
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 DIRECTORS
AND
SUPPLEMENTAL NOTICE OF THE 2025 ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 30 April 2025 and the notice of the AGM dated 30 April 2025. A supplemental notice convening the AGM to be held as originally scheduled at 9:30 a.m. on Thursday, 19 June 2025 at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong is set out on pages 11 to 12 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 Investor Services 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 2025

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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 “2025 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 Thursday, 19 June 2025 at 9:30 a.m., or any adjournment thereof
“AGM Notice”	a notice convening the AGM of the Company dated 30 April 2025 as set out in the Circular
“Board”	the board of Directors
“Circular”	the circular of the Company dated 30 April 2025 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 2025 together with the Circular
“Group”	the Company together with its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	26 May 2025, 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 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 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

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in

Hong Kong:

5th Floor, Phase II
China Taiping Tower
8 Sunning Road
Causeway Bay
Hong Kong

28 May 2025

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR RE-ELECTION OF DIRECTORS AND

SUPPLEMENTAL NOTICE OF THE 2025 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 resolutions to be proposed at the AGM for approving the re-election of Mr Pang Min Quan (“**Mr Pang**”), Mr Muk Shau Meng (“**Mr Muk**”) and Dr Foo Seck Chyn (“**Dr Foo**”) as executive Directors, 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 DIRECTORS

Reference is made to the announcements of the Company dated 13 May 2025, 14 May 2025 and 16 May 2025 in relation to, among others, the appointment of Mr Pang, Mr Muk and Dr Foo as executive Directors, respectively.

As mentioned in the above announcements, Mr Pang, Mr Muk and Dr Foo shall be subject to retirement and re-election in accordance with the Company’s bye-laws. As such, Mr Pang, Mr Muk and Dr Foo shall hold office until the first annual general meeting of the Company after their appointments and shall retire at the AGM and be eligible, shall offer themselves for re-election at the AGM.

Biographical details of Mr Pang, Mr Muk and Dr Foo are set out as follows:

(1) **Mr Pang Min Quan, aged 35**

Mr Pang currently serves as the chief technology officer in OmniNexus Sdn Bhd since March 2024. He is an accomplished Chief Technology Officer with over 12 years of experience in the IT industry. He specializes in bridging the gap between technical development and business strategy, ensuring that technology initiatives deliver measurable impact and align with broader organizational goals. His expertise spans technology management, tech automation, AI technologies, data analysis, and CRM integration.

Mr Pang is ISO 27001 certified as an internal auditor and has a strong leadership background in business management, public speaking, and innovative tech development. Known for his passion for creating tech-driven solutions that address specific industry challenges, Mr Pang is dedicated to building sustainable, scalable projects that combine advanced technology with good strategic. He is constantly exploring emerging technologies and remains committed to driving digital transformation and sustainable growth in a fast-changing landscape.

Mr Pang 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.

Mr Pang graduated from Management and Science University with a diploma in Information Technology in 2009 and with a bachelor’s degree in game design and animation in 2012.

LETTER FROM THE BOARD

Mr Pang 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 Pang, he is entitled to receive remuneration package of HK\$180,000 per annum plus a discretionary bonus as may be determined by the Board with reference to his performance. The foregoing emolument of Mr Pang is recommended by the Company's Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

As far as the Board is aware, as at the date of this circular, Mr Pang 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 Pang and as far as the Board is aware, he has no information to be disclosed 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 of the Company.

(2) Mr Muk Shau Meng, aged 31

Mr Muk currently serves as the chief technology officer in ARX Media SDN. BHD., a full-stack technology solutions company specializing in Artificial Intelligence ("AI"), Augmented Reality and Virtual Reality, with strong capabilities in web and mobile app development and focusing on transforming ideas into impactful digital experiences through strategic use of emerging technologies, since 2017. Mr Muk also currently serves as the chief technology officer in Mediverse Health SDN. BHD., a Malaysia-based health-tech company delivering AI-powered solutions for healthcare, including Electronic Health Record, Laboratory Information Management System, Radiology Information Systems, Picture Archiving & Communications System, and telemedicine and focusing on wellness, functional medicine, and longevity treatments, with active contributions to medical AI research and innovation, since 2023. In addition, Mr Muk currently serves as the managing director of Next Horizon Software SDN. BHD., an AI-first company specializing in cutting-edge solutions using large language models (LLMs), multi-modal AI, agent-based systems, generative AI, and real-time data intelligence and focusing on building transformative tools across industries through deep learning, natural language processing, and autonomous AI agents, since 2023.

LETTER FROM THE BOARD

Mr Muk is an early adopter and technology innovator in the blockchain field, with over a decade of experience in full-stack development and decentralized technologies. He spearheaded the development and operation of a fully integrated cryptocurrency exchange, demonstrating expertise in Web3 architecture, smart contracts, tokenomics, wallet integration, and cryptographic security mechanisms. As a proactive advocate for blockchain innovation in Southeast Asia, Mr Muk was invited as a speaker at MaGIC Malaysia, where he shared insights on cutting-edge topics such as decentralized finance (DeFi), blockchain adoption, and industry trends. Beyond his technical acumen, he possesses a strategic vision for translating emerging technologies into viable business models. In addition to exchange platforms, he has contributed to multiple blockchain initiatives, including NFT systems and DeFi tooling, with a focus on building scalable, secure, and compliance-ready solutions. Through advisory roles, product development, and technical strategy, he continues to shape and advance the local Web3 ecosystem. Renowned for his technical depth, forward-thinking approach, and execution capabilities, Mr Muk has established himself as a trusted leader in blockchain and decentralized technologies.

Mr Muk 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.

Mr Muk graduated from SEGi College, an Associate Institution of SEGi University with a diploma in Creative Multimedia in 2015.

Mr Muk 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 Muk, he is entitled to receive remuneration package of HK\$180,000 per annum plus a discretionary bonus as may be determined by the Board with reference to his performance. The foregoing emolument of Mr Muk is recommended by the Company's Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

As far as the Board is aware, as at the date of this circular, Mr Muk 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 Muk and as far as the Board is aware, he has no information to be disclosed 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 of the Company.

LETTER FROM THE BOARD

(3) Dr Foo Seck Chyn, aged 57

Dr Foo is an ASEAN record holder, recognized as the first individual to successfully establish the international framework for the Accredited and Managed Smart Eco-Industrial Park (AMSEIP). His in-depth research on 48 industrial parks across 15 countries led to the creation of a sustainable investment business model that integrates digitalization, ESG compliance, and Industry 4.0 principles.

Dr Foo has held top leadership roles Group Chairman, Director, CEO, and Chief Strategist across multiple companies listed on Nasdaq and Bursa Malaysia. Dr Foo currently serves as CEO of Bukit Jalil Global Acquisition 1 Ltd (Nasdaq: BUJA). As CEO of Bukit Jalil Global Acquisition 1 Ltd (Nasdaq: BUJA), he successfully led its de-SPAC merger with GIBO Holdings Limited (Nasdaq: GIBO), resulting in a new Nasdaq listing. Previously, Dr Foo served as the CEO of the Secretariat for the Advancement of Malaysian Entrepreneurs (SAME) under the Prime Minister's Department of Malaysia, where he championed SME development and transformation nationwide. As a TEDx speaker, author of six bilingual books, and mentor on business reality TV shows, Dr Foo actively advocates AI-driven digital transformation and smart industrial innovation, continuing to shape the region's future in innovation and economic leadership.

Dr Foo 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.

Dr Foo graduated in Charles Sturt University, Australia in 1994 and pursued the Doctorate in Business Administration (DBA) in HELP University, Malaysia in 2024.

Dr Foo 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 Dr Foo, he is entitled to receive remuneration package of HK\$360,000 per annum plus a discretionary bonus as may be determined by the Board with reference to his performance. The foregoing emolument of Dr Foo is recommended by the Company's Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

As far as the Board is aware, as at the date of this circular, Dr Foo 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.

LETTER FROM THE BOARD

As confirmed by Dr Foo and as far as the Board is aware, he has no information to be disclosed 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 of the Company.

As disclosed in the Circular, pursuant to the provisions of the Company's bye-laws, Mr Yu Qingrui, Mr Wang Jinsong, Mr Chan Ngai Fan and Mr Wu Ming 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 resolutions in relation to the re-election of Mr Pang, Mr Muk and Dr Foo as executive Directors 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 resolutions.

Please refer to the AGM Notice dated 30 April 2025 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 Investor Services 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., Tuesday, 17 June 2025) 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.

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.

LETTER FROM THE BOARD

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 Pang, Mr Muk and Dr Foo as executive Directors 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 resolutions approving the re-election of Mr Pang, Mr Muk and Dr Foo as executive Directors 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 resolutions set out in the Supplemental AGM Notice are 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 resolutions set out in the Supplemental AGM Notice.

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

SUPPLEMENTAL NOTICE OF THE 2025 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 2025 ANNUAL GENERAL MEETING

Reference is made to (i) the circular of Central Wealth Group Holdings Limited (the “Company”) dated 30 April 2025 (the “Original Circular”); and (ii) the notice of the annual general meeting (the “AGM” or “2025 AGM”) of the Company dated 30 April 2025 (the “Original Notice”) to convene the AGM at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 19 June 2025 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 2025 (the “Supplemental Circular”), the following new resolutions 5a to 5c shall be added immediately following resolution under item numbered 5:

“5a. To re-elect Mr Pang Min Quan as an executive director of the Company.”

“5b. To re-elect Mr Muk Shau Meng as an executive director of the Company.”

“5c. To re-elect Dr Foo Seck Chyn as an executive director of the Company.”

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

Hong Kong, 28 May 2025

SUPPLEMENTAL NOTICE OF THE 2025 ANNUAL GENERAL MEETING

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:

5th Floor, Phase II
China Taiping Tower
8 Sunning Road
Causeway Bay
Hong Kong

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) containing the new resolutions 5a to 5c have 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 resolutions, 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 Investor Services 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 2025 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 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