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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CHINA WANTIAN HOLDINGS LIMITED**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Suite 2106, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong on Friday, 26 June 2026 at 10:30 a.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

All times and dates specified in this circular refer to Hong Kong times and dates.

24 April 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Ace Source"	Ace Source Holdings Limited, a limited liability company incorporated in the British Virgin Islands, being a substantial shareholder of the Company
"AGM"	the annual general meeting of the Company to be convened and held at Suite 2106, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong on Friday, 26 June 2026 at 10:30 a.m. or any adjournment thereof
"AGM Notice"	the notice convening the AGM set out on pages 17 to 21 of this circular
"Articles of Association"	the second amended and restated articles of association of the Company adopted by a special resolution passed on 19 September 2022, and "Article" shall mean an article of the Articles of Association
"Board"	the board of Directors
"close associate(s)"	has the same meaning ascribed thereto under the Listing Rules
"Company"	China Wantian Holdings Limited (中國萬天控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
"controlling shareholder(s)"	has the same meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the same meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the total number of issued Shares as at the date of the passing of the relevant ordinary resolution as set out in resolution no. 4 of the AGM Notice
"Latest Practicable Date"	20 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, which, for the purpose of this circular, shall exclude Hong Kong, Taiwan and the Macau Special Administrative Region of the PRC
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant ordinary resolution as set out in resolution no. 5 of the AGM Notice
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
"Share(s)"	ordinary share(s) of a nominal value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the same meaning ascribed thereto under the Listing Rules
"Takeovers Code"	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
"US"	the United States of America
"%"	per cent

This circular has been printed in both English and Chinese versions. In the event of any inconsistency, the English text of this circular shall prevail over its Chinese text.

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)

Executive Directors:
Dr. Hooy Kok Wai *(Chairman)*
Mr. Zhong Xueyong *(Vice-chairman and Chief executive officer)*

Independent non-executive Directors:
Ms. Chan Sze Man
Mr. Lam Chi Wing
Mr. Hui Chun Kin Norman

Registered office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business in Hong Kong:
Suite 2106, 21/F
Exchange Tower
33 Wang Chiu Road
Kowloon Bay
Hong Kong

24 April 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; (3) RE-APPOINTMENT OF AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, among other things, (i) the proposed grant of the Issue Mandate; (ii) the proposed grant of the Repurchase Mandate; (iii) the extension of the Issue Mandate by adding to it the number of Shares repurchased pursuant to the Repurchase Mandate; (iv) the re-election of the retiring Directors; and (v) the re-appointment of the auditor of the Company; and to give you the AGM Notice.

ISSUE MANDATE

The Company's existing mandate to allot and issue new Shares was approved by its then Shareholders at the annual general meeting of the Company held on 18 June 2025. Unless otherwise renewed, the existing mandate to allot and issue new Shares will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the total number of issued Shares as at the date of the passing of the resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,037,629,769 Shares. Subject to the passing of the relevant resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued and no Shares are repurchased between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to allot, issue and otherwise deal with a maximum of 407,525,953 new Shares, representing 20% of the total number of issued Shares as at the date of the passing of the relevant resolution.

The Directors have no immediate plans to allot and issue any new Shares pursuant to the Issue Mandate other than the Shares which may fall to be issued under the share option scheme adopted by the Company on 26 September 2016 which was terminated on 17 June 2024, and the new share option scheme adopted by the Company on 17 June 2024, or any scrip dividend scheme as may be approved by the Shareholders.

REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was approved by its then Shareholders at the annual general meeting of the Company held on 18 June 2025. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,037,629,769 Shares. Subject to the passing of the relevant resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued and no Shares are repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 203,762,976 Shares, representing 10% of the total number of issued Shares as at the date of the passing of the relevant resolution.

The Directors have no immediate plans to repurchase any Shares pursuant to the Repurchase Mandate.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

The Issue Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of the passing of the ordinary resolutions for the approval of the Issue Mandate and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Issue Mandate or the Repurchase Mandate (as the case may be) by an ordinary resolution of the Shareholders at a general meeting of the Company, whichever first occurs.

EXTENSION OF ISSUE MANDATE

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to authorise the Directors to extend the Issue Mandate by adding to it an amount representing the aggregate number of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing the resolution for approving the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for election. Accordingly, Mr. Lam Chi Wing ("**Mr. Lam**") will retire from office by rotation at the AGM. Mr. Lam, being eligible, will offer himself for re-election at the AGM.

Further, pursuant to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting. Accordingly, Ms. Chan Sze Man ("**Ms. Chan**") and Mr. Hui Chun Kin Norman ("**Mr. Hui**"), who were both appointed as independent non-executive Directors on 6 November 2025 to fill the casual vacancy arising from the resignation of each of Ms. Lui Choi Yiu Angela and Mr. Siu Chun Pong Raymond as an independent non-executive Director, will hold office until the AGM, and being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Company (the "**Nomination Committee**") reviewed the composition of the Board and recommended the aforesaid Directors to the Board for re-election at the AGM. The recommendations were made in accordance with the nomination policy and the objective criteria, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge (the "**Criteria**"), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee has also taken into account the respective contribution of Mr. Lam, Ms. Chan and Mr. Hui to the Board, including their attendance at the Board, committee and general meetings, level of participation and performance on the Board, and whether they continue to satisfy the Criteria.

Mr. Lam, Ms. Chan and Mr. Hui, who will offer themselves for re-election at the AGM as independent non-executive Directors, have each provided an annual confirmation of independence. The Board is of the view that Mr. Lam, Ms. Chan and Mr. Hui meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

The Board believes that Mr. Lam, Ms. Chan and Mr. Hui have provided valuable contribution to the Company and demonstrated their abilities to provide independent, balanced and objective views on the Company's affairs. The Board considers each of Mr. Lam, Ms. Chan and Mr. Hui to be a highly valued and respected member of the Board, and can contribute to the diversity of the Board with his/her strong educational background and professional knowledge and experience in their own fields, including professional accounting and audit, corporate law and corporate finance.

On the basis of the above, the Board is of the view that the re-election of each of Mr. Lam, Ms. Chan and Mr. Hui as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole and recommends their re-election at the AGM.

Particulars relating to the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

BDO Limited ("**BDO**") will retire as the independent auditor of the Company at the AGM and, being eligible, offer itself for re-appointment. Upon the recommendation of the audit committee of the Company (the "**Audit Committee**"), the Board proposes to re-appoint BDO as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Friday, 26 June 2026 are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 22 June 2026.

AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions proposed to be approved at the AGM (except for those relating purely to a procedural or administrative matter which may be voted on by a show of hands) will be taken by poll. Every Shareholder present in person or by proxy or, in case of a corporate Shareholder, by its duly authorised representative who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way. Further announcement(s) on the poll results will be made by the Company after the AGM in compliance with Rule 13.39(5) of the Listing Rules.

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.

RECOMMENDATION

The Directors consider that the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the re-appointment of BDO as the auditor of the Company to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with the requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM with regard to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,037,629,769 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued and no Shares are repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 203,762,976 Shares pursuant to the Repurchase Mandate.

2. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds from the Company's available cash flow or working capital facilities which are legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	1.41	1.14
May	1.41	1.26
June	1.35	1.23
July	1.29	1.01
August	1.16	0.85
September	1.19	0.64
October	1.00	0.80
November	1.33	0.85
December	1.40	1.15
2026		
January	1.40	1.17
February	1.33	1.10
March	1.20	1.00
April (up to the Latest Practicable Date)	1.15	1.04

5. GENERAL

The Directors will exercise the power granted under the Repurchase Mandate to repurchase Shares in accordance with the Listing Rules, the applicable laws and regulations of the Cayman Islands, the memorandum of association of the Company and the Articles of Association. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the exercise of the powers by the Company to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Ace Source and the persons acting in concert with it (as defined in the Takeovers Code) were interested in 1,040,372,000 Shares in total, representing approximately 51.06% of the issued share capital of the Company, which has already exceeded the threshold for making a mandatory general offer under Rule 26 of the Takeovers Code. As such, any subsequent increase in the voting rights of the Company by Ace Source and persons acting in concert with it would not trigger such obligation.

Based on the current shareholding of the Company, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

The Company has no present intention to repurchase Shares to such extent as to result in the number of Shares held by the public being reduced to less than 25%.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, nor any of their respective close associates have a present intention, in the event that the proposed Repurchase Mandate is granted, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

8. POSSIBLE MATERIAL ADVERSE CHANGE

There may be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate is exercised in full during the proposed repurchase period as compared with the position disclosed in the latest published audited accounts for the year ended 31 December 2025. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time inappropriate for the Company.

9. SHARE REPURCHASES MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, no Shares had been repurchased by the Company nor any of its subsidiaries, whether on the Stock Exchange or otherwise.

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

MR. LAM CHI WING

Mr. Lam Chi Wing, aged 46, was appointed as an independent non-executive Director on 8 June 2023. He is the chairman of the remuneration committee of the Company (the "**Remuneration Committee**") and a member of each of the Audit Committee, the Nomination Committee and the climate change committee of the Company. Mr. Lam is responsible for providing independent judgment and advising on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Lam obtained a bachelor of business administration in accounting and finance degree from The University of Hong Kong in December 2003, a master of science in knowledge management degree from The Hong Kong Polytechnic University in December 2006 and a master of business administration degree from The Chinese University of Hong Kong in December 2010. He also obtained an executive master in public administration degree from Tsinghua University in January 2024.

Mr. Lam joined Li & Fung Group in September 2003, where he served as the group chief representative and general manager of Southern China of Li & Fung Development (China) Limited prior to his departure in July 2015. From June 2020 to December 2020, he was a brand and new retail strategic officer and executive director of Bonjour Holdings Limited (stock code: 653).

Mr. Lam has been a deputy to the 14th National People's Congress (第十四屆全國人大代表), a member of each of the 12th and 13th Guangdong Provincial Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十二屆及第十三屆廣東省委員會) and a member of each of the 11th and 12th Zhongshan Municipal Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十一屆及第十二屆中山市委員會). Mr. Lam is currently a vice-chairman of each of the Council of the Guangdong Society of Commercial Economy (廣東省商業經濟學會理事會) and the Council for the Promotion of Guangdong-Hong Kong-Macao Cooperation (廣東省粵港澳合作促進會). He is the Honorary Vice Convener and Deputy Secretary General of the Hong Kong Association for External Friendship (香港對外交流友好協會). He is also the Deputy Vice-chairman of the Federation of Hong Kong Zhong Shan Community Organisations Limited (香港中山社團總會). He is also currently a co-director and an adjunct professor of the Center for Innovation, Design and Entrepreneurship under the Innovation & Entrepreneurship Office of The Chinese University of Hong Kong, Shenzhen. Mr. Lam served as a part-time member of the Central Policy Unit of the Government of the Hong Kong Special Administrative Region from 2011 to 2012.

Mr. Lam served as an independent non-executive director of each of Aidigong Maternal & Child Health Limited (stock code: 286) from March 2016 to December 2022 and from October 2023 to February 2025, ZhongKe Group Holdings Limited (formerly known as "Wai Hung Group Holdings Limited") (stock code: 3321) from March 2019 to September 2024, MTT Group Holdings Limited (stock code: 2350) from August 2022 to August 2025 and TOMO Holdings Limited (stock code: 6928) from January 2024 to June 2025, the shares of all of which are listed on the Main Board of the Stock Exchange. Mr. Lam also served as a non-executive director of DreamEast Group Limited (stock code: 593) from November 2023 to January 2026 and an independent non-executive director of Space Group Holdings Limited (stock code: 2448) from April 2023 to 26 February 2026. Mr. Lam is currently an independent non-executive director of each of Alco Holdings Limited (stock code: 328), RENHENG Enterprise Holdings Limited (stock code: 3628) and Carry Wealth Holdings Limited (stock code: 643), the shares of all of which are listed on the Main Board of the Stock Exchange.

Mr. Lam has entered into a letter of appointment with the Company for a term of three years commencing on 8 June 2023, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director's fee of Mr. Lam will be reviewed annually by the Board with reference to the prevailing market practice, the Company's remuneration policy, his experience, and duties and responsibilities within the Company. For the year ended 31 December 2025, he was entitled to a director's fee of HK$150,000.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam (i) did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not hold any directorship in any public companies, the securities of which are listed on securities market in Hong Kong or overseas, in the last three years preceding the Latest Practicable Date; (iii) did not hold any other positions in the Company or other members of the Group; and (iv) did not have and was not deemed to have any other interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rules 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 in respect of the re-election of Mr. Lam.

MS. CHAN SZE MAN

Ms. Chan, aged 45, was appointed as an independent non-executive Director on 6 November 2025. She is the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee. Ms. Chan is responsible for providing independent judgment and advising on the issues of strategy, performance, resources and standard of conduct of the Group.

Ms. Chan 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 22 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; (c) Weiye Holdings Limited (stock code: 1570) since September 2024; and (d) Shanghai XNG Holdings Limited (stock code: 3666) since December 2025. Ms. Chan has been an independent director of Green Circle Decarbonize Technology Limited, a company listed on the New York Stock Exchange in the US (NYSE: GCDT) since January 2026.

Ms. Chan has entered into a letter of appointment with the Company for a term of one year commencing on 6 November 2025, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director's fee of Ms. Chan will be reviewed annually by the Board with reference to the prevailing market practice, the Company's remuneration policy, her experience, and duties and responsibilities within the Company. For the year ended 31 December 2025, she was entitled to a director's fee of HK$23,400.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan (i) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not hold any other directorship in any public companies, the securities of which are listed on securities market in Hong Kong or overseas, in the last three years preceding the Latest Practicable Date; (iii) did not hold any other positions in the Company or other members of the Group; and (iv) did not have and was not deemed to have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rules 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 in respect of the re-election of Ms. Chan.

MR. HUI CHUN KIN NORMAN

Mr. Hui, aged 47, was appointed as an independent non-executive Director on 6 November 2025. He is a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the environmental, social and governance committee of the Company. Mr. Hui is responsible for providing independent judgment and advising on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Hui 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 served as an independent director of Powell Max Limited, the securities of which are listed on NASDAQ in the US (NASDAQ: PMAX) from September 2024 to December 2025. 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.

Mr. Hui has entered into a letter of appointment with the Company for a term of one year commencing on 6 November 2025, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director's fee of Mr. Hui will be reviewed annually by the Board with reference to the prevailing market practice, the Company's remuneration policy, his experience, and duties and responsibilities within the Company. For the year ended 31 December 2025, he was entitled to a director's fee of HK$22,500.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hui (i) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not hold any other directorship in any public companies, the securities of which are listed on securities market in Hong Kong or overseas, in the last three years preceding the Latest Practicable Date; (iii) did not hold any other positions in the Company or other members of the Group; and (iv) did not have and was not deemed to have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rules 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 in respect of the re-election of Mr. Hui.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of China Wantian Holdings Limited (the "**Company**") will be held at Suite 2106, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong on Friday, 26 June 2026 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "**Directors**") and the auditor of the Company for the year ended 31 December 2025.

2. (a) To re-elect Mr. Lam Chi Wing as an independent non-executive Director;

   (b) To re-elect Ms. Chan Sze Man as an independent non-executive Director;

   (c) To re-elect Mr. Hui Chun Kin Norman as an independent non-executive Director; and

   (d) To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration.

3. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

As special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions numbered 4 to 6 as ordinary resolutions:

4. "**THAT**:

(a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with new shares (the "**Shares**") of HK$0.01 each in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with new Shares) during or after the end of the Relevant Period;

(c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the articles of association of the Company (the "**Articles of Association**") from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

5. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such Shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase the Shares at a price determined by the Directors;

(c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** subject to the ordinary resolutions numbered 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued Shares repurchased by the Company pursuant to and in accordance with the resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution."

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

Hong Kong, 24 April 2026

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised on its behalf.

3. Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM or any adjournment thereof, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.

5. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. In relation to resolution numbered 2, Mr. Lam Chi Wing, Ms. Chan Sze Man and Mr. Hui Chun Kin Norman will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to the circular of the Company dated 24 April 2026 (the "**Circular**").

7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution numbered 5 is set out in Appendix I to the Circular.

8. For the purpose of ascertaining the shareholders of the Company who are entitled to attend and vote at the AGM or any adjournment thereof, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of Shares will be registered. The shareholders of the Company whose names appear on the register of members of the Company on Friday, 26 June 2026 are entitled to attend and vote at the AGM or any adjournment thereof. In order to be eligible to attend and vote at the AGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 22 June 2026.

9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of poll. The Company will announce the poll results in the manner prescribed under Rule 13.39(5) of the Listing Rules.

10. A form of proxy for use by the shareholders of the Company at the AGM is enclosed.

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