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CHINA WANTIAN HOLDINGS LIMITED

中國萬天控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1854)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 19 SEPTEMBER 2022;
RETIREMENT OF DIRECTOR;
CHANGES IN COMPOSITION OF BOARD COMMITTEES;
AND
NON-COMPLIANCE WITH RULES 3.10 AND 3.21
OF THE LISTING RULES**

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of China Wantian Holdings Limited (the “**Company**”) both dated 21 July 2022. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the proposed resolutions as set out in the Notice (the “**Resolutions**”) were duly passed by the Shareholders by way of poll at the AGM held on 19 September 2022.

As at the date of the AGM, there were 1,535,860,000 Shares in issue, representing the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the AGM. There was no Shareholder who was entitled to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the AGM. No Shareholders had stated their intention in the Circular to vote against or abstain from voting on the Resolutions at the AGM. There was no restriction on any Shareholders to cast votes on the Resolutions at the AGM.

The poll results in respect of the Resolutions at the AGM are set out as follows:

Ordinary Resolutions ^{Note}		Number of votes (approximate %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditor of the Company for the year ended 31 March 2022.	1,203,140,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Liu Chi Ching as an executive Director;	1,203,140,000 (100%)	0 (0%)
	(b) To re-elect Mr. Zhong Xueyong as an executive Director; and	1,203,140,000 (100%)	0 (0%)
	(c) To authorise the Board to fix the Directors' remuneration.	1,203,140,000 (100%)	0 (0%)
3.	To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration.	1,203,140,000 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing this resolution.	1,203,140,000 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing this resolution.	1,203,140,000 (100%)	0 (0%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with new Shares by the addition thereto of an amount representing the aggregate number of issued Shares repurchased by the Company.	1,203,140,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of Resolutions numbered 1 to 6, each of the above Resolutions was duly passed as an ordinary resolution of the Company.

Special Resolution ^{Note}		Number of votes (approximate %)	
		For	Against
7.	To approve the Proposed Amendments and to adopt the Second Amended and Restated Memorandum and Articles of Association, and to authorise any Director or company secretary of the Company to do all such things necessary to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association.	1,203,140,000 (100%)	0 (0%)

Note: The full text of the Resolutions was set out in the Notice.

As more than 75% of the votes were cast in favour of Resolution numbered 7, the above Resolution was duly passed as a special resolution of the Company.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote-taking at the AGM. All Directors have attended the AGM either in person or by electronic means.

RETIREMENT OF DIRECTOR

As stated in the Circular, Mr. Ng Ki Man (“**Mr. Ng**”) retired by rotation from the office of independent non-executive Director in accordance with the Articles of Association with effect from the conclusion of the AGM.

Mr. Ng has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the Stock Exchange or the Shareholders. The Board would like to express its deepest gratitude to Mr. Ng for his valuable contributions during his tenure with the Company.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Following his retirement, with effect from the conclusion of the AGM, Mr. Ng ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”), and a member of each of the nomination committee and the remuneration committee of the Company.

NON-COMPLIANCE WITH RULES 3.10 AND 3.21 OF THE LISTING RULES

Following the retirement of Mr. Ng, the Company fails to meet the requirements of (a) having a minimum of three independent non-executive Directors with at least one of the independent non-executive Directors having appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules; and (b) having a minimum of three members with at least one member in the Audit Committee being an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules, and the Audit Committee being chaired by an independent non-executive Director, as required under Rule 3.21 of the Listing Rules.

The Company has identified a suitable candidate to be appointed as an independent non-executive Director to meet the requirements set out in Rules 3.10 and 3.21 of the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

By order of the Board
China Wantian Holdings Limited
Hooy Kok Wai
Chairman and Executive Director

Hong Kong, 19 September 2022

As at the date of this announcement, the Board comprises Mr. Hooy Kok Wai, Mr. Liu Chi Ching and Mr. Zhong Xueyong as executive Directors; and Mr. Leung Sui Chung and Mr. Siu Chun Pong Raymond as independent non-executive Directors.