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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

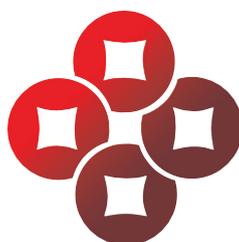
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Smart Fish Wealthlink 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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**小魚盈通控股有限公司**

**SMART FISH WEALTHLINK HOLDINGS LIMITED**

*(Formerly known as Central Wealth Group Holdings Limited 中達集團控股有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 139)**

**PROPOSED SHARE PREMIUM CANCELLATION  
AND  
PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting (the “SGM”) of the Company to be held at Gloucester Luk Kwok Hong Kong, Falcon Room I, Basement, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 February 2026 at 9:30 a.m. is set out on pages SGM-1 to SGM-3 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.

19 January 2026

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## EXPECTED TIMETABLE

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*Set out below is the expected timetable for the Share Premium Cancellation and the Special Dividend. The expected timetable is subject to, among others, the result of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

**2026**

|  |   |
|--|---|
| Despatch date of circular with notice of the SGM . . . . .   | Monday, 19 January                              |
| Latest time for lodging transfers documents in order<br>to qualify for attendance and voting at the SGM . . . . .                      | 4:30 p.m. on<br>Thursday, 5 February            |
| Closure of the register of members for determining<br>the entitlement to attend and vote at the SGM<br>(both days inclusive) . . . . . | Friday, 6 February to<br>Wednesday, 11 February |
| Latest time for lodging forms of proxy for the SGM . . . . .   | 9:30 a.m. on<br>Monday, 9 February              |
| Date and time of the SGM . . . . .   | 9:30 a.m. on<br>Wednesday, 11 February          |
| Record date for the SGM . . . . .  | Wednesday, 11 February                          |
| Publication of the announcement of the results of the SGM . . . . .  | Wednesday, 11 February                          |

**The following events are conditional on the fulfillment of the condition for the Special Dividend.**

|   |                                     |
|---|-------------------------------------|
| Latest time for lodging transfers documents in order<br>to qualify for entitlement to the Special Dividend . . . . .  | 4:30 p.m. on<br>Friday, 20 February |
| Closure of the register of members for determining<br>the Shareholders' entitlement to the Special Dividend . . . . . | Monday, 23 February                 |
| Dividend Record Date . . . . .  | Monday, 23 February                 |
| Payment of Special Dividend . . . . .   | On or before 9 March                |

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## DEFINITIONS

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

|                               |  |
|-------------------------------|--|
| “Board”                       | the board of Directors;  |
| “Business Day(s)”             | a day (other than a Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours; |
| “Bye-laws”                    | the bye-laws for the time being adopted by the Company and as amended from time to time;   |
| “Companies Act”               | the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise modified from time to time;   |
| “Company”                     | Smart Fish Wealthlink Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 139);  |
| “Contributed Surplus Account” | the contributed surplus account of the Company within the meaning of the Companies Act;  |
| “Director(s)”                 | director(s) of the Company;  |
| “Dividend Record Date”        | 23 February 2026, being the record date for determining entitlements of the Shareholders to the Special Dividend;  |
| “Effective Date”              | the date of the SGM, being the date on which the proposed Share Premium Cancellation will become effective (subject to the fulfilment of the conditions set forth in the section headed “Conditions of the proposed Share Premium Cancellation” herein);   |
| “Group”                       | the Company and its subsidiaries;  |
| “HK\$”                        | Hong Kong dollars, the lawful currency of Hong Kong;   |

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## DEFINITIONS

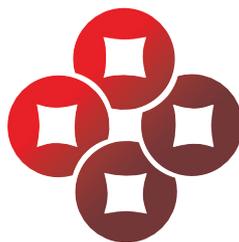
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|                              |  |
|------------------------------|--|
| “Hong Kong”                  | the Hong Kong Special Administrative Region of the People’s Republic of China;   |
| “Listing Rules”              | the Rules Governing the Listing of Securities on the Stock Exchange;   |
| “Qualifying Shareholder(s)”  | Shareholder(s) whose names appear on the Register of Members as at the close of business on the Dividend Record Date;  |
| “Register of Members”        | the register of members of the Company;  |
| “SGM”                        | the special general meeting of the Company to be convened and held to consider and, if appropriate, to approve the Share Premium Cancellation and the Special Dividend;  |
| “Share(s)”                   | ordinary share(s) of HK\$0.01 each in the issued share capital of the Company;   |
| “Share Premium Account”      | the Share Premium account of the Company;  |
| “Share Premium Cancellation” | the proposed cancellation of the entire amount standing to the credit of the Share Premium Account of the Company;   |
| “Shareholder(s)”             | holder(s) of the Share(s);   |
| “Special Dividend”           | the proposed payment of special cash dividend of Hong Kong 22.8 cents for every 100 Shares recommended by the Board and subject to approval by the Shareholders at the SGM and satisfaction of other conditions as set out in the section headed “Conditions of the Payment of the Special Dividend” in this circular, payable in cash to each Qualifying Shareholder; |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited;   |
| “%”                          | per cent.  |

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## LETTER FROM THE BOARD

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### 小魚盈通控股有限公司

SMART FISH WEALTHLINK HOLDINGS LIMITED

(Formerly known as Central Wealth Group Holdings Limited 中達集團控股有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

*Executive Directors:*

Mr. Chen Changjiong (*Chairman*)  
Mr. Chen Xiaodong (*Vice Chairman*)  
Mr. Yu Qingrui  
Mr. Wang Jinsong  
Mr. Pang Min Quan  
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

19 January 2026

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED SHARE PREMIUM CANCELLATION AND PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND**

#### **INTRODUCTION**

Reference is made to the announcements of the Company dated 19 September 2025 and 22 September 2025 in relation to, among others, the Share Premium Cancellation and the Special Dividend.

The purpose of this circular is to provide you with, among other things, (i) details of the proposed Share Premium Cancellation and the Special Dividend; and (ii) the notice of SGM.

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## LETTER FROM THE BOARD

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### **PROPOSED SHARE PREMIUM CANCELLATION**

The Board announces that the Company proposes to effect the Share Premium Cancellation by way of cancellation of the entire amount standing to the credit of the Share Premium Account of the Company. Based on the latest management accounts of the Company, the amounts standing to the credit of the share premium and contributed surplus account of the Company were approximately HK\$5,797 million and the amount of the latest accumulated losses was approximately HK\$5,332 million.

Pursuant to the Share Premium Cancellation, the entire amount standing to the credit of the Share Premium Account of the Company be cancelled and the credit arising from the Share Premium Cancellation will be applied to offset the accumulated losses of the Company. The Company shall be authorised to utilize the credit arising therefrom and the Contributed Surplus Account in any manner permitted by Bermuda law and/or the Bye-laws of the Company.

The Share Premium Cancellation does neither involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in nominal value of the Shares or trading arrangements in respect of the Shares. Other than the necessary expenses to be incurred in relation to the implementation of the Share Premium Cancellation, the Board considers that the implementation will not affect the underlying assets, business operations, management or financial position of the Company.

### **Conditions of the proposed Share Premium Cancellation**

The Share Premium Cancellation is conditional upon:

- (a) the passing of the necessary resolution(s) by the Shareholders at the SGM to approve the Share Premium Cancellation and the transactions contemplated thereunder; and
- (b) compliance by the Company with the requirements of the Companies Act regarding the Share Premium Cancellation.

Subject to fulfillment of the conditions set out above, the Share Premium Cancellation is expected to become effective on the date of passing the resolution(s) by the Shareholders at the SGM to approve the Share Premium Cancellation.

### **Reasons for the Share Premium Cancellation**

The accumulated losses as shown in the latest management accounts of the Company amounted to approximately HK\$5,332 million. Upon the Share Premium Cancellation becoming effective, all the latest accumulated losses of the Company will be eliminated and the Company will have further flexibility to declare dividends to the Shareholders, including but not limited to the Distribution. As such, the Directors consider that the Share Premium Cancellation is in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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To the best of the Directors' knowledge, information and belief, no Shareholders have a material interest in the Share Premium Cancellation and no Shareholders shall have to abstain from voting at the SGM in respect of the resolution(s) approving the Share Premium Cancellation.

### **PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND**

Reference is made to the announcements of the Company dated 19 September 2025 and 22 September 2025. The Board has recommended the declaration and payment of the Special Dividend (subject to approval of the Shareholders at the SGM and satisfaction of other conditions as set out in the section headed "Conditions of the Payment of the Special Dividend" below) at Hong Kong 22.8 cents for every 100 Shares to the Qualifying Shareholders whose names appear on the register of members of the Company on the Dividend Record Date in proportion to their then respective shareholdings in the Company.

Payment of the Special Dividend shall be cash (rounded down to the nearest cent) to the relevant Shareholders. For the avoidance of doubt, a Shareholder holding less than an integral multiple of 100 Shares will be entitled to a pro-rata Special Dividend, being rounded down to the nearest cents. Shareholders concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

Subject to the fulfilment of conditions for the payment of the Special Dividend, Shareholders shall receive HK\$22.8 for every 10,000 Shares. The Special Dividend will be paid in HK\$.

Subject to the fulfilment of conditions for the payment of the Special Dividend, the Special Dividend shall be paid to Qualifying Shareholders on or before 9 March 2026.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,228,534,802 Shares. On the basis that there is no change in the issued Shares from the Latest Practicable Date up to the date of the SGM, the Special Dividend, if declared and paid, will amount to an aggregate amount of approximately HK\$2.8 million.

The Board considers it appropriate to pay the Special Dividend in recognition of Shareholders' continued support of the Company. The declaration and payment of the Special Dividend will not have any material adverse effect on the financial position of the Group.

An ordinary resolution for payment of the Special Dividend will be put forward at the SGM for approval by the Shareholders.

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## LETTER FROM THE BOARD

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### Conditions of the payment of the Special Dividend

The payment of the Special Dividend is conditional upon satisfaction of the following conditions:

- (a) the passing by the Shareholders of an ordinary resolution at the SGM to approve the declaration and payment of the Special Dividend;
- (b) the Directors being satisfied that there are no reasonable grounds for believing that:
  - (i) the Company is, or would after the payment of the Special Dividend be, unable to pay its liabilities as they become due; or
  - (ii) the realisable value of the Company's assets would thereby be less than its liabilities; and
- (c) the Proposed Share Premium Cancellation has become effective.

The conditions set out above cannot be waived. If such conditions are not satisfied, the Special Dividend will not be paid.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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 is not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

### SGM

The SGM will be convened and held at Gloucester Luk Kwok Hong Kong, Falcon Room I, Basement, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 February 2026 at 9:30 a.m. for the Shareholders to approve the Share Premium Cancellation and the Special Dividend and the transactions contemplated thereunder. A notice convening the SGM is set out on pages SGM-1 to SGM-3 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.

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## LETTER FROM THE BOARD

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To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the Share Premium Cancellation and the Special Dividend and the transactions contemplated thereunder. As such, no Shareholder is required to abstain from voting at the SGM on the resolution(s) to approve the Share Premium Cancellation and the Special Dividend and the transactions contemplated thereunder.

### **CLOSURE OF REGISTER**

For the purpose of determining Shareholders' eligibility to attend and vote at the SGM, the Register of Members will be closed from 6 February 2026 to 11 February 2026 (both days inclusive), during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the SGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with 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, not later than 4:30 p.m. on 5 February 2026.

For the purpose of determining Shareholders' entitlement to the Special Dividend, the Register of Members will be closed on 23 February 2026, during which no transfers of Shares will be registered. In order to qualify for the Special Dividend, all transfers, accompanied by the relevant share certificates and transfer forms, must be lodged with 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, not later than 4:30 p.m. on 20 February 2026.

### **RECOMMENDATION**

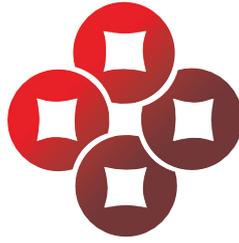
The Board (including the independent non-executive Directors) is of the view that the Share Premium Cancellation and the Special Dividend are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution(s) to be proposed at the SGM to approve the Share Premium Cancellation and the transactions contemplated thereunder.

By order of the Board  
**Smart Fish Wealthlink Holdings Limited**  
**Chen Xiaodong**  
*Executive Director*

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## NOTICE OF SGM

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### 小魚盈通控股有限公司

SMART FISH WEALTHLINK HOLDINGS LIMITED

*(Formerly known as Central Wealth Group Holdings Limited 中達集團控股有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 139)**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Smart Fish Wealthlink Holdings Limited (the “**Company**”) will be held at Gloucester Luk Kwok Hong Kong, Falcon Room I, Basement, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 February 2026 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

#### **SPECIAL RESOLUTION**

1. “**THAT** conditional upon compliance by the Company with the Companies Act 1981 of Bermuda (as amended from time to time) and the bye-laws of the Company (as amended from time to time) to effect the cancellation of share premium account referred to below, and with effect from the date of passing of this special resolution or upon the date on which the above condition is fulfilled (whichever is the later) (the “**Effective Date**”):
  - (a) the entire amount standing to the credit of the share premium account of the Company as at the Effective Date be and is hereby reduced to nil so that the amount of the share premium on the Effective Date as last determined by the Company of HK\$4,926,376,851 be reduced by an amount of HK\$4,926,376,851 to HK\$ Nil (the “**Cancellation**”);
  - (b) the credits arising from the Cancellation be entirely transferred to the contributed surplus account of the Company (the “**Contributed Surplus Account**”) within the meaning of the Companies Act 1981 of Bermuda (as amended from time to time);

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## NOTICE OF SGM

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- (c) the board (the “**Board**”) of directors (the “**Directors**”) of the Company or a committee thereof be and is hereby authorised to utilise and apply any credit balance of the Contributed Surplus Account, as the Directors in their absolute discretion may determine, to partly pay the Special Dividend (as defined in the ordinary resolution below) with the remaining balance in the Contributed Surplus Account be utilised and applied to eliminate or to set off the accumulated losses of the Company which may arise from time to time and/or to pay other dividend and/or to make any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted by Bermuda law and/or under the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, confirmed and ratified; and
- (d) the Board or a committee thereof be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Cancellation and the transactions contemplated thereunder.”

### ORDINARY RESOLUTION

2. “**THAT** subject to the fulfilment of the conditions set out in the section headed “Conditions of the payment of the Special Dividend” in the circular of the Company dated 19 January 2026, the declaration and payment of a special dividend of Hong Kong 22.8 cents for every 100 shares (the “**Special Dividend**”) out of any reserves of the Company available for distribution (including, without limitation, any contributed surplus, retained earnings or other distributable reserves), as the Board may in its absolute discretion determine, to shareholders of the Company whose names appear on the register of members of the Company at the close of business on the record date fixed by the Board for determining the entitlements to the Special Dividend, be and is hereby approved; and the Board be authorised to effect the payment of the Special Dividend and to do all acts and things and to take such steps and to execute such further documents as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Dividend.”

By order of the Board  
**Smart Fish Wealthlink Holdings Limited**  
**Chen Xiaodong**  
*Executive Director*

Hong Kong, 19 January 2026

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## NOTICE OF SGM

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*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. 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 Changjiong (*Chairman*)  
Mr. Chen Xiaodong (*Vice Chairman*)  
Mr. Yu Qingrui  
Mr. Wang Jinsong  
Mr. Pang Min Quan  
Dr. Foo Seck Chyn

*Independent non-executive Directors*

Mr. Chan Ngai Fan  
Mr. Wu Ming  
Ms. Li Meifeng