
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)

PROPOSED GRANT OF SHARE OPTIONS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 14 of this circular. A notice convening the EGM to be held at Suite 2106A, 21/F., Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong on Wednesday, 8 June 2022 at 11:00 a.m. is set out on pages 15 to 16 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you are able to attend the EGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked. **In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the EGM as proxy to attend and vote on your behalf at the EGM or any adjournment thereof.**

PRECAUTIONARY MEASURES FOR THE EGM

In order to prevent the spread of the COVID-19 pandemic and to safeguard the health and safety of Shareholders, and in line with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, the Company will implement the following precautionary measures at the EGM:

- compulsory body temperature screening
- compulsory wearing of surgical face masks
- no provision of refreshments and corporate gifts
- maintaining appropriate distancing and spacing
- limiting the number of the EGM attendees to avoid over-crowding

Attendees are reminded that they should consider the risks of attending the EGM, taking into account their own personal circumstances. Any person who (a) does not comply with the precautionary measures; (b) is subject to the Hong Kong Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Hong Kong Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or shows any symptoms of COVID-19, will be denied entry into the EGM venue at the absolute discretion of the Company as permitted by law. All attendees are requested to wear surgical face masks at all times at the EGM venue. It is possible that Shareholders and/or their representatives may not be able to attend in person at the EGM venue depending on the prevailing Hong Kong Government regulations. Shareholders are reminded that physical attendance in person at the EGM is not necessary for the purpose of exercising their voting rights, and are strongly encouraged to appoint the chairman of the EGM as their proxy to attend and vote on the relevant resolutions at the EGM by completing the form of proxy as an alternative to attending the EGM or any adjournment thereof in person.

Subject to the development of the COVID-19 pandemic, the Company may implement further changes and precautionary measures, and may issue further announcement(s) on such measures as appropriate.

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

13 May 2022

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 13 April 2022 in relation to the grant of Options by the Company to subscribe for up to an aggregate of 79,100,000 Shares (including the Proposed Grant)
“associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“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
“connected person(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
“Date of Grant”	13 April 2022, being the date on which the grant of 79,100,000 Options was approved by the Board
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Suite 2106A, 21/F., Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong on Wednesday, 8 June 2022 to consider and, if thought fit, to approve the resolutions contained in the notice of EGM set out on pages 15 to 16 of this circular, or any adjournment thereof
“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 People’s Republic of China

DEFINITIONS

“Independent Shareholders”	Shareholders other than those who are required to abstain from voting on the resolutions at the EGM approving the Proposed Grant and the transactions contemplated thereunder
“Latest Practicable Date”	10 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Hooy”	Mr. Hooy Kok Wai, chairman of the Board, an executive Director and a substantial shareholder of the Company
“Mr. Zhong”	Mr. Zhong Xueyong, the chief executive officer, an executive Director and a substantial shareholder of the Company
“Option(s)”	the share option(s) granted or to be granted under the Share Option Scheme
“Proposed Grant”	the conditional grant of 45,000,000 Options to Mr. Hooy and 23,000,000 Options to Mr. Zhong as set out in the Announcement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 26 September 2016
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the same meaning ascribed thereto under the Listing Rules
“%”	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.

LETTER FROM THE BOARD



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:

Mr. Hooy Kok Wai (*Chairman*)

Mr. Liu Chi Ching (*Vice-chairman*)

Mr. Zhong Xueyong (*Chief Executive Officer*)

Independent non-executive Directors:

Mr. Ng Ki Man

Mr. Leung Sui Chung

Mr. Siu Chun Pong Raymond

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 2106A, 21/F.

Exchange Tower

33 Wang Chiu Road

Kowloon Bay

Hong Kong

13 May 2022

To the Shareholders

Dear Sir or Madam,

PROPOSED GRANT OF SHARE OPTIONS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with (i) further information in respect of the Proposed Grant; and (ii) the notice of the EGM.

THE PROPOSED GRANT

On 13 April 2022, the Board resolved to grant a total of 79,100,000 Options to certain eligible persons under the Share Option Scheme, subject to the acceptance of these grantees and if applicable, the approval by the Independent Shareholders at the EGM. Among the 79,100,000

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Options granted, 45,000,000 Options and 23,000,000 Options are conditionally granted to Mr. Hooy and Mr. Zhong, respectively.

The Proposed Grant will entitle Mr. Hooy and Mr. Zhong to subscribe for up to an aggregate of 68,000,000 Shares, representing (i) approximately 4.50% of the total number of Shares in issue as at the Date of Grant; and (ii) approximately 4.27% of the enlarged total number of Shares in issue, assuming that the 79,100,000 Options granted are fully exercised.

Details of the Proposed Grant are set out below:

Grantee	Number of Options granted	Approximate percentage of the total number of Shares in issue as at the Date of Grant	Approximate percentage of the total number of Shares in issue as at the Latest Practicable Date
Mr. Hooy	45,000,000	2.98	2.98
Mr. Zhong	23,000,000	1.52	1.52

Date of Grant	:	13 April 2022
Number of Shares to be issued upon exercise of the Proposed Grant in full	:	68,000,000 Shares, representing approximately 4.50% of the total number of Shares in issue as at the Latest Practicable Date
Exercise price of the Options	:	HK\$0.320 per Share, being no less than the highest of (i) the closing price of HK\$0.300 per Share as stated in the Stock Exchange's daily quotations sheet on the Date of Grant; (ii) the average closing price of HK\$0.304 per Share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of HK\$0.01 per Share.
Closing price of the Shares on the Date of Grant	:	HK\$0.300 per Share
Validity period of the Proposed Grant	:	three (3) years from 1 July 2022 to 30 June 2025 (both days inclusive)

LETTER FROM THE BOARD

- Exercise period of the Proposed Grant : Subject to the achievement and satisfaction of the target revenue of the Group for the years ending 31 March 2023 and 2024 as determined by the Board set out in the below sub-section headed “Vesting conditions and performance target”:
- (i) the first one third of the Options (the “**First Batch Options**”) are exercisable from 1 July 2022 to 30 June 2025 without subject to any performance target being met;
 - (ii) the next one third of the Options (the “**Next Batch Options**”) are exercisable from 1 July 2023 to 30 June 2025 subject to the below vesting conditions; and
 - (iii) the remaining one third of the Options (the “**Final Batch Options**”) are exercisable from 1 July 2024 to 30 June 2025 subject to the below vesting conditions.
- Vesting conditions and performance target : The following performance target must be achieved before the Next Batch Options and the Final Batch Options may be exercised by each of Mr. Hooy and Mr. Zhong:
- (i) the Next Batch Options may be exercised only if the audited revenue of the Group for the year ending 31 March 2023 is no less than 120% of the audited revenue of the Group for the year ended 31 March 2022; and
 - (ii) the Final Batch Options may be exercised only if the audited revenue of the Group for the year ending 31 March 2024 is no less than 140% of the audited revenue of the Group for the year ended 31 March 2022.
- In the event that the Group does not achieve the performance target, the Next Batch Options and/or the Final Batch Options would lapse.
- Consideration for the Options : HK\$1.00 paid by each of Mr. Hooy and Mr. Zhong upon acceptance of the Proposed Grant

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Rights of Shares to be : The Shares to be allotted upon exercise of the Options (i) issued upon exercise of shall be subject to all the provisions of the memorandum of the Options the Company for association and the articles of association the Company for the time in force; and (ii) shall rank *pari passu* with the Shares then in issue in all respects, including rights to voting, dividend, transfer and other rights (including those arising on liquidation of the Company) paid or made on or after the relevant exercise date of the Options. The Options themselves, however, do not carry any right to voting, dividend, transfer or other rights (including those arising on the liquidation of the Company) prior to their being exercised and the underlying Shares being issued.

As at the Latest Practicable Date, no grant of Options has been made to each of Mr. Hooy and Mr. Zhong by the Company under the Share Option Scheme and any other share option schemes of the Company except for, on a conditional basis, the Proposed Grant.

None of the Directors is the trustee of the Share Option Scheme nor do they have any direct or indirect interest in the trustee of the Share Option Scheme.

Pursuant to Rule 17.04(1) of the Listing Rules, the grant of Options by the Company to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Directors who are the grantees of the Options concerned). On 13 April 2022, the independent non-executive Directors and the remuneration committee of the Company (the “**Remuneration Committee**”) approved the Proposed Grant.

REASONS FOR THE PROPOSED GRANT

The Proposed Grant is to provide incentives and rewards (i) in retaining Mr. Hooy and Mr. Zhong for continual operation and development of the Group; and (ii) for their persistent devotions and leadership by further aligning the interests of the Group with them, thereby enhancing the value for the Shareholders.

In determining the number of Options of the Proposed Grant, the Remuneration Committee considered factors such as time commitment, business experience, duties and responsibilities of each of Mr. Hooy and Mr. Zhong as well as their desirability of performance-based remuneration.

Mr. Hooy was appointed as chairman of the Board and an executive Director on 19 August 2021. He is also a director of certain subsidiaries of the Company. As at the Latest Practicable Date, Mr. Hooy is interested in 927,080,000 Shares, representing approximately 61.31% of the total number of Shares in issue, through indirectly holding Ace Source Holdings Limited (“**Ace Source**”). Mr. Hooy is a Singaporean Chinese entrepreneur. With his over 40 years of experience in investment and corporate management, he possesses the essential leadership skills

LETTER FROM THE BOARD

to manage the Board and considerable business experience and network in the field of, in particular, food health and safety and the modern agriculture industry in the Greater Bay Area. Mr. Hooy plays a key leading role on formulating business strategies and development plans for the Group.

Mr. Zhong was appointed as an executive Director on 19 August 2021 and became the chief executive officer of the Company on 29 September 2021. He is also a director of certain subsidiaries of the Company. As at the Latest Practicable Date, Mr. Zhong is interested in 927,080,000 Shares, representing approximately 61.31% of the total number of Shares in issue, through indirectly holding Ace Source. Mr. Zhong is a Chinese entrepreneur and has extensive experience in operation management, especially in the modern agriculture and catering sectors in the Greater Bay Area. Mr. Zhong is principally responsible for overseeing the overall management, business operation and development of the Group.

The Group is principally engaged in the sourcing, processing and supplying of food ingredients to food service operators and customer outlets in Hong Kong. The economy of Hong Kong has been suffering due to the outbreak of COVID-19 in late 2019 and the lasting impact of the pandemic. The depressed catering business environment, coupled with temporary school closure, generally led to a lower demand for food ingredients from food service operators, which had exerted pressure on the performance of the Group. The Group recorded losses for the years ended 31 March 2020 and 2021. Accordingly, the Board believes that there is a need for the Group to diversify its business development strategies by expanding its scope of business to related upstream and downstream supply chain in order to broaden the source of income of the Group, which will generate a sustainable long-term value for the Shareholders.

Given the leading roles played by Mr. Hooy and Mr. Zhong in the Group, the Board believes that the Group will be able to grasp potential business opportunities in the Greater Bay Area by leveraging their experience, business networks and management skills, which will be of critical importance in leading the Group to implement its strategic plan.

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The Board has taken into consideration the practice of other listed companies on the Stock Exchange in respect of the Proposed Grant, with the relevant circulars published within two years prior to the Date of Grant, and in particular, such options shall be subject to vesting conditions and performance targets. The Board has noted the practice adopted by other listed companies on the Stock Exchange in respect of options with similar scenario to the Proposed Grant (the “**Comparables**”). The table below sets out the details of such Comparables:

Company name (stock code)	Date of circular for the grant of options	Position of individual grantees	Approximate percentage of options granted to the number of shares in issue of the company	Vesting conditions and performance targets (Approximate)	Validity period
Cheerwin Group Limited (6601.HK)	1 Nov 2021	Executive director, chairman of the board and chief executive officer	4.87	23% of options will be vested in four equal tranches annually from 2022 and 77% of options will be vested in ten equal tranches annually from 2022, subject to the fulfilment of certain performance targets	10 years
OCI International Holdings Limited (329.HK)	24 Aug 2021	Executive director and chief executive officer	3.67	Options will be vested in five equal tranches annually from 2022, subject to the fulfilment of certain performance targets	10 years
		Executive director	3.33	Same as above	Same as above
CMGE Technology Group Limited (302.HK)	23 Apr 2021	Chairman, chief executive officer, executive director and substantial shareholder	0.20	Two thirds of the options will be exercisable from 2022 to 2024 and one third of the options will be exercisable from 2023 to 2024, subject to the fulfilment of certain performance targets	3 years
		Vice-chairman, executive director and substantial shareholder	0.12	Same as above	Same as above

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Company name (stock code)	Date of circular for the grant of options	Position of individual grantees	Approximate percentage of options granted to the number of shares in issue of the company	Vesting conditions and performance targets (Approximate)	Validity period
Vobile Group Limited (3738.HK)	1 Mar 2021	Chairman, executive director, chief executive officer and substantial shareholder	6.10	Options are split into nine tranches, which will be vested and become exercisable, subject to and conditional upon achieving a set of performance targets	10 years
Digital China Holdings Limited (861.HK)	25 Aug 2020	Chairman, chief executive officer, executive director and substantial shareholder	4.84	Options are split into three tranches annually from 2021, subject to the fulfilment of certain performance targets	8 years

The Board noted that a number of aspects of the Company, including the size, business nature, scale of operation and market capitalisation, are not identical to those of the Comparables. Nevertheless, the presentation of the table above aims only to provide a general reference to the recent market practice in relation to similar types of share-based payment to directors and/or senior management. It can be revealed that (i) the approximate percentage of Options under the Proposed Grant to the number of Shares in issue as at the Latest Practicable Date, being 2.98% for Mr. Hooy and 1.52% for Mr. Zhong, is within the range of the corresponding percentage of the Comparables from 0.12% to 6.10%; and (ii) the validity period of the Proposed Grant, being three years, is within the range of the corresponding period of the Comparables from three years to ten years.

The Board has considered other means to incentivise Mr. Hooy and Mr. Zhong, including fixing a higher monetary remuneration. However, these other means will increase the Group's expense, thereby imposing a greater financial burden on the Group. Unlike monetary remuneration, the Proposed Grant will not impose a substantial financial burden on the Group as cash compensation, but will only incur the share-based payment expenses which are non-monetary in nature. Further, the exercise of Options under the Proposed Grant will lead to an increase of the Company's equity of up to HK\$21,760,000 (assuming that the Options under the Proposed Grant are exercised in full), which in turn will provide additional working capital to the Group. The Proposed Grant enables the Group to preserve its cash resources for business expansion while serving the purpose to incentivise Mr. Hooy and Mr. Zhong by complementing their remuneration packages. Accordingly, the Board concluded that the Proposed Grant would not have any material adverse impact on the Group's financial results.

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The Board considered that the First Batch Options under the Proposed Grant are determined without subject to the vesting condition due to the fact that there would be a gain of immediate incentive value to each of Mr. Hooy and Mr. Zhong upon an increase in the price of the Shares for an extended period of time to be driven by diversifying and expanding the current single operating segment to new business opportunities and markets so as to improve the business performance of the Group, such that they will share common interests with the Group and the Shareholders as a whole.

Based on the reasons aforesaid and taking into account that (i) the leadership skills, the extensive business experience and networks of Mr. Hooy and Mr. Zhong and their expected future contribution to the Group are significant in leading the Group to fulfil its strategic goal; (ii) the stability of key personnel is crucial to the further development of the Group; (iii) the First Batch Options and the vesting conditions imposed on the Next Batch Options and the Final Batch Options have aligned the interests of Mr. Hooy and Mr. Zhong with the business performance of the Group, which is beneficial to the long-term development of the Group; and (iv) the terms of the Proposed Grant are subject to the Share Option Scheme and Chapter 17 of the Listing Rules, and in line with market practice with reference to the Comparables, the Board and the Remuneration Committee believe that the Proposed Grant is an appropriate way to incentivise each of Mr. Hooy and Mr. Zhong and encourage their continuous contribution to the Group, which will essentially help to achieve improvement of the Group's operational and financial performance, and that the Proposed Grant is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Pursuant to the Note to Rule 17.03(4) of the Listing Rules and the terms of the Share Option Scheme, where the total number of Shares issued and to be issued upon exercise of the Options granted to a person (including both exercised and outstanding Options) in any 12-month period exceeds 1% of the relevant class of Shares in issue, such grant must be approved by the Shareholders in a general meeting. The grantee and his close associates (or his associates if the grantee is a connected person) must abstain from voting at the general meeting.

In addition, pursuant to Rule 17.04(1) of the Listing Rules and the terms of the Share Option Scheme, any grant of Options to a substantial shareholder of the Company would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) under the Share Option Scheme or any other schemes of the Company to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the relevant class of Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000, such further grant of Options must be approved by the Shareholders in the general meeting. The grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

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As the total number of Shares to be issued upon exercise of the Options conditionally granted to each of Mr. Hooy and Mr. Zhong in the 12-month period up to and including the Date of Grant in aggregate (a) exceeds 1% of the Shares in issue; and (b) represents over 0.1% of the Shares in issue having an aggregate value, based on the closing price of the Shares at the Date of Grant, in excess of HK\$5,000,000, the Proposed Grant to each of Mr. Hooy and Mr. Zhong is subject to the approval by the Independent Shareholders pursuant to Note to Rule 17.03(4) and Rule 17.04(1) of the Listing Rules, respectively where Mr. Hooy, Mr. Zhong, their respective associates and all core connected persons of the Company shall abstain from voting on the relevant resolution(s) at the EGM pursuant to the Listing Rules.

As at the Latest Practicable Date, none of the Shareholders who are required to abstain from voting in favour of the resolution(s) approving the Proposed Grant have given the Company notice of their intention to vote against the resolution(s) at the EGM.

To the extent that it is aware by the Board having made all reasonable enquiries, the following Shareholders are core connected persons of the Company and are thus required to abstain from voting at the EGM:

Name of core connected person	Number of Shares held as at the Latest Practicable Date	Approximate percentage of the total number of Shares in issue (Note 1)
Ace Source (Note 2)	927,080,000	61.31
Classic Line Holdings Limited (“ Classic Line ”) (Note 3)	200,000,000	13.23
Total	1,127,080,000	74.54

Notes:

- The calculation is based on the total number of 1,512,000,000 Shares in issue as at the Latest Practicable Date.
- Ace Source is under the control of each of Wise Global Holding Limited (“**Wise Global**”) and Courage Rise Holdings Limited (“**Courage Rise**”) which in turn is wholly owned by Mr. Hooy and Mr. Zhong respectively. As Mr. Hooy and Mr. Zhong are parties acting in concert with Ace Source, each of them is deemed to be interested in the same number of Shares in which Ace Source is interested for the purpose of the SFO.
- Classic Line is wholly and beneficially owned by Mr. Liu Chi Ching (“**Mr. Liu**”), vice-chairman of the Board and an executive Director.

LETTER FROM THE BOARD

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (a) as at the Latest Practicable Date; (b) immediately after the allotment and issuance of new Shares upon the full exercise of the Options, excluding the Proposed Grant; and (c) immediately after the allotment and issuance of new Shares upon the full exercise of the Options, including the Proposed Grant, assuming there being no other change in the share capital or shareholding of the Company from the Latest Practicable Date to the date of such allotment and issuance of new Shares:

Name of Shareholder <i>(Note 1)</i>	As at the Latest Practicable Date		Immediately after the allotment and issuance of new Shares upon the full exercise of the Options, excluding the Proposed Grant		Immediately after the allotment and issuance of new Shares upon the full exercise of the Options, including the Proposed Grant <i>(Note 2)</i>	
			Approximate percentage of shareholding		Approximate percentage of shareholding	
	Number of Shares	<i>(Note 6)</i>	Number of Shares	<i>(Note 6)</i>	Number of Shares	<i>(Note 6)</i>
Non-public float						
Ace Source <i>(Note 3)</i>	927,080,000	61.31	927,080,000	60.87	927,080,000	58.27
Classic Line <i>(Note 4)</i>	200,000,000	13.23	200,000,000	13.13	200,000,000	12.57
Mr. Hooy <i>(Note 3)</i>	–	–	–	–	45,000,000	2.83
Mr. Zhong <i>(Note 3)</i>	–	–	–	–	23,000,000	1.45
Sub-total for non-public float	1,127,080,000	74.54	1,127,080,000	74.00	1,195,080,000	75.11
Public float						
Other grantees under the Share Option Scheme <i>(Note 5)</i>	–	–	11,100,000	0.73	11,100,000	0.70
Public Shareholders	384,920,000	25.46	384,920,000	25.27	384,920,000	24.19
Sub-total for public float	384,920,000	25.46	396,020,000	26.00	396,020,000	24.89
Total	1,512,000,000	100	1,523,100,000	100	1,591,100,000	100

LETTER FROM THE BOARD

Notes:

1. All the grantees under the Share Option Scheme are each subject to the undertaking that, if he/she is/becomes a core connected person of the Company or otherwise not recognised as a member of the public pursuant to the Listing Rules, he/she shall not exercise the Options if and to the extent that the public float of the Company (i) has fallen as at the date of the intended exercise of such Options; or (ii) will fall as a result of his/her exercise of the Options, to a level lower than required under the Listing Rules. The Company is of the view that it can comply with Rules 8.08(1)(a) and 13.32(1) of the Listing Rules given that the Company will not allot and issue any new Shares to the grantees if to such extent as to result in the number of Shares held by the public being reduced to a level lower than required under the Listing Rules or until all necessary action has been taken to ensure due compliance with the public float requirement.
2. The shareholding is for illustrative purposes only as all the grantees are subject to the undertaking as stated in note (1) above.
3. Ace Source is under the control of each of Wise Global and Courage Rise which in turn is wholly owned by Mr. Hooy and Mr. Zhong respectively. As Mr. Hooy and Mr. Zhong are parties acting in concert with Ace Source, each of them is deemed to be interested in the same number of Shares in which Ace Source is interested for the purpose of the SFO.
4. Classic Line is wholly and beneficially owned by Mr. Liu.
5. Other grantees under the Share Option Scheme comprise senior management and employees of the Company and they are not connected persons of the Company. Hence, the Shares to be held by them will be counted as public float.
6. The percentages may not add up to the total due to rounding.

EGM

The Company will convene the EGM at Suite 2106A, 21/F., Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong on Wednesday, 8 June 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions in respect of the Proposed Grant set out in the notice of EGM on pages 15 to 16 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions proposed to be approved at the EGM (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. Further announcement(s) on the poll results will be made by the Company after the EGM in compliance with Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and

LETTER FROM THE BOARD

voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked. **In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the EGM as proxy to attend and vote on your behalf at the EGM or any adjournment thereof.**

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 2 June 2022 to Wednesday, 8 June 2022, 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 Wednesday, 8 June 2022 are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 1 June 2022.

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 (including all the independent non-executive Directors, and excluding Mr. Hooy and Mr. Zhong, who had abstained from voting on the Board resolutions to approve the Proposed Grant of their respective Options) consider that the terms of the Proposed Grant are fair and reasonable so far as the Independent Shareholders are concerned, and that the Proposed Grant is in the best interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Independent Shareholders to vote in favour of the resolutions to approve the Proposed Grant set out in the notice of the EGM.

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



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of China Wantian Holdings Limited (the “**Company**”) will be held at Suite 2106A, 21/F., Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong on Wednesday, 8 June 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** the grant of 45,000,000 share options (the “**Options**”) to Mr. Hooy Kok Wai (“**Mr. Hooy**”), who is chairman of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company, an executive Director and a substantial shareholder of the Company, entitling him to subscribe for 45,000,000 ordinary shares of HK\$0.01 each (the “**Shares**”) in the share capital of the Company at an exercise price of HK\$0.320 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 13 May 2022 (the “**Circular**”)) under and pursuant to the share option scheme of the Company adopted on 26 September 2016 (the “**Share Option Scheme**”) and otherwise on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, **THAT** the Board be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 45,000,000 Options to Mr. Hooy and the issue of the Shares upon the exercise of the Options by Mr. Hooy, and **THAT** any and all such acts be and are hereby approved, confirmed and ratified.”
2. **“THAT** the grant of 23,000,000 Options to Mr. Zhong Xueyong (“**Mr. Zhong**”), who is the chief executive officer, an executive Director and a substantial shareholder of the Company, entitling him to subscribe for 23,000,000 Shares at an exercise price of HK\$0.320 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and otherwise on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, **THAT** the Board be and is hereby authorised to exercise all rights and powers available to it as it may in its sole

NOTICE OF EGM

discretion consider necessary or expedient to give full effect to the grant of the 23,000,000 Options to Mr. Zhong and the issue of the Shares upon the exercise of the Options by Mr. Zhong, and **THAT** any and all such acts be and are hereby approved, confirmed and ratified.”

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

Hong Kong, 13 May 2022

Notes:

1. Any member of the Company entitled to attend and vote at the EGM 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 EGM. 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 above meeting 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 EGM 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 proxy form, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. For the purpose of ascertaining shareholders of the Company who are entitled to attend and vote in person at the EGM or any adjournment thereof, the register of members of the Company will be closed from Thursday, 2 June 2022 to Wednesday, 8 June 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 1 June 2022.
7. In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited, 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.
8. A form of proxy for use by the shareholders of the Company at the EGM is enclosed.

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