



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)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 19 SEPTEMBER 2022 (OR AT ANY ADJOURNMENT THEREOF)

I/ We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.01 each (the “Shares”) in the share capital of China Wantian Holdings Limited (the “Company”) hereby appoint the chairman of the annual general meeting of the Company (the “Meeting”), or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Suite 2106A, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong on Monday, 19 September 2022 at 11:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions or special resolution (as the case may be) as set out in the notice convening the Meeting dated 21 July 2022 (the “Notice”) as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
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 March 2022.		
2.	(a) To re-elect Mr. Liu Chi Ching as an executive Director;		
	(b) To re-elect Mr. Zhong Xueyong as an executive Director; and		
	(c) 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.		
4.	To grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing this resolution.		
5.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing this resolution.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with new Shares by the addition thereto of an amount representing the aggregate number of issued Shares repurchased by the Company.		
SPECIAL RESOLUTION ^(Note 4)			
7.	To approve the proposed amendments to the amended and restated memorandum of association and articles of association of the Company and to adopt the second amended and restated memorandum of association and articles of association of the Company, and to authorise any Director or company secretary of the Company to do all such things necessary to give effect to the proposed amendments and the adoption of the second and restated memorandum of association and articles of association of the Company.		

Dated this _____ day of _____ 2022

Signature ^(Note 6): _____

Please pay attention to the “Precautionary Measures for the AGM” regarding COVID-19 pandemic on the front page of the Company’s circular dated 21 July 2022.

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out the “chairman of the annual general meeting of the Company (the “Meeting”), or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- The description of these resolutions is by way of summary only. The full text appears in the Notice.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the Notice.
- This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the Meeting or any adjournment thereof is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of Shares. A proxy need not be a member of the Company.
- This form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022) not less than forty-eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or any adjournment thereof, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint registered holders of any Shares, any one of such persons may vote at the 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 Meeting 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.
- The Notice is set out in the Company’s circular dated 21 July 2022.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting or any adjournment thereof (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.