
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this 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 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)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting (the “SGM”) 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 9:45 a.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same date at 9:30 a.m. (whichever is later) is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the SGM is enclosed with this circular.

Whether or not you intend to attend the SGM (or any adjournment thereof), you are requested to complete and return the enclosed form of proxy 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 SGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM 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 circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Announcement”	the announcement of the Company dated 22 May 2025 in relation to the Name Change
“Board”	board of the Directors
“Bye-laws”	the bye-laws of the Company
“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
“Director(s)”	director(s) of the Company from time to time
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Name Change”	the proposed change of the English name of the Company from “Central Wealth Group Holdings Limited” to “Smart Fish Wealthlink Holdings Limited” and the proposed change of the secondary name of the Company in Chinese from “中達集團控股有限公司” to “小魚盈通控股有限公司”
“SGM”	the special general meeting of the Company to be convened and held for approving the Name Change
“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

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,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

The purpose of this circular is to provide you with, among other things, (i) details of the Name Change; and (ii) the notice of SGM to be convened and held for the purpose of considering and, if thought fit, approving the resolution approving the Name Change.

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Announcement in relation to the Name Change.

LETTER FROM THE BOARD

The Board proposes to change the English name of the Company from “Central Wealth Group Holdings Limited” to “Smart Fish Wealthlink Holdings Limited” and to change the secondary name of the Company in Chinese from “中達集團控股有限公司” to “小魚盈通控股有限公司”.

The Company intends to put forward to the Shareholders for their approval of the Name Change.

Conditions for the Name Change

The Name Change will be subject to (1) the passing of a special resolution by the Shareholders at the SGM to approve the Name Change; and (2) the Registrar of Companies in Bermuda approving the Name Change.

Subject to the satisfaction of the conditions set out above, the Name Change will take effect from the date on which the new English name and the new Chinese secondary name are entered by the Registrar of Companies in Bermuda on the register of companies in place of the existing English name and Chinese secondary name. The Company will then make necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Name Change

The Board considers that the Name Change will better reflect the current status of the Group’s business and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit its future business development. Therefore, the Board considers that the Name Change is in the interests of the Company and the Shareholders as a whole.

Effects of the Name Change

The Name Change will not affect any rights of the existing holders of securities of the Company.

All existing certificates of securities in issue bearing the present name of the Company shall, after the Name Change becoming effective, continue to be evidence of title to such securities and will remain valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for free exchange of the existing certificates of securities of the Company for new certificates bearing the new name of the Company. Any issue of new certificates of securities after the Name Change becoming effective will be under the new name of the Company.

Further announcements will be made by the Company to inform the Shareholders of the results of the SGM and the effective dates of the Name Change and the new stock short name of the Company.

LETTER FROM THE BOARD

SGM

The SGM will be convened and held for the purpose of considering and, if appropriate, approving the Name Change.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolution will be put to vote by way of poll at the SGM. An announcement on the SGM result will be published by the Company after the SGM in accordance with the Listing Rules.

The SGM will be convened and held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 19 June 2025 at 9:45 a.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same date at 9:30 a.m. (whichever is later) for the Shareholders to approve the Name Change and the transactions contemplated thereunder. A notice convening the SGM is set out on pages SGM-1 to SGM-2 of this circular. Whether or not you are able to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same 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 later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the SGM if you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose 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 circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the view that the Name Change are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the Name Change and the transactions contemplated thereunder.

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

NOTICE OF SGM



中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Central Wealth Group Holdings Limited (the “**Company**”) will be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 19 June 2025 at 9:45 a.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same date at 9:30 a.m. (whichever is later) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Central Wealth Group Holdings Limited” to “Smart Fish Wealthlink Holdings Limited” and to change the secondary name of the Company in Chinese from “中達集團控股有限公司” to “小魚盈通控股有限公司”, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to effect the aforesaid change of name of the Company.”

By order of the Board

Central Wealth Group Holdings Limited

Chen Xiaodong

Executive Director

Hong Kong, 28 May 2025

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

NOTICE OF SGM

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's branch registrar in Hong Kong, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this notice, the board of Directors 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