



# 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)

### PROXY FORM

Form of proxy for use by shareholders at 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 on Friday, 16 June 2023 at 3:00 p.m. (or any adjournment thereof)

I/We (note a) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of (note b) \_\_\_\_\_ shares of HK\$0.01 each in the share capital of China Tontine Wines Group Limited (the "Company") hereby appoint the Chairman of the annual general meeting of the Company (the "Meeting") or \_\_\_\_\_

or \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy (note c) to attend for me/us at the 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 on Friday, 13 June 2023 at 3:00 p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*		FOR (note d)	AGAINST (note d)
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 each a "Director") and the auditor of the Company (the "Auditor") for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Zhang Hebin as executive Director.		
	(b) To re-elect Ms. Wang Lijun as executive Director.		
	(c) To re-elect Mr. Yang Qiang as independent non-executive Director.		
	(d) To re-elect Mr. Li Jerry Y. as non-executive Director.		
	(e) To re-elect Mr. Zhu Minghui as non-executive Director.		
	(f) To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
3.	To re-appoint ZHONGHUI ANDA CPA Limited as the Auditor for the year ending 31 December 2023 and authorise the Board to fix the remuneration of the Auditor.		
4.	To grant a general mandate to the Directors to allot, issue and deal with unissued shares of HK\$0.01 each in the share capital of the Company, the aggregate number of which shall not exceed 20% of the aggregate number of shares in issue in the Company as at the date of passing of this resolution.		
5.	To grant a general mandate to the Directors to buy back the Company's shares up to 10% of the aggregate number of shares in issue in the Company as at the date of passing of this resolution.		
6.	To add the number of shares in the Company bought back by the Company under resolution no. 5 above to the general mandate granted to the Directors under resolution no. 4 above.		
7.	To approve the adoption of the 2023 Share Option Scheme (as defined in the circular of the Company to be issued on 4 May 2023, the "Circular") and termination of the Existing Share Option Scheme (as defined in the Circular).		
8.	To approve the adoption of the Scheme Mandate Limit (as defined in the Circular).		
9.	To approve the adoption of the Service Provider Sublimit (as defined in the Circular)		
SPECIAL RESOLUTION*		FOR (note d)	AGAINST (note d)
10.	To consider and approve the proposed amendments to the existing bye-laws of the Company and the proposed adoption of the new bye-laws in substitution for, and to exclusion of, the existing bye-laws with immediate effect and authorise any one Director or company secretary of the Company to do all things necessary to implement the adoption of the new bye-laws.		

\* Please refer to the Notice of Annual General Meeting issued by the Company on 4 May 2023 for the full text of the resolutions.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023. Shareholder's signature (notes e, f, g, h and i) \_\_\_\_\_

*Notes:*

- a. Full name(s) and address(es) to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- b. Please insert the number of shares in the Company (the “**Shares**”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting of the Company (the “**Meeting**”) or” and insert the name and address of the person appointed in the space provided.
- d. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e. Where there are joint registered holders of any Share, 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 on the register of members in respect such Share shall alone be entitled to vote in respect thereof.
- f. The instrument appointing a 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 seal or under the hand of an officer or attorney duly authorised.
- g. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited (the “**Hong Kong Branch Share Registrar**”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 3:00 p.m. on Wednesday, 14 June 2023) before the time fixed for holding the Meeting (or any adjournment thereof).
- h. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish.
- i. **Any alteration made to this form of proxy should be initialed by the person who signs the form.**
- j. The register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023 (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 Monday, 12 June 2023.

**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 (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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company’s principal place of business in Hong Kong at Unit no. 2910-11, 29/F, Prosperity Millennia Plaza, No. 663 King’s Road, Quarry Bay, Hong Kong.