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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)

POLL RESULTS FOR SPECIAL GENERAL MEETING
HELD ON 30 SEPTEMBER 2024

Reference is made to the notice of the special general meeting (the “**SGM Notice**”) and the circular (the “**Circular**”) of China Tontine Wines Group Limited (the “**Company**”) both dated 19 August 2024 in relation to the Special General Meeting (the “**Special General Meeting**”) held on 30 September 2024 and the announcement of the Company dated 2 August 2024 in relation to the Requisition. Terms used in this announcement shall have the same meanings as defined in the SGM Notice and the Circular unless otherwise stated.

Mr. Wang Lijun (Chairlady of the Special General Meeting, Mr. Zhang Xuexin, and Mr. Shen Chengbo attended the special general meeting in persons. Mr. Li Jerry L., Mr. Pei Zhaolun, Mr. Zhu Minghui, Dr. Lau Sung Tat Vincent, Mr. Chong Lok Man, Mr. Ge Hongguang and Mr. Zhu Xiaoxiang attended the Special General Meeting by electronic means. All other directors of the Company and the newly appointed directors were unable to attend the Special General Meeting due to their other business commitments.

POLL RESULTS FOR THE SPECIAL GENERAL MEETING

The poll results in respect of each of the resolutions proposed at the Special General Meeting are as follows:

ORDINARY RESOLUTIONS <i>(Note 1)</i>		No. of Votes <i>(Note 2)</i>	
		For	Against
1.	To remove Mr. Zhang Hebin as Director.	111,621,761 (69.02%)	50,098,968 (30.98%)
2.	To remove Mr. Wang Junyao as Director.	111,621,761 (69.02%)	50,098,968 (30.98%)
3.	To remove Dr. Vincent Cheng as Director.	N/A	N/A

ORDINARY RESOLUTIONS (Note 1)		No. of Votes (Note 2)	
		For	Against
4.	To remove Mr. Yan Qiang as Director.	111,621,761 (69.02%)	50,098,968 (30.98%)
5.	To remove Ms. Zhang Shiqing as Director.	N/A	N/A
6.	To appoint Mr. Sun Jialiang as executive Director	111,621,761 (69.02%)	50,098,968 (30.98%)
7.	To appoint Mr. Huang Chuwu as executive Director	111,621,761 (69.02%)	50,098,968 (30.98%)
8.	To appoint Mr. Li Liang as an independent non-executive Director	111,621,761 (69.02%)	50,098,968 (30.98%)
9.	To appoint Ms. Lui Ka Mei as an independent non-executive Director	111,621,761 (69.02%)	50,098,968 (30.98%)
10.	To appoint Mr. Chan Wai Kit as an independent non-executive Director	111,621,761 (69.02%)	50,098,968 (30.98%)

Notes:

1. The full text of each of the resolutions proposed at the Special General Meeting is set out in the Circular.
2. The number of votes and percentage of voting Shares were based on the total number of Shares held by the Shareholders who voted at the Special General Meeting in person or by proxy.

As at the date of the Special General Meeting:

- (1) there were a total of 301,561,800 Shares in issue, which were the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the Special General Meeting;
- (2) none of the Shares entitled the holders to attend and abstain from voting in favour the resolutions at the Special General Meeting as set out in rule 13.40 of the Listing Rules;
- (3) no Shareholders were required under the Listing Rules to abstain from voting on the resolutions proposed at the Special General Meeting; and
- (4) no Shareholders have stated their intention in the Circular to vote against the resolutions or to abstain from voting at the Special General Meeting.

Resolutions no. 3 and 5 were not proposed at the Special General Meeting for consideration as Dr. Cheng Vincent and Ms. Zhang Shiqing have both resigned as independent non-executive directors with effect on 1 September 2024. As more than 50% of the votes were cast in favour of each of the resolutions proposed by the requisition numbered 1 to 10, except resolutions number 3 and 5, those resolutions were duly passed as ordinary resolutions.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineers at the Special General Meeting for the purpose of vote taking.

APPOINTMENT OF DIRECTORS

Mr. Sun Jialiang (孫佳良)

Mr. Sun Jialiang (孫佳良) (“**Mr. Sun**”) aged 37, was appointed as executive director with effect on 30 September 2024. He graduated from the School of Economic Law of Southwest University of Political Science and Law (西南政法大學經濟法學院) with a bachelor degree in Laws in 2010. He also obtained the PRC legal professional qualification certificate (法律職業資格) in 2010, the PRC certification of securities professional (證券從業資格) in 2011, and fund qualification certificate (基金從業資格) in 2016.

Mr. Sun is an executive director of Zhuhai Yingchuang New Energy Technology Company Limited* (珠海映創新能源科技有限公司), a company engaged in the construction of new energy power plant and electricity generation, since March 2019, and an executive director of Tawei (Zhuhai) Venture Capital Company Limited* (拓為(珠海)創業投資有限公司), a company principally engaged in investment management, consulting and venture capital, since August 2020.

Mr. Sun is a standing committee member of the 5th Committee of Jinwan District, Zhuhai City, Guangdong Province of the Chinese People’s Political Consultative Conference, vice president and secretary of Southwest University of Political Science and Law Alumni Association since December 2021, and government investment fund expert of the Jinwan District (Development Zone), Zhuhai City since October 2023.

Mr. Sun was appointed for an initial term of three (3) years as an executive Director. Mr. Sun will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the requirements of the bye-laws of the Company. Mr. Sun has not yet entered into any service agreement with the Company and his remuneration has not been determined at the date of this announcement.

Save as disclosed above, as at the date of this announcement, Mr. Sun (i) does not hold any other position with the Company or other members of the Group; (ii) did not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company and (v) does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information relating to the appointment of Mr. Sun as an executive Director that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company as at the date of this announcement.

Mr. Huang Chu Wu (黃楚武)

Mr. Huang Chu Wu (黃楚武) (“**Mr. Huang**”) aged 33, was appointed as executive Director with effect on 30 September 2024. He graduated from Hunan Agricultural University with a bachelor degree of law in economic laws in June 2016.

As at the date of this announcement and within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) (the “**SFO**”), Mr. Huang are members and directors of Bon Voyage Development Limited (“**Bon Voyage**”). As of the date of this announcement, Bon Voyage held a total of 40,000,000 shares of the Company, representing approximately 13.27% of the issued share capital of the Company. Bon Voyage was indirectly beneficially owned by Mr. Huang as to 30% and two other individuals.

Mr. Huang was appointed for an initial term of three (3) years as an executive Director. Mr. Huang will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the requirements of the bye-laws of the Company. Mr. Huang has not yet entered into any service agreement with the Company and his remuneration has not been determined at the date of this announcement.

Save as disclosed above, as at the date of this announcement, Mr. Huang (i) does not hold any other position with the Company or other members of the Group; (ii) did not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules and (v) does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other information relating to the appointment of Mr. Huang as an executive Director that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company as at the date of this announcement.

Mr. Li Liang (李良)

Mr. Li Liang (李良) (“**Mr. Li**”) aged 57, was appointed as the independent non-executive Director with effect on 30 September 2024. He obtained a bachelor degree in civil engineering from Dalian University of Technology in July 2014. He is currently the president of Shenzhen Guangxin Construction (Group) Co., Ltd. (深圳廣信建設(集團)有限公司), a company principally engaged in design and construction of building decorations. He has obtained a number of professional qualifications and certificates on building and landscape, including the landscape architecture senior engineer certificate obtained in December 2015, grade 2 flower landscape artist certificate obtained in March 2021, ecological environment inspector certificated obtained in July

2024, senior pest controller certificate obtained in November 2021, level 2 flower border engineer certificate in April 2021, senior plant protection worker certificate obtained in March 2020. He was also won a number of awards in building landscape engineering over the past few years.

Mr. Li was appointed for an initial term of two (2) years as an independent non-executive Director. Mr. Li will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the requirements of the bye-laws of the Company. Mr. Li has not yet entered into any letter of appointment with the Company and his remuneration has not been determined at the date of this announcement.

Save as disclosed above, as at the date of this announcement, Mr. Li (i) does not hold any other position with the Company or other members of the Group; (ii) did not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (v) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Li has confirmed to the Company that (a) he meets the independence factors as set out in Rule 3.13(1) to (8) of the Listing Rules; (b) he did not and does not have any past or present financial or other interest in the business of the Group or did not and does not have any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect her independence at the time of his appointment. In view of the abovementioned factors, to the best knowledge of the Company, the Company confirms the independence of Mr. Li.

Save as disclosed herein, there is no other information relating to the appointment of Mr. Li as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company as at the date of this announcement.

Ms. Lui Mei Ka (雷美嘉)

Ms. Lui Mei Ka (雷美嘉) (“**Ms. Lui**”) aged 39, was appointed as the independent non-executive Director with effect on 30 September 2024. She graduated from The Chinese University of Hong Kong with a degree in bachelor of business administration in 2006 and is currently a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Lui has over 17 years of experience in financial management and corporate finance. Since 27 September 2018, Ms. Lui has been the chief financial officer and a joint company secretary of Feiyu Technology International Company Limited (stock code: 1022), a company listed on the Main Board of the Stock Exchange. Currently, Ms. Lui is also the company secretary of Yik Wo International Holdings Limited (stock code: 8659), a company listed on the GEM of the Stock Exchange, and a joint company secretary of China Hongguang Holdings Limited (stock code: 8646), a company listed on the GEM of the Stock Exchange.

Ms. Lui has also been an independent non-executive director of China Tangshang Holdings Limited (stock code: 674) and GoFintech Innovation Limited (stock code: 290), companies listed on the Main Board of the Stock Exchange, since 21 April 2017 and 19 September 2023 respectively.

From October 2016 to July 2018, she was the chief financial officer and company secretary of GR Life Style Company Limited (formerly known as GR Properties Limited) (stock code: 108), a company listed on the Main Board of the Stock Exchange and which is engaged in property development and investment. From March 2014 to May 2016, she was the company secretary and financial controller of LT Commercial Real Estate Limited, a company previously listed on the Main Board of the Stock Exchange under the stock code: 112, which was engaged in property development and investment.

Ms. Lui was appointed for an initial term of two (2) years as an independent non-executive Director. Ms. Lui will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the requirements of the bye-laws of the Company. Ms. Lui has not yet entered into any letter of appointment with the Company and her remuneration has not been determined at the date of this announcement.

Save as disclosed above, as at the date of this announcement, Ms. Lui (i) does not hold any other position with the Company or other members of the Group; (ii) did not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (v) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Lui has confirmed to the Company that (a) she meets the independence factors as set out in Rule 3.13(1) to (8) of the Listing Rules; (b) she did not and does not have any past or present financial or other interest in the business of the Group or did not and does not have any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect her independence at the time of his appointment. In view of the abovementioned factors, to the best knowledge of the Company, the Company confirms the independence of Ms. Lui.

Save as disclosed herein, there is no other information relating to the appointment of Ms. Lui as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company as at the date of this announcement.

Mr. Chan Wai Kit (陳偉傑)

Mr. Chan Wai Kit (陳偉傑) (“Mr. Chan”) aged 41, was appointed as the independent non-executive Director with effect on 30 September 2024. He obtained a bachelor degree in information systems and a master degree of accounting from Curtin University of Technology, Australia. He has been appointed as a committee member of the 9th and 10th Committee of Maoming City of The Chinese People’s Political Consultative Conference since January 2017. He has extensive experience in information technology, accounting, finance, corporate governance, strategic planning, as well as mergers and acquisitions.

Mr. Chan was an executive director, an authorised representative and a compliance officer of Aurum Pacific (China) Group Limited (now known as Wuxi Life International Holdings Group Limited) (stock code: 8148), a company listed on the GEM of Stock Exchange from October 2014 to November 2018. He was the chairman and executive director of PPS International (Holdings) Limited (stock code: 8201), a company listed on the GEM of the Stock Exchange from June 2015 to July 2016. He was also an executive director of China Taifeng Beddings Holdings Limited (now known as Shimao Services Holdings Limited) (stock code: 873), a company listed on the Main Board of the Stock Exchange from July 2016 to August 2016. He was also an executive director of Green Energy Group Limited (stock code: 0979), a Company listed on the Main Board of the Stock Exchange from February 2017 to July 2017. He was also an executive director of Elegance Optical International Holdings Limited (stock code: 0907), a company listed on the Main Board of the Stock Exchange from May 2017 to April 2018. Mr. Chan has been an independent non-executive director of Vicon Holdings Limited (stock code: 3878), a company listed on the Main Board of the Stock Exchange since September 2021.

Mr. Chan was also an independent non-executive director of Huiyin Holdings Group Limited (formerly known as Share Economy Group Limited) (stock code: 1178), a company listed on the Main Board of the Stock Exchange from December 2017 to October 2018. The listing of the shares of Huiyin Holdings Group Limited was cancelled with effect from 9:00 a.m. on 18 August 2024. He was also an independent non-executive director of Ding He Mining Holdings Limited (stock code: 705), a company listed on the Main Board of the Stock Exchange from January 2018 to July 2018. The listing of the shares of Ding He Mining Holdings Limited on the Stock Exchange was cancelled with effect from 9:00 a.m. on 5 February 2020. He has been an executive director of Mobile Internet (China) Holdings Limited (stock code: 1439), a company listed on the Main Board of the Stock Exchange, since March 2023. The listing of the shares of Mobile Internet (China) Holdings Limited on the Stock Exchange was cancelled with effect from 9:00 a.m on 14 August 2024.

Mr. Chan was appointed for an initial term of two (2) years as an independent non-executive Director. Mr. Chan will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the requirements of the bye-laws of the Company. Mr. Chan has not yet entered into any letter of appointment with the Company and his remuneration has not been determined at the date of this announcement.

Save as disclosed above, as at the date of this announcement, Mr. Chan (i) does not hold any other position with the Company or other members of the Group; (ii) did not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (v) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan has confirmed to the Company that (a) he meets the independence factors as set out in Rule 3.13(1) to (8) of the Listing Rules; (b) he did not and does not have any past or present financial or other interest in the business of the Group or did not and does not have any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect her independence at the time of his appointment. In view of the abovementioned factors, to the best knowledge of the Company, the Company confirms the independence of Mr. Chan.

Save as disclosed herein, there is no other information relating to the appointment of Mr. Chan as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company as at the date of this announcement.

CHANGES IN COMPOSITION OF THE BOARD COMMITTEES

The Board also hereby announces that with effect from 30 September 2024, Mr. Li, Ms. Lui and Mr. Chan have been appointed as the members of the Audit Committee, the Nomination Committee and the Remuneration Committee.

REMOVAL OF DIRECTORS

Following the poll results at the Special General Meeting described above and pursuant to the ordinary resolutions numbered 1, 2 and 4 in relation to the removals of directors, Mr. Zhang Hebin, Mr. Wang Junyao and Mr. Yang Qiang were duly passed by the shareholders at the Special General Meeting. Mr. Zhang Hebin, Mr. Wang Junyao and Mr. Yang Qiang were removed as directors of the Company with effect from 30 September 2024.

As at the date of this announcement, the Board has not received any notice of disagreement with the Board or any matters that need to be brought to the attention of the holders of securities of the Company from Mr. Zhang Hebin, Mr. Wang Junyao and Mr. Yang Qiang.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on The Stock Exchange of Hong Kong Limited has been suspended with effect from 9:00 a.m. on Monday, 2 September 2024 and will continue to be suspended until the publication of the interim results of the Company for the six months ended 30 June 2024.

By order of the Board
China Tontine Wines Group Limited
Wang Lijun
Chairlady and Executive Director

Hong Kong, 30 September 2024

As at the date of this announcement and upon conclusion of the Special General Meeting, the executive Directors are Ms. Wang Lijun, Mr. Zhang Xuexin, Mr. Shen Chengbo, Mr. Sun Jialiang and Mr. Huang Chuwu, the non-executive Directors are Mr. Li Jerry L., Mr. Pei Zhaolun and Mr. Zhu Minghui, and the independent non-executive Directors are Dr. Lau Sung Tat Vincent, Mr. Chong Lok Man, Mr. Ge Hongguang, Mr. Zhu Xiaoxiang, Mr. Li Liang, Ms. Lui Mei Ka and Mr. Chan Wai Kit.

* *The English name is for identification purpose only. If there is any inconsistency, the Chinese name shall prevail.*