

China Wantian Holdings Limited (Stock Code: 1854)

Suite 2106, 21/F
Exchange Tower
33 Wang Chiu Road
Kowloon Bay
Hong Kong

Attention: The Board of the Directors

27 August 2024

Dear Sirs,

Re: China Wantian Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) – Discloseable and Connected Transactions: Entering into Renewed Catering Tenancy Agreement and Renewed Office Tenancy Agreement (the “Transactions”)

We refer to the circular of the Company dated 27 August 2024 in respect of the Transactions (the “Circular”). Unless otherwise specified, capitalised terms used in this letter shall have the same meanings as defined in the Circular.

We hereby confirm that as at the Latest Practicable Date, we were not beneficially interested in the share capital of any member of the Group; did not have any direct or indirect shareholding in any member of the Group or any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for any securities in any member of the Group; and did not have any direct or indirect interest in any assets which had been since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company were made up), acquired or disposed of by, or leased to any member of the Group, or were proposed to be acquired or disposed of by, or were proposed to be leased to any member of the Group.

We hereby further give, and confirm that we have not withdrawn our written consent to the issue of the Circular with the inclusion therein of our letter as set out in the section headed “Letter from the Independent Financial Adviser” and references to our name, in the form and context in which they appear.

Yours faithfully,
For and on behalf of
Octal Capital Limited



Louis Chan
Director