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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

**PROPOSED SHARE CONSOLIDATION**  
**AND**  
**NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting of the Company to be held at No. 2199, Tuanjie Road, Tonghua County, Jilin Province, The People’s Republic of China on Friday, 8 September 2023 at 3:00 p.m. is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk).

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special 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 special general meeting or any adjournment thereof should you so wish.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the Chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the form of proxy. The form of proxy for use at the SGM can be downloaded from the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tontine-wines.com.hk](http://www.tontine-wines.com.hk)).

18 August 2023

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## EXPECTED TIMETABLE

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The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

<b>Event</b>	<b>Time and date</b>
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**2023**

Latest time for lodging transfer documents in order to qualify for the attendance and voting at the SGM . . . . .	4:30 p.m. on Monday, 4 September
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Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the SGM (both dates inclusive) . . . . .	Tuesday, 5 September to Friday, 8 September
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Latest time for lodging proxy form for the SGM . . . . .	3:00 p.m. on Wednesday, 6 September
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Date and time of the SGM . . . . .	3:00 p.m. on Friday, 8 September
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Publication of the announcement of the poll results of the SGM . . . . .	Friday, 8 September
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Effective date of the Share Consolidation . . . . .	Tuesday, 12 September
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First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	Tuesday, 12 September
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Commencement of dealings in the Consolidated Shares . . . . .	9:00 a.m. on Tuesday, 12 September
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Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Tuesday, 12 September
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Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Tuesday, 12 September
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## EXPECTED TIMETABLE

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- Original counter for trading in the Consolidated Shares  
in board lots of 2,000 Consolidated Shares  
(in the form of new share certificates) re-opens . . . . . 9:00 a.m. on Tuesday,  
26 September
- Parallel trading in the Consolidated Shares (in the form of  
both new and existing share certificates) commences . . . . . 9:00 a.m. on Tuesday,  
26 September
- Designated broker starts to stand in the market to provide  
matching services for odd lots of Consolidated Shares . . . . . 9:00 a.m. on Tuesday,  
26 September
- Designated broker ceases to stand in the market to provide  
matching services for odd lots of Consolidated Shares . . . . . 4:00 p.m. on Tuesday,  
17 October
- Temporary counter for trading in the Consolidated Shares  
in board lots of 200 Consolidated Shares  
(in the form of existing share certificates) closes . . . . . 4:10 p.m. on Tuesday,  
17 October
- Parallel trading in the Consolidated Shares  
(in the form of both new and existing certificates) ends . . . . . 4:10 p.m. on Tuesday,  
17 October
- Last day for free exchange of existing share certificates  
for new certificates for the Consolidated Shares . . . . . 4:30 p.m. on Thursday,  
19 October

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:*

“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	China Tontine Wines Group Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 389)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 August 2023 being the latest practicable date prior to the printing of this circular for ascertaining information contain herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held to approve the Share Consolidation
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the context may require
“Shareholder(s)”	holder(s) of the issued Shares
“Share Consolidation”	the proposed consolidation of every ten (10) Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wang Guangyuan  
Mr. Zhang Hebin  
Ms. Wang Lijun

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Directors:*

Mr. Li Jerry Y.  
Mr. Zhu Minghui

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

Unit no. 2910-11 29th Floor  
Prosperity Millennia Plaza  
663 King's Road  
Quarry Bay, Hong Kong

*Independent non-executive Directors:*

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

18 August 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement in relation to, among other things, the Share Consolidation.

The purpose of this circular is to provide you with further information on the Share Consolidation, and to give you notice of the SGM containing the resolution to be proposed at the SGM which is set out on pages SGM-1 to SGM-2 of this circular.

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## LETTER FROM THE BOARD

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### PROPOSED SHARE CONSOLIDATION

The Company intends to put forward a proposal to the Shareholders to effect the Share Consolidation pursuant to which every ten (10) issued and unissued Existing Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.10 each. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of poll at the SGM. As none of the Shareholders or their associates would have material interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Share Consolidation at the SGM.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Existing Shares with a par value of HK\$0.01 each, of which 2,940,548,000 Existing Shares have been issued as fully paid or credited as fully paid.

Assuming that no further Existing Shares are allotted, issued or repurchased between the Latest Practicable Date and up to and including the effective date of the Share Consolidation, immediately upon the Share Consolidation becoming effective, the authorised share capital of the Company shall become HK\$100,000,000 divided into 1,000,000,000 Consolidated Shares with a par value of HK\$0.10 each, of which 294,054,800 Consolidated Shares will have been issued fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, all the Consolidated Shares will rank *pari passu* in all respects with each other, in accordance with the memorandum of association and bye-laws of the Company. Fractions of Consolidated Shares that arise from the Share Consolidation will not be allocated to the Shareholders otherwise entitled thereto and will be aggregated and sold for the benefit of the Company.

Other than the relevant expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interest of the Shareholders as a whole. The Directors believe that the Share Consolidation will not have any material adverse effect on the financial position of the Group.

### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the SGM;



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## LETTER FROM THE BOARD

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- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares;
- (iii) and compliance with the relevant procedures and requirements under the applicable laws of Bermuda and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Tuesday, 12 September 2023.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

### **Application for listing**

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the approval of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Reasons for and Benefits of the Share Consolidation**

Pursuant to Rule 13.64 of Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities.

The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 30 August 2019 has stated that market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules.

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## LETTER FROM THE BOARD

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Based on the closing price of HK\$0.145 per Existing Share on 4 August 2023, being effective, the theoretical closing price shall be HK\$1.45 per Consolidated Share. The Share Consolidation would enable the Company to comply with the trading requirements under the Listing Rules.

The Share Consolidation will increase the nominal value of the Shares and will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares.

With reference to the annual results announcement of the Company for the year ended 31 December 2022, the Directors considered it appropriate for the preparation of the consolidated financial statements on a going concern basis after taking into account of the following circumstances and measures to be implemented: management of the Group will closely monitor the financial position of the Group and the Directors will make every effort to secure funds as necessary to finance the business operations of the Group for the foreseeable future.

The Board has taken into account any corporate actions to be carried out in the next 12 months when proposing the Share Consolidation and considers that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. In order to allow the Group to continue to operate as a going concern, in the next 12 months, the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support the operations and future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

### **No Change In Board Lot Size**

The Existing Shares are currently traded on the Stock Exchange in board lot size of 2,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 2,000 Consolidated Shares per board lot.

Based on the closing price of HK\$0.145 per Existing Share (equivalent to the theoretical closing price of HK\$1.45 per Consolidated Share) as at the date of the Announcement, (i) the value per board lot of 2,000 Existing Shares is HK\$290; and (ii) the value per board lot of 2,000 Consolidated Shares would be HK\$2,900 on the assumption that the Share Consolidation becomes effective.

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## LETTER FROM THE BOARD

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### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of existing share certificates held by such holder.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots of the Consolidated Shares, the Company has appointed Yuet Sheung International Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, from Tuesday, 12 September 2023 to Thursday, 19 October 2023 (both days inclusive). The Shareholders who wish to use this matching service during this period should contact Ms. Mona Wong of Yuet Sheung International Securities Limited at 8/F, Central 88, No. 88-98 Des Voeux Road, Central, Hong Kong or at telephone number (852) 2832 9688 during office hours.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

### **Exchange of share certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 12 September 2023 being the second Business Day immediately after the date of the SGM, the Shareholders may during the period from Tuesday, 12 September 2023 to Thursday, 19 October 2023 (both days inclusive) submit existing share certificates for the Existing Shares (in pink colour) to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Centre, 16 Harcourt Road, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in blue colour) at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the branch share registrar for each share certificate issued for the Consolidated Shares or each existing share certificate for the Existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher.

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## LETTER FROM THE BOARD

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After 4:10 p.m. on Tuesday, 17 October 2023, trading will only be in Consolidated Shares. Existing share certificates in pink colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

### **Adjustments in relation to other securities of the company**

As at the Latest Practicable Date, the Company did not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Shares.

The Share Consolidation is subject to the satisfaction of the conditions precedent as set out in the paragraph headed “Proposed Share Consolidation – Conditions of the Share Consolidation” in this section. Accordingly, the Share Consolidation may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

### **THE SGM**

The SGM will be held to consider and, if thought fit, pass the ordinary resolution to approve the Share Consolidation.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholders are interested or involved in the Share Consolidation; and no Shareholders are required to abstain from voting on the relevant resolution to be proposed at the SGM to approve the Share Consolidation.

A notice convening the SGM to be held at No. 2199, Tuanjie Road, Tonghua County, Jilin Province, The People’s Republic of China, on Friday, 8 September 2023 at 3:00 p.m. is set out on pages SGM-1 to SGM-2 of this circular for the purpose of considering and, if thought fit, passing the resolutions as set out therein. In order to qualify for attending and voting at the SGM, the register of members of the Company will be closed from Tuesday, 5 September 2023 to Friday, 8 September 2023 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the SGM. No transfer of Shares will be registered during the above book closure period.

All transfers of Shares accompanied by the relevant share certificates must be lodged at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 4 September 2023.

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## LETTER FROM THE BOARD

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A form of proxy for use by the Shareholders at the SGM is enclosed herewith. Whether or not you are able to attend the SGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM, or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof (as the case may be) should you so wish. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Company will procure that the chairman of the SGM shall demand voting on all resolutions set out in the notice of SGM be taken by way of poll.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATIONS

The Board considers that the terms of the proposed Share Consolidation are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors would recommend the Shareholders to vote in favour of the relevant resolutions approving the Share Consolidation at the SGM.

### MISCELLANEOUS

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

Yours faithfully  
For and on behalf of the Board  
**China Tontine Wines Group Limited**  
**Wang Guangyuan**  
*Chairman and Executive Director*

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## NOTICE OF SGM

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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)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “SGM”) of China Tontine Wines Group Limited (the “Company”) will be held at No. 2199, Tuanjie Road, Tonghua County, Jilin Province, The People’s Republic of China, on Friday, 8 September 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon: the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and the permission to deal in, the Consolidated Shares (as defined below), with effect from the second business day after the date on which this resolution is passed by the shareholders of the Company (“**Shareholder(s)**”):

- (a) every ten (10) issued and unissued existing shares with a par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share with a par value of HK\$0.10 (each a “**Consolidated Share**”) (the “**Share Consolidation**”);
- (b) following the Share Consolidation, any one or more directors of the Company (“**Director(s)**”) be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the Share Consolidation, including, without limitation, to aggregate, sell and retain for the benefit of the Company all fractional Consolidated Shares to which each Shareholder is otherwise entitled; and
- (c) any one of the Directors be and is hereby authorised to do all such acts and things and execute all documents he considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

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

Hong Kong, 18 August 2023

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## NOTICE OF SGM

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*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

Unit no. 2910-11, 29th Floor  
Prosperity Millennia Plaza  
No. 663 King's Road  
Quarry Bay, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the SGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the SGM or any adjournment thereof, should he/she/it so wish.
3. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 5 September 2023 to Friday, 8 September 2023 (both days inclusive), during which no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 4 September 2023.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will publish an announcement on the website of the Company at <http://www.tontine-wines.com.hk> and on the "Latest Company Announcements" page of the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the SGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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