Bright Joy on the same date. The Purchaser requested full return of the consideration paid by the Group under the 2023 Sale and Purchase Agreement before entering into of the termination agreement. As such, the Offsetting occurred in February 2025 prior to the entering into of the termination agreement on 31 March 2025.

Since the relevant amounts are offset on a dollar-to-dollar basis, the Company considers that the Offsetting is fair and reasonable and in the interests of the Company and its shareholders as a whole.

By order of the Board  
**Central Wealth Group Holdings Limited**  
**Chen Xiaodong**  
*Executive Director*

Hong Kong, 12 June 2025

As at the date of this announcement, the Board comprises the following Directors:

*Executive Directors*

Mr. Chen Xiaodong (*Vice Chairman and  
Chief Executive Officer*)

Mr. Yu Qingrui

Mr. Wang Jinsong

Mr. Pang Min Quan

Mr. Muk Shau Meng

Dr. Foo Seck Chyn

*Independent non-executive Directors*

Mr. Chan Ngai Fan

Mr. Wu Ming

Ms. Li Meifeng