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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; CHANGES IN COMPOSITION OF BOARD COMMITTEES; AND COMPLIANCE WITH RULES 3.10 AND 3.21 OF THE LISTING RULES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Wantian Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. Lui Choi Yiu Angela (“**Ms. Lui**”) has been appointed as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the nomination committee (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 22 September 2022.

The biographical details of Ms. Lui are set out as follows:

Ms. Lui, aged 48, holds a bachelor of science degree in accounting from Azusa Pacific University in California, USA and a postgraduate diploma in corporate administration from The Hong Kong Polytechnic University. She is currently a member of each of the American Institute of Certified Public Accountants, the Hong Kong Institute of Certified Public Accountants, the Institute of Public Accountants in Australia and the Institute of Financial Accountants in the United Kingdom. Ms. Lui has over 3 years of audit experience in an international certified public accounting firm and over 20 years of experience in corporate management, company secretarial matters, accounting and finance of listed companies in Hong Kong. She served as the chief financial officer of Mason Group Holdings Limited, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 273) from February 2016 to April 2020, and

was an executive director and the company secretary of the company from April 2016 to April 2020 and from September 2016 to January 2020, respectively. Ms. Lui is currently the deputy chief financial officer of AGBA Management Company Limited.

Ms. Lui has entered into a letter of appointment with the Company for a term of three years commencing from the date of her appointment, subject to retirement and re-election in accordance with the articles of association of the Company. She is entitled to an annual remuneration of HK\$156,000, which is determined by the Board and the recommendation of the Remuneration Committee based on her respective qualification, experience, responsibilities with the Company and the prevailing market rate.

Save as disclosed above, Ms. Lui (i) does not hold any position in the Company or other members of the Group; (ii) does not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years preceding the date of this announcement; (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company.

Save as disclosed above, there is no other information relating to the appointment of Ms. Lui which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warm welcome to Ms. Lui for her appointment.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

After the appointment of Ms. Lui, the composition of Board committees shall be as follows:

Audit Committee: Ms. Lui Choi Yiu Angela (*Chairman*)
Mr. Leung Sui Chung
Mr. Siu Chun Pong Raymond

Remuneration Committee: Mr. Leung Sui Chung (*Chairman*)
Mr. Liu Chi Ching
Ms. Lui Choi Yiu Angela
Mr. Siu Chun Pong Raymond

Nomination Committee: Mr. Hooy Kok Wai (*Chairman*)
Ms. Lui Choi Yiu Angela
Mr. Leung Sui Chung
Mr. Siu Chun Pong Raymond

COMPLIANCE WITH RULES 3.10 AND 3.21 OF THE LISTING RULES

Reference is made to the announcement of the Company dated 19 September 2022 in relation to, among others, the non-compliance of the Company with Rules 3.10 and 3.21 of the Listing Rules following the retirement of Mr. Ng Ki Man as an independent non-executive Director.

Upon the appointment of Ms. Lui as an independent non-executive Director and changes in the composition of the Board committees, the Company has met 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.

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

Hong Kong, 22 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 Ms. Lui Choi Yiu Angela, Mr. Leung Sui Chung and Mr. Siu Chun Pong Raymond as independent non-executive Directors.