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Dynasty Fine Wines Group Limited

王朝酒業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 828)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Dynasty Fine Wines Group Limited (the “**Company**”) will be held at 17/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on 29 December 2020 (Tuesday) at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT:

- (i) the master purchase agreement (the “**Master Purchase Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) dated 9 November 2020 entered into between Dynasty Fine Wines Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) and 天津食品集團有限公司 (Tianjin Food Group Co Ltd*) (“**Tianjin Food**”, together with its subsidiaries and associates “**Tianjin Food Group**”) in relation to the purchase of certain raw materials from the Tianjin Food Group by the Group be and is hereby approved, confirmed and ratified; and

- (ii) the proposed annual purchase caps (the “**Annual Purchase Caps**”) for the continuing connected transactions contemplated under the Master Purchase Agreement for the period from 1 December 2020 to 31 December 2020 and the two years ending 31 December 2022 as set out below be and are hereby approved, confirmed and ratified:

	For 1 December 2020 to 31 December 2020	For the year ending 31 December 2021	For the year ending 31 December 2022
Annual Purchase Caps	HK\$11,200,000	HK\$26,500,000	HK\$27,600,000

- (iii) the directors of the Company be and are hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Master Purchase Agreement and the transactions contemplated thereunder (including the Annual Purchase Caps).”

2. To re-elect Mr. Wan Shoupeng as executive Director with immediate effect; and
3. To re-elect Mr. Huang Manyou as executive Director with immediate effect.

By order of the Board
Dynasty Fine Wines Group Limited
Wan Shoupeng
Chairman

Hong Kong, 11 December 2020

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Units E&F, 16/F
China Overseas Building
139 Hennessy Road
Wanchai
Hong Kong

Notes:

1. Any shareholder 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 proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or other authority, shall be delivered to the Company's Hong Kong branch share registrar, 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 holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
3. The register of shareholders of the Company will be closed from 22 December 2020 to 29 December 2020, both days inclusive, during which period no transfer of Shares will be effected. In order to determine entitlement to attend and vote at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 21 December 2020.
4. Where there are joint registered holders of any share of the Company (the "**Share**"), any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. A form of proxy for the EGM will be enclosed with the circular.
6. In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the EGM, including:
 - compulsory temperature checks
 - compulsory wearing of surgical face masks
 - each attendee being assigned a designated seat at the time of registration to ensure social distancing
 - no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. In the interest of all stakeholders' health and safety and consistent with COVID-19 guidelines for prevention and control, the Company strongly encourages shareholders to appoint the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

7. As at the date of this notice, the executive directors of the Company are Mr. Wan Shoupeng, Mr. Li Guanghe and Mr. Huang Manyou; the non-executive directors of the Company are Mr. Heriard-Dubreuil Francois, Mr. Wong Ching Chung and Mr. Robert Luc, and the independent non-executive directors of the Company are Dr. Zhang Guowang, Mr. Yeung Ting Lap Derek Emory and Mr. Sun David Lee.