



# 中國萬天控股有限公司

## China Wantian Holdings Ltd

(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 1854)

Suite 2106, 21/F., Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong  
Tel: (852) 2388 9676 Fax: (852) 2336 1912

27 August 2024

*To the Independent Shareholders*

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTIONS:  
ENTERING INTO RENEWED CATERING TENANCY AGREEMENT  
AND  
RENEWED OFFICE TENANCY AGREEMENT**

We refer to the circular dated 27 August 2024 (the “**Circular**”) issued by the Company to the Shareholders of which this letter forms part. The capitalised terms defined in this letter shall have the same meanings as those defined in the Circular unless specified otherwise.

We have been formed to advise the Independent Shareholders in relation to the Renewed Catering Tenancy Agreement and the Renewed Office Tenancy Agreement and the transactions contemplated thereunder. Octal Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Renewed Catering Tenancy Agreement and the Renewed Office Tenancy Agreement and the transactions contemplated thereunder.

We wish to draw your attention to the letter from the Board, as set out on pages 6 to 18 of the Circular, and the text of a letter from the Independent Financial Adviser, as set out on pages 21 to 36 of the Circular, both of which provide details of the terms of the Renewed Catering Tenancy Agreement and the Renewed Office Tenancy Agreement and the transactions contemplated thereunder as well as other additional information set out in other parts of the Circular. After taking into account the factors and the reasons considered by the Independent Financial Adviser as well as its conclusion and advice, we concur with its view and consider that

the entering into of each of the Renewed Catering Tenancy Agreement and the Renewed Office Tenancy Agreement is in the ordinary and usual course of the business of the Group and on normal commercial terms or better, and that the terms of the Renewed Catering Tenancy Agreement and the Renewed Office Tenancy Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM for approving the Renewed Catering Tenancy Agreement and the Renewed Office Tenancy Agreement and the transactions contemplated thereunder.

Yours faithfully,  
For and on behalf of  
The Independent Board Committee of  
**CHINA WANTIAN HOLDINGS LIMITED**



**Ms. Lui Choi Yiu Angela**  
*Independent*  
*non-executive Director*

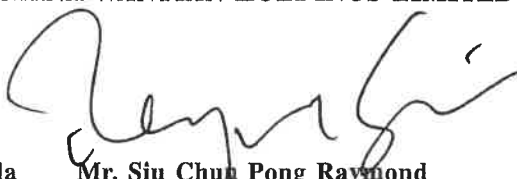
**Mr. Siu Chun Pong Raymond**  
*Independent*  
*non-executive Director*

**Mr. Lam Chi Wing**  
*Independent*  
*non-executive Director*

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The Independent Board Committee of  
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