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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of China Wantian Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 6 November 2025:

- (i) Ms. Lui Choi Yiu Angela (“**Ms. Lui**”) has tendered her resignation as an independent non-executive Director and ceased to act as the chairman of the audit committee of the Company (the “**Audit Committee**”), a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”) as she would like to pursue her other business commitments; and
- (ii) Mr. Siu Chun Pong Raymond (“**Mr. Siu**”) has tendered his resignation as an independent non-executive Director and ceased to act as a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee, the environmental, social and governance committee of the Company (the “**ESG Committee**”) and the climate change committee of the Company (the “**Climate Change Committee**”) as he would like to pursue his other business commitments.

Ms. Lui and Mr. Siu have confirmed that they have no disagreement with the Board and there are no matters in respect of their resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Ms. Lui and Mr. Siu for their services and invaluable contribution to the Group during their terms of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that each of Ms. Chan Sze Man and Mr. Hui Chun Kin Norman has been appointed as an independent non-executive Director with effect from 6 November 2025.

Ms. Chan Sze Man (“Ms. Chan”)

The biographical details of Ms. Chan are set out below:

Ms. Chan, aged 44, obtained a bachelor of business administration in accounting degree from The Hong Kong University of Science and Technology in November 2003. She has been a fellow of the Hong Kong Institute of Certified Public Accountants since 2016.

Ms. Chan has over 20 years of experience in the accounting and audit industry in Hong Kong. From September 2003 to April 2010, she worked for Deloitte Touche Tohmatsu, an international accounting firm. Ms. Chan joined Tongda Group Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 698), in June 2010, served as chief financial officer and company secretary from January 2011 to August 2018 and has been appointed as a non-executive director of the company since August 2018. In addition, Ms. Chan has been an independent non-executive director of the following companies, the shares of each of which are listed on the Main Board of the Stock Exchange: (a) Prosperous Future Holdings Limited (formerly known as “Future Development Holdings Limited”, “China Child Care Corporation Limited” and “Prince Frog International Holdings Limited”) (stock code: 1259) since September 2016; (b) Chi Kan Holdings Limited (stock code: 9913) since July 2020; and (c) Weiye Holdings Limited (stock code: 1570) since September 2024.

Ms. Chan has entered into a letter of appointment with the Company for an initial term of one year commencing from the date of her appointment, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Ms. Chan will be entitled to an annual director’s remuneration of HK\$156,000, which is determined by the Board and the recommendation of the Remuneration Committee with reference to her qualifications, work experience, responsibilities with the Company and the prevailing market rate.

As at the date of this announcement, save as disclosed in this announcement, Ms. Chan (i) does not hold any position with 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 or short position in any shares or underlying 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 director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company.

The Company confirms that Ms. Chan has confirmed with the Company that (i) she is independent as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; (iii) there are no other factors that may affect Ms. Chan's independence at the time of her appointment.

Save as disclosed above, Ms. Chan confirmed that there is no other information relating to her appointment as an independent non-executive Director 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.

Mr. Hui Chun Kin Norman (“Mr. Hui”)

The biographical details of Mr. Hui are set out below:

Mr. Hui, aged 47, graduated from the University of New South Wales with a degree of bachelor of commerce in accounting in 2001 and a degree of laws in 2002, respectively. Mr. Hui was admitted as a legal practitioner of the Supreme Court of New South Wales in Australia in 2004, as a solicitor of the High Court of Hong Kong in 2005 and as a solicitor of the Supreme Court of England and Wales in 2006, respectively. Mr. Hui has also been an international accredited professional mediator of the International Dispute Resolution & Risk Management Institute as well as a certified international mediation advocate of International Professional Advocates Association since 2022 and 2023, respectively.

Mr. Hui possesses extensive experience in general commercial work and has over 20 years of experience in corporate finance, mergers and acquisitions and other corporate transactions, with a focus on financial services, advising funds and asset management clients on regulatory issues. Mr. Hui is currently a partner and head of equity capital markets in the Hong Kong office of an international law firm. Mr. Hui has also been an independent director of Linkers Industries Limited, the securities of which are listed on NASDAQ (Nasdaq: LNKS), since March 2024, and Powell Max Limited, the securities of which are listed on NASDAQ (Nasdaq: PMAX), since September 2024, respectively.

Mr. Hui has entered into a letter of appointment with the Company for an initial term of one year commencing from the date of his appointment, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company and the Listing Rules. Mr. Hui will be entitled to an annual director's remuneration of HK\$150,000, which is determined by the Board and the recommendation of the Remuneration Committee with reference to his qualifications, work experience, responsibilities with the Company and the prevailing market rate.

As at the date of this announcement, save as disclosed in this announcement, Mr. Hui (i) does not hold any position with 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 or short position in any shares or underlying 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 director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company.

The Company confirms that Mr. Hui has confirmed with the Company that (i) he is independent as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; (iii) there are no other factors that may affect Mr. Hui's independence at the time of his appointment.

Save as disclosed above, Mr. Hui confirmed that there is no other information relating to his appointment as an independent non-executive Director 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. Chan and Mr. Hui for their joining.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board also announces the following changes in the composition of the Board committees with effect from 6 November 2025:

- (i) Ms. Chan has been appointed as the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee;
- (ii) Mr. Hui has been appointed as a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the ESG Committee; and
- (iii) Mr. Lam Chi Wing has been appointed as a member of the Climate Change Committee.

After the aforementioned changes take effect, the composition of the Board committees shall be as follows:

Audit Committee: Ms. Chan Sze Man (*Chairman*)
Mr. Lam Chi Wing
Mr. Hui Chun Kin Norman

Remuneration Committee: Mr. Lam Chi Wing (*Chairman*)
Ms. Chan Sze Man
Mr. Zhong Xueyong
Mr. Hui Chun Kin Norman

Nomination Committee: Dr. Hooy Kok Wai (*Chairman*)
Ms. Chan Sze Man
Mr. Lam Chi Wing
Mr. Hui Chun Kin Norman

ESG Committee[#]: Mr. Zhong Xueyong (*Chairman*)
Mr. Hui Chun Kin Norman

Climate Change Committee^{##}: Mr. Zhong Xueyong (*Chairman*)
Mr. Lam Chi Wing

[#] In addition to these two Directors, a person in charge of the functional department of the Group serves as the other member of the ESG Committee.

^{##} In addition to these two Directors, two persons in charge of the operational and functional departments of the Group serve as the other two members of the Climate Change Committee.

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

Hong Kong, 6 November 2025

As at the date of this announcement, the Board comprises Dr. Hooy Kok Wai and Mr. Zhong Xueyong as executive Directors; and Mr. Lam Chi Wing, Ms. Chan Sze Man and Mr. Hui Chun Kin Norman as independent non-executive Directors.