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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 advisers.

If you have sold or transferred all your shares in **China Tontine Wines Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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TONTINE

CHINA TONTINE WINES GROUP LIMITED

中國通天酒業集團有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 389)

GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at the head office of the Company at No. 2199, Tuanjie Road, Tonghua County, Jilin Province, The People's Republic of China at 3:00 p.m. on Monday, 10 May 2021 is set out on pages N-1 to N-6 of this circular.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 but in any event not later than 48 hours (i.e. 3:00 p.m. on Saturday, 8 May 2021) before the time for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Due to the constantly evolving COVID-19 pandemic situation, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of our shareholders, staff and stakeholders, the Company encourages shareholders, instead of attending the Annual General Meeting in person, to appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting, by completing and returning the form of proxy accompanying this circular in accordance with the instructions printed thereon.

Shareholders and other persons attending the Annual General Meeting should note that the Company may need to take certain precautionary measures at the venue of the Annual General Meeting to ensure the safety of attendees, including (but not limited to) requiring all attendees to have body temperature check and wear face masks. In addition, no refreshments will be served and no corporate gift will be distributed at the meeting. The Company reserves the right to deny admission to the meeting venue if any person does not comply with the precautionary measures to be taken at the meeting or such person is subject to any applicable prescribed quarantine or has close contact with any person under quarantine or has any flu-like symptoms.

Shareholders are reminded that they should carefully consider the risks of attending the Annual General Meeting, taking into consideration their own personal circumstances.

Subject to the continuing development of COVID-19, the Company may be required to adopt further changes to the arrangement of the Annual General Meeting at short notice. Shareholders are advised to check the websites of the Company (<http://www.tontine-wines.com.hk>) and the Stock Exchange (<http://www.hkexnews.hk>) for any further announcement(s) and information relating to the Annual General Meeting.

9 April 2021

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at the head office of the Company at No. 2199, Tuanjie Road, Tonghua County, Jilin Province, The People’s Republic of China, Hong Kong on Monday, 10 May 2021 at 3:00 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages N-1 to N-6 of this circular
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to buy-back Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“BVI”	the British Virgin Islands
“Bye-laws”	the bye-laws of the Company as altered from time to time
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time
“Company”	China Tontine Wines Group Limited, an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Latest Practicable Date”	29 March 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr Wang”	Mr Wang Guangyuan, the chairman, an executive Director and the chief executive officer of the Company, as well as a substantial shareholder of the Company
“Nomination Committee”	the nomination committee established by the Board (comprising Mr Lai Chi Keung, Albert (Chairman), Mr Wang Guangyuan and Mr Yang Qiang)
“PRC”	the People’s Republic of China (for purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“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
“Shareholder(s)”	holder(s) of Share(s)

DEFINITIONS

“share option scheme(s)”	the share option scheme of the Company adopted on 19 November 2009 and terminated at its annual general meeting held on 10 May 2019 and/or (as the case may be) the share option scheme currently in force of the Company and adopted at its annual general meeting held on 10 May 2019
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission (as amended from time to time)
“Up Mount”	Up Mount International Limited, a limited liability company incorporated in the BVI, the entire issued share capital of which is beneficially held by Mr Wang
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



TONTINE

CHINA TONTINE WINES GROUP LIMITED

中國通天酒業集團有限公司

(incorporated in Bermuda with limited liability)
(Stock Code: 389)

Executive Directors:

Mr Wang Guangyuan (*Chairman*)
Mr Zhang Hebin
Ms Wang Lijun

Independent non-executive Directors:

Dr Cheng Vincent
Mr Lai Chi Keung, Albert
Mr Yang Qiang

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Room Unit No. 2910-11, 29/F
Prosperity Millennia Plaza
663 King's Road
Hong Kong

9 April 2021

To the Shareholders

Dear Sir or Madam

GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding certain ordinary resolutions to be proposed at the Annual General Meeting to enable Shareholders to make an informed decision on whether to vote for or against those resolutions and to give you notice of the Annual General Meeting.

The resolutions to be proposed at the Annual General Meeting, in addition to ordinary business, include (i) ordinary resolutions relating to the proposed grant of the General Mandate, the Buy-back Mandate and the Extension Mandate and (ii) ordinary resolutions relating to the proposed re-election of Directors.

LETTER FROM THE BOARD

GRANT OF BUY-BACK MANDATE, GENERAL MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and buy-back mandate to exercise all powers of the Company to buy-back issued Shares. The maximum number of Shares that may be bought back pursuant to the Buy-back Mandate will be such number which represents 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution subject to the Listing Rules.

The Buy-back Mandate will lapse on the earliest of (i) the date of the next annual general meeting, or (ii) the date by which the next annual general meeting of the Company is required to be held by law and/or the Bye-laws, or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Buy-back Mandate is set out in **Appendix I** to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares representing up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution.

Subject to the passing of the ordinary resolution of the Buy-back Mandate and the General Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue new Shares in an amount not exceeding the aggregate number of Shares bought back pursuant to the Buy-back Mandate.

Based on 2,013,018,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be bought back by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting:

- (1) subject to the passing of the proposed resolution granting the General Mandate to the Directors, the Company will be allowed under the General Mandate to issue up to a maximum of 402,603,600 Shares, representing 20% of the aggregate number of Shares in issue as at the Latest Practicable Date; and
- (2) subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors, the Company will be allowed under the Buy-back Mandate to buy-back up to a maximum of 201,301,800 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plans to buy-back any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme(s) of the Company.

RE-ELECTION OF DIRECTORS

Board of Directors

As at the Latest Practicable Date, the Board consisted of six Directors, namely:

Executive Directors	Date of appointment
Mr Wang Guangyuan	8 September 2008
Mr Zhang Hebin	8 September 2008
Ms Wang Lijun	2 May 2017

Independent non-executive Directors

Dr Cheng Vincent	17 November 2018
Mr Lai Chi Keung, Albert	28 October 2009
Mr Yang Qiang	15 January 2016

Directors proposed to be re-elected

According to Bye-law 108(A) of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3)), then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he or she retired.

By virtue of Bye-law 108(A), Mr Zhang Hebin (“**Mr Zhang**”) and Mr Lai Chi Keung, Albert (“**Mr Lai**”) will retire and each of them being eligible, will offer himself for re-election at the Annual General Meeting.

The biographical and other information on each of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in **Appendix II** to this circular.

LETTER FROM THE BOARD

Nomination policy and recommendation of the Nomination Committee and the Board

To ensure a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group among members of the Board, the nomination of Directors for re-appointment at the Annual General Meeting were made by the Nomination Committee in accordance with the nomination policy adopted by the Company and the selection criteria as set out in the diversity policy of the Company (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service).

The Nomination Committee established by the Board had nominated Mr Zhang and Mr Lai to the Board for the Board to make recommendation to the Shareholders for re-election at the Annual General Meeting, having reviewed the composition of the Board and having regard to their professional experience, skills, knowledge and/or length of service, their commitment to their respective roles and functions, and their respective contributions brought and to be brought to the Group.

Furthermore, according to code provision A.4.3 set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. This code provision is applicable to the re-election of Mr Lai who has been serving as independent non-executive Director for more than nine years.

The Board (as well as the Nomination Committee) is satisfied that, at all times during the period of Mr Lai's directorship with the Company, Mr Lai has properly discharged his duties and responsibilities as an independent non-executive Director and has made positive contribution to the development of the Group through independent and constructive comments and participation at the business and other affairs relating to the Group. The Board (as well as the Nomination Committee) was also satisfied with the independence of Mr Lai, having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

Having considered the above, the Board (as well as the Nomination Committee) is satisfied that Mr Lai is a person of integrity and stature and believes that his re-election and continued appointment or re-appointment will allow the Board and the Group as a whole to continuously benefit from the sharing of his invaluable experience, contribution and participation. Therefore, the Board concurred with the recommendation of the Nomination Committee regarding the re-election of Mr Lai as independent non-executive Director at the Annual General Meeting.

Mr Lai (being one of the members of the Nomination Committee) had abstained from voting at the meeting of the Nomination Committee and at the meeting of the Board when his own nomination was being considered.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 5 May 2021 to Monday, 10 May 2021 (both days inclusive) during which no transfer of Shares may be effected for the purpose of determining shareholders who are entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Hong Kong Branch Share Registrar by 4:30 p.m. on Tuesday, 4 May 2021.

ACTIONS TO BE TAKEN

Set out on pages N-1 to N-6 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Buy-back Mandate and the Extension Mandate;
and
- (b) the re-election of Directors.

Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Branch Share Registrar, 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 later than 48 hours (i.e. 3:00 p.m. on Saturday, 8 May 2021) before the time for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

RECOMMENDATIONS

The Directors consider that the proposals regarding the grant of the General Mandate, the Buy-back Mandate and the Extension Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
China Tontine Wines Group Limited
Wang Guangyuan
Chairman and Executive Director

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Buy-back Mandate to the Directors.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy-back their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-back of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 2,013,018,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no new Shares are issued and no Shares are bought back for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back up to a maximum of 201,301,800 Shares, representing 10% of the aggregate number of Shares in issue as at the Latest Practicable Date.

3. REASONS FOR THE BUY-BACKS

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

In making buy-backs, the Company may only apply funds legally available for such purposes in accordance with the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share buy-back may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on buy-back may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the

Company's share premium before the Shares are bought back. In accordance with the laws of Bermuda, the Shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

5. MATERIAL ADVERSE IMPACT IN THE EVENT OF BUY-BACK IN FULL

Taking into account the current working capital position of the Group, the Directors consider that, if the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2020, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange in the previous twelve months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
March	0.125	0.085
April	0.108	0.078
May	0.105	0.060
June	0.076	0.055
July	0.085	0.059
August	0.098	0.059
September	0.145	0.075
October	0.115	0.082
November	0.098	0.077
December	0.119	0.078
2021		
January	0.101	0.078
February	0.088	0.072
March (up to the Latest Practicable Date)	0.062	0.058

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules and the laws of Bermuda and in accordance with the regulations set out in the memorandum of association of the Company and the Bye-laws.

8. CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company under the Buy-back Mandate if the same is approved by the Shareholders at the Annual General Meeting.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Buy-back Mandate is approved by the Shareholders at the Annual General Meeting.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to buy-back securities pursuant to the Buy-back Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued Shares:

Name	Capacity/Nature of interest	Number of Shares held	Approximate percentage of shareholding
Up Mount International Limited (<i>Note 1</i>)	Beneficial owner	495,178,720 (<i>Note 1</i>)	24.60%
Mr Wang Guanyuan (<i>Note 1</i>)	Interest in a controlled corporation	495,178,720 (<i>Note 1</i>)	24.60%
Ms Zhang Min (<i>Note 2</i>)	Interest of spouse	495,178,720	24.60%
Mr Yan Shaohua	Beneficial owner	237,582,000	11.80%

Notes:

- (1) These Shares are held by Up Mount International Limited (“**Up Mount**”) (a company incorporated in the BVI) whose entire issued shares were solely and beneficially owned by Mr Wang Guanyuan (“Mr. Wang”). Mr Wang is deemed to be interested in all the Shares held by Up Mount under Part XV of the SFO.
- (2) Ms Zhang Min is the spouse of Mr Wang and is deemed to be interested in all the Shares held or taken to be interested by Mr Wang under Part XV of the SFO.

On the basis of 2,013,018,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or buy-back of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, if the Buy-back Mandate were exercised in full, the shareholding in the Company of Mr Wang together with his close associates (including Up Mount and Ms Zhang Min) would be increased from approximately 24.60% to approximately 27.33% of the issued share capital of the Company. Such increase would not result in the aggregate amount of the issued share capital of the Company in the public hands being reduced to less than 25%, and would not give rise to an obligation on the part of Mr Wang and parties acting in concert (as defined in the Takeovers Code) with him to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate.

The Directors have no intention to exercise the Buy-back Mandate to such an extent that would result in (i) any obligation of Mr Wang and parties acting in concert (as defined in the Takeovers Code) with him to make a mandatory offer under the Takeovers Code or (ii) the number of Shares in the hands of public falling below the prescribed percentage of 25%.

10. SHARE BUY-BACKS MADE BY THE COMPANY

The Company did not buy-back any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Set out below are the biographical details and other information of the retiring Directors, who being eligible, would offer themselves for re-election at the Annual General Meeting.

Mr ZHANG Hebin (張和彬)(“**Mr Zhang**”), aged 60, has been an executive Director since 8 September 2008. He is one of the founding management team members of Tonghua Tongtian Winery Co., Ltd., a major operating subsidiary of the Company in the PRC, since its establishment in 2001. Prior to May 2011, he was primarily responsible for sales, marketing and products promotion of the Group. Since May 2011, he has assumed responsibility for and is in charge of the merger and acquisition activities of the Group. Prior to joining the Group, from April 1984 to August 2000, he worked with Tonhwa Winery Limited (通化葡萄酒股份有限公司), a wine company currently listed on the Shanghai Stock Exchange, and in February 1986, he was promoted as a district sales manager. He obtained a junior college diploma of economic management from the Party School of Jilin Province Government (吉林省黨委校) and graduated in July 1991.

As at the Latest Practicable Date, Mr Zhang had a personal interest in 16,550,000 underlying shares in the Company by virtue of options granted to him by the Company under its share option scheme adopted on 19 November 2009.

Mr Zhang has entered into a service agreement with the Company for an initial term of three years commencing from 1 November 2009, which is renewable automatically for successive terms of one year upon expiry of the then current term of his appointment, unless terminated in accordance with its terms. He is subject to retirement by rotation and re-election at annual general meeting in accordance with the Bye-laws.

Mr Zhang is entitled to a director’s emolument of HK\$600,000 (equivalent to RMB533,955) per annum (which was determined by the Board (upon the recommendation of the remuneration committee of the Board) with reference to his experience, qualification, duties and responsibilities within the Group and the prevailing market condition) and a discretionary management bonus and/or such other benefits as may be determined by, and at the discretion of, the Board from time to time. For the financial year ended 31 December 2020, Mr Zhang received by way of director’s emolument the amount of RMB533,955.

As at the Latest Practicable Date and save as disclosed above, Mr Zhang:

- (i) did not hold any position with the Company or other members of the Group;
- (ii) had not been a director in any listed public companies in Hong Kong or overseas in the last three years;

- (iii) did not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company; and
- (iv) did not, directly or indirectly, have any interests in any shares or underlying shares in the Company pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr Zhang's re-election at the Annual General Meeting.

Mr LAI Chi Keung, Albert (黎志強) ("Mr Lai"), aged 59, has been an independent non-executive Director since 28 October 2009. He is also the chairman of the nomination committee, as well as a member of the audit committee and the remuneration committee of the Board. Mr Lai has over 30 years' experience in the jewelry industry. He had worked for and held key management positions in various established jewelry companies, both listed and private, in Hong Kong and overseas. Mr Lai has rich experience in sales management, marketing, distribution channel and resource planning strategies.

Except for a letter of appointment from the Company confirming his appointment as independent non-executive Director for a term of two years commencing from 1 January 2012, which is renewable automatically for successive terms of one year upon expiry of the then current term of his appointment, unless terminated in accordance with its terms, there is no service agreement entered into between the Company and Mr Lai. He is subject to retirement by rotation and re-election at annual general meeting in accordance with the Bye-laws.

Mr Lai is entitled to a director's emolument of HK\$180,000 per annum (equivalent to RMB160,199) (which was determined by the Board (upon the recommendation of the remuneration committee of the Board) with reference to Mr Lai's experience, qualification, duties and responsibilities within the Group and the prevailing market condition) and/or such other benefits as may be determined by, and at the discretion of, the Board from time to time. For the financial year ended 31 December 2020, Mr Lai received by way of director's emolument the amount of RMB160,199.

As at the Latest Practicable Date and save as disclosed above, Mr Lai:

- (i) did not hold any position with the Company or other members of the Group;
- (ii) had not been a director in any listed public companies in Hong Kong or overseas in the last three years;

- (iii) did not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company; and
- (iv) did not, directly or indirectly, have any interests in any shares or underlying shares in the Company pursuant to Part XV of the SFO.

Based on the information contained in the annual confirmation on independence provided by Mr Lai to the Company pursuant to Rule 3.13 of the Listing Rules, the Board has reviewed and evaluated the independence of Mr Lai and is satisfied that he has met the criteria of independence expected of an independent non-executive director under the Listing Rules. The Board is of the view that Mr Lai remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr Lai's re-election at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING



TONTINE

CHINA TONTINE WINES GROUP LIMITED

中國通天酒業集團有限公司

(incorporated in Bermuda with limited liability)
(Stock Code: 389)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of China Tontine Wines Group Limited (the “**Company**”) will be held at the head office of the Company at No. 2199, Tuanjie Road, Tonghua County, Jilin Province, The People’s Republic of China on Monday, 10 May 2021 at 3:00 p.m. to consider and, if thought fit, transact the following ordinary businesses:

AS ORDINARY BUSINESS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditor (the “**Auditor**”) of the Company for the year ended 31 December 2020.
2. To consider the re-election of the retiring Directors (namely Mr Zhang Hebin and Mr Lai Chi Keung, Albert), each as separate resolution, and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To consider the re-appointment of ZHONGHUI ANDA CPA Limited as the Auditor for the year ending 31 December 2021 and to authorise the Board to fix the remuneration of the Auditor.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications, each of the following resolutions as ordinary resolution:

4. “**THAT:**

- (a) subject to paragraphs (c) and (d) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and all other applicable laws, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined in paragraph (e) below);
 - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws (the “**Bye-laws**”) of the Company and other relevant regulations in force from time to time; or

NOTICE OF ANNUAL GENERAL MEETING

- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly;

- (d) the Company may not issue securities convertible into new Shares for cash consideration unless the initial conversion price is not lower than the Benchmarked Price (as hereinafter defined in paragraph (e) below) of the Shares at the time of the relevant placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new Shares; or (ii) any securities convertible into new Shares, for cash consideration pursuant to the approval in paragraph (a) above; and
- (e) for the purposes of this resolution,

“**Benchmarked Price**” means the higher of:

- (i) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (a) above; and
- (ii) the average closing price in the 5 trading days immediately prior to the earlier of:
 - (1) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities pursuant to the approval in paragraph (a) above;
 - (2) the date of the placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (a) above; and
 - (3) the date on which the placing or subscription price is fixed.

NOTICE OF ANNUAL GENERAL MEETING

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law of Bermuda to be held; or
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back the shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended, supplemented or modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any other applicable law of Bermuda to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors (the “**Directors**”) of the Company to allot, issue and deal with the unissued shares in the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of the shares in the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares in the Company bought back by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above.”

Yours faithfully
By order of the Board
China Tontine Wines Group Limited
Wang Guangyuan
Chairman and Executive Director

Hong Kong, 9 April 2021

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Room Unit No. 2910-11, 29/F
Prosperity Millennia Plaza
663 King's Road
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares (the “**Shares**”) in the Company may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders 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 are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must 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 seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (the “**Hong Kong Branch Share Registrar**”) of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours (i.e. 3:00 p.m. on Saturday, 8 May 2021) before the time fixed for holding of the Meeting (or any adjournment thereof).
4. The register of members of the Company will be closed from Wednesday, 5 May 2021 to Monday, 10 May 2021 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Hong Kong Branch Share Registrar at the above address by no later than 4:30 p.m. on Tuesday, 4 May 2021.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolutions numbered 4 and 6 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares in accordance with all applicable laws and the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon exercise of the subscription rights attached to options granted under the share option scheme(s) of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to resolution numbered 5 above, approval is being sought from Shareholders for the grant to the Directors of a general mandate to buy-back Shares in accordance with all applicable laws and the Listing Rules. The Directors wish to state that they will exercise the powers conferred thereby to buy-back Shares in circumstances which they deem appropriate for the benefit of the Shareholders.

As at the date of this notice, the executive Directors are Mr Wang Guangyuan, Mr Zhang Hebin and Ms Wang Lijun and the independent non-executive Directors are Dr Cheng Vincent, Mr Lai Chi Keung, Albert and Mr Yang Qiang.