
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Central Wealth Group Holdings Limited (the “**Company**”), you should at once hand this supplemental circular and accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 CIRCULAR
RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF THE 2024 ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 30 April 2024 and the notice of the AGM dated 30 April 2024. A supplemental notice convening the AGM to be held as originally scheduled at 9:30 a.m. on Tuesday, 18 June 2024 at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong is set out on pages 8 to 9 of this supplemental circular.

The Second Proxy Form for use at the AGM is enclosed with this supplemental circular.

Whether or not you intend to attend the AGM (or any adjournment thereof), you are requested to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be).

Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

28 May 2024

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DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“AGM” or “2024 AGM”	an annual general meeting of the Company to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 18 June 2024 at 9:30 a.m., or any adjournment thereof
“AGM Notice”	a notice convening the AGM of the Company dated 30 April 2024 as set out in the Circular
“Board”	the board of Directors
“Circular”	the circular of the Company dated 30 April 2024 in respect of the matters to be considered at the AGM
“Company”	Central Wealth Group Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares are listed on Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company from time to time
“First Proxy Form”	the proxy form which was despatched to the Shareholders on 30 April 2024 together with the Circular
“Group”	the Company together with its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 May 2024, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Second Proxy Form”	the proxy form which will be despatched to the Shareholders together with this supplemental circular
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental AGM Notice”	a supplemental notice convening the AGM of the Company as set out herein
“%”	per cent.

Unless the context requires otherwise, capitalized terms used herein shall bear the same meanings as defined in the Circular.

LETTER FROM THE BOARD



中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

Executive Directors:

Mr Lo Siu Kit (*Chairman*)
Mr Chen Xiaodong (*Vice Chairman*)
Mr Li Jing (*Chief Executive Officer*)
Mr Yu Qingrui
Ms Song Caini
Mr Chen Hongjin

Independent non-executive Directors:

Mr Kwok Chi Kwong
Mr Wu Ming
Ms Li Meifeng

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Principal place of business in
Hong Kong:*

Unit 1801-2
18/F, Far East Finance Centre
No. 16 Harcourt Road
Hong Kong

28 May 2024

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
RE-ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF THE 2024 ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular and the AGM Notice. Unless the context otherwise requires, capitalized terms used herein shall bear the same meanings as defined in the Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to give you the Supplemental AGM Notice and provide you with further information regarding the resolution to be proposed at the AGM for approving the re-election of Mr Lo Siu Kit (“**Mr Lo**”) as an executive Director, to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

RE-ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 29 April 2024 in relation to, among others, the appointment of Mr Lo as an executive Director and the Chairman of the Board.

As mentioned in the above announcement, Mr Lo shall be subject to retirement and re-election in accordance with the Company’s bye-laws. As such, Mr Lo shall hold office until the first annual general meeting of the Company after his appointment and shall retire at the AGM and be eligible, shall offer himself for re-election at the AGM.

Biographical details of Mr Lo are set out as follows:

Mr Lo, aged 63, is an entrepreneur with years of experiences and expertise. Since 2017, Mr Lo is the chairman of the board of 山東新潮能源有限公司 (Shandong Xinchao Energy Co., Ltd*), a company established in the People’s Republic of China (the “**PRC**”) and is listed on the Shanghai Stock Exchange (Stock Code: 600777.SH), and is the chairman of the board of 萬福集團有限公司 (Wanfu Group Company Limited*) since 2005. Mr Lo is also the chairman of risk committee of the board of 汕尾農村商業銀行股份有限公司 (Shanwei Rural Commercial Bank Co., Ltd.) since 2013. Mr Lo is a member of the National Committee of the Chinese People’s Political Consultative Conference and is also a person appointed as Justices of Peace. He has extensive experience in business, financial industry and investments in a wide range of businesses in the PRC.

Mr Lo has not been appointed for any fixed term but is subject to retirement and re-election in accordance with the Company’s bye-laws. Pursuant to the service agreement entered into between the Company and Mr Lo, he is entitled to receive remuneration package of HK\$600,000 per annum plus a discretionary bonus as may be determined by the Board with reference to his performance. The foregoing emolument of Mr Lo has been recommended by the Company’s Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company. Save as disclosed above, Mr Lo has not held other directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

* For identification purpose only

LETTER FROM THE BOARD

As far as the Board is aware, as at the Latest Practicable Date, Mr Lo does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance. In addition, he does not have any relationships with any other directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

As confirmed by Mr Lo and as far as the Board is aware, he has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

In this regard, an ordinary resolution will be proposed at the AGM to consider and approve the re-election of Mr Lo as an executive Director.

As disclosed in the Circular, pursuant to the provisions of the Company's bye-laws, Ms Song Caini, Mr Chen Hongjin and Mr Kwok Chi Kwong shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM

Since the AGM Notice and the First Proxy Form despatched together with the Circular do not contain the proposed resolution in relation to the re-election of Mr Lo as an executive Director as set out in this supplemental circular, a supplemental notice convening the AGM and the Second Proxy Form are enclosed herewith to include such proposed resolution.

Please refer to the AGM Notice dated 30 April 2024 for details of other resolutions to be proposed at the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters contained therein.

The Second Proxy Form for use at the AGM is enclosed with this supplemental circular. Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed Second Proxy Form in accordance with the instructions therein and return to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time scheduled for holding the AGM (i.e. not later than 9:30 a.m., Sunday, 16 June 2024) or any adjournment thereof. Completion and delivery of the First Proxy Form or the Second Proxy Form will not preclude you from attending and voting at the AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form.

LETTER FROM THE BOARD

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar should note that:

- (i) If no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolutions properly put to the AGM (including, if properly put, resolutions for the re-election of Mr Lo as an executive Director as set out in this supplemental circular) except for the resolution(s) to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Second Proxy Form is lodged with the Company's branch share registrar not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Second Proxy Form is lodged with the Company's branch share registrar less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar by not less than 48 hours before the time appointed for the holding of AGM or any adjourned meeting.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolution approving the re-election of Mr Lo as an executive Director at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this supplemental circular misleading in any material aspects.

RECOMMENDATION

The Board considers that the resolution set out in the Supplemental AGM Notice is fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution set out in the Supplemental AGM Notice.

By order of the Board
Central Wealth Group Holdings Limited
Lo Siu Kit
Chairman

SUPPLEMENTAL NOTICE OF THE 2024 ANNUAL GENERAL MEETING



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 NOTICE OF THE 2024 ANNUAL GENERAL MEETING

Reference is made to (i) the circular of Central Wealth Group Holdings Limited (the “**Company**”) dated 30 April 2024 (the “**Original Circular**”); and (ii) the notice of the annual general meeting (the “**AGM**” or “**2024 AGM**”) of the Company dated 30 April 2024 (the “**Original Notice**”) to convene the AGM at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 18 June 2024 at 9:30 a.m.

Details of the proposed resolutions to be considered at the AGM were stated in the Original Notice. Unless the context requires otherwise, terms defined herein shall bear the same meanings as those defined in the Original Circular. Apart from the amendments stated below, all the information contained in the Original Notice remains to have full force and effect.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 28 May 2024 (the “**Supplemental Circular**”), the following new resolution 4a shall be added immediately following resolution under item numbered 4:

“4a. To re-elect Mr Lo Siu Kit as an executive director of the Company.”

By order of the Board
Central Wealth Group Holdings Limited
Lo Siu Kit
Chairman

Hong Kong, 28 May 2024

SUPPLEMENTAL NOTICE OF THE 2024 ANNUAL GENERAL MEETING

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:

Unit 1801-2
18/F, Far East Finance Centre
No. 16 Harcourt Road
Hong Kong

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) containing the new resolution 4a has been enclosed with the Supplemental Circular. Please refer to the section headed “SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM” of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
2. Save for the above supplemental resolution, there are no other changes to the resolutions set out in the Original Notice. Please refer to the Original Notice for details of the other resolutions to be considered at the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters.
3. Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
4. Completion and return of the proxy form which was despatched to the Shareholders on 30 April 2024 together with the Original Circular (the “**First Proxy Form**”) and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the First Proxy Form and/or the Second Proxy Form shall be deemed to be revoked.
5. All times and dates referred to in this supplemental notice refer to Hong Kong times and dates.

As at the date of this supplemental notice, the Board comprises the following directors:

Executive Directors

Mr Lo Siu Kit (*Chairman*)
Mr Chen Xiaodong (*Vice Chairman*)
Mr Li Jing (*Chief Executive Officer*)
Mr Yu Qingrui
Ms Song Caini
Mr Chen Hongjin

Independent non-executive Directors

Mr Kwok Chi Kwong
Mr Wu Ming
Ms Li Meifeng