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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)**

**(I) APPOINTMENT OF**  
**(1) NON-EXECUTIVE DIRECTOR;**  
**(2) INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**(3) JOINT COMPANY SECRETARY;**  
**(4) CHIEF EXECUTIVE OFFICER;**  
**(5) AUTHORISED REPRESENTATIVE;**  
**(II) CHANGE OF CHAIRMAN;**  
**(III) CONTINUED SUSPENSION OF TRADING; AND**  
**(IV) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of China Tontine Wines Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 13 November 2024, (i) Mr. Qiu Ziwei (邱子維) (“**Mr. Qiu**”) has been appointed as non-executive Director, (ii) Mr. Zhang Xiaowei (張小衛) (“**Mr. Zhang**”) has been appointed as independent non-executive Director; (iii) Mr. Lai Wai Hing (“**Mr. Lai**”) has been appointed as a joint company secretary (the “**Joint Company Secretary**”) and (iv) Mr. Sun Jialiang (“**Mr. Sun**”) has been appointed as a chief executive officer of the Company, authorised representative of the Company (the “**Authorised Representative**”) for the purpose of Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange (the “**Stock Exchange**”) and chairman of the Board. The current company secretary of the Company, namely, Ms. Chan Shuk Man Lora (“**Ms. Chan**”) will remain in office and act as another joint company secretary of the Company.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The biographical details of Mr. Qiu are set out below:

### **Mr. Qiu Ziwei (邱子維)**

Mr. Qiu, 38 years old, graduated from the School of Communication of Shenzhen University in July 2009 with a Bachelor of Arts degree. From September 2010 to October 2015, he worked at the Urban Channel of Shenzhen Radio, Film and Television Group as a reporter, director and editor-in-chief. Since October 2015, he has served as the general manager of Shenzhen Shenshi Dongfang Culture Communication Co., Ltd., responsible for the whole process management of advertising planning and brand communication projects, and produced a large number of advertisements, film and television publicity, and humanities documentaries for many government departments, enterprises and media organizations. He has rich experience in news information editing, TV program production, advertising planning and brand communication promotion.

A letter of appointment has been entered into between Mr. Qiu and the Company pursuant to which he was appointed for an initial term of two (2) years as a non-executive Director. Mr. Qiu 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. Qiu will not be entitled to a director's fee for acting as a non-executive Director, which was determined by the Board upon recommendations by the Remuneration Committee in view of the Company's present financial position.

Save as disclosed above, as at the date of this announcement, Mr. Qiu (i) 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; (ii) does not have any other major appointments and professional qualifications; (iii) 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 (iv) does not have any 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. Qiu as a 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.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The biographical details of Mr. Zhang are set out below:

### **Mr. Zhang Xiaowei (張小衛)**

Mr. Zhang, aged 51, graduated from Sun Yat-sen University with a bachelor's degree in law in December 2001. He was formerly a partner of Beijing Jingtian & Gongcheng (Shenzhen) Law Firm and is currently a partner of Guangdong Guohui Law Firm. After obtaining the qualification to practice law in 2001, he has practiced law for more than 20 years. Mr. Zhang has been committed to providing legal services in the fields of mergers and acquisitions, restructuring and listing, investment and financing of listed companies and related dispute resolution. The Hong Kong listing projects that Mr. Zhang has undertaken and participated in are mainly as follows:

- Providing legal advice to the issuer in the initial public offering and listing project of Jia Yao Holdings Limited (1626.HK) on the Hong Kong Main Board;
- Providing legal advice to the issuer in the initial public offering and listing project of Mengke Holdings Limited (1629.HK) on the Hong Kong Main Board;
- Providing legal advice to the issuer in the initial public offering and listing project of Finland Living Services Group Limited (9978.HK) on the Growth Enterprise Board of Hong Kong.

A letter of appointment has been entered into between Mr. Zhang and the Company pursuant to which he was appointed for an initial term of two (2) years as an independent non-executive Director. Mr. Zhang 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. Zhang will not be entitled to a director's fee for acting as an independent non-executive Director, which was determined by the Board upon recommendations by the Remuneration Committee in view of the Company's present financial position.

Save as disclosed above, as at the date of this announcement, Mr. Zhang (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. Zhang 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 his 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. Zhang.

Save as disclosed herein, there is no other information relating to the appointment of Mr. Zhang 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.

### **APPOINTMENT OF JOINT COMPANY SECRETARY**

The biographical details of Mr. Lai are as follows:

Mr. Lai, aged 54, graduated from Lingnan University and obtained Honour Diploma in Accountancy and is a fellow member of the Association of Chartered Certified Accountants. He was a tax manager in various international accounting firms and worked in several listed companies in Hong Kong as financial controller. During the three years immediately preceding the date of this announcement, Mr. Lai has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas.

### **APPOINTMENT OF CHIEF EXECUTIVE OFFICE AND THE AUTHORISED REPRESENTATIVE**

Mr. Sun, aged 37, 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 has been an executive Director of the Company since 30 September 2024. Currently, Mr. Sun is also 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 Guangdong Province 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.

The Board would like to take this opportunity to welcome Mr. Qiu, Mr. Zhang, Mr. Lai and Mr. Sun on their new appointment.

## **CHANGE OF CHAIRMAN**

Mr. Sun has also been appointed and succeeded Ms. Wang Lijun as the chairman of the Board.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board further announces that, the composition of the following Board committees shall be changed as follows with effect from 13 November 2024:

- (1) The members of the audit committee of the Board are Ms. Lui Mei Ka, Mr. Chan Wai Kit, Mr. Li Liang and Dr. Lau Sung Tat Vincent, with the chairman being Dr. Lau Sung Tat Vincent;
- (2) The members of the nomination committee of the Board are Ms. Lui Mei Ka, Mr. Chan Wai Kit, Mr. Li Liang and Mr. Sun Jialiang, with the chairman being Mr. Sun Jialiang; and
- (3) The members of the remuneration committee of the Board are Ms. Lui Mei Ka, Mr. Chan Wai Kit and Mr. Li Liang, with the chairman being Mr. Li Liang.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company on the Stock Exchange 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**  
**Sun Jialiang**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 18 November 2024

*As at the date of this announcement, the Board comprises Ms. Wang Lijun, Mr. Zhang Xuexin, Mr. Shen Chengbo, Mr. Sun Jialiang and Mr. Huang Chuwu as executive Directors, Mr. Li Jerry Y., Mr. Zhu Minghui, Mr. Pei Zhaolun and Mr. Qiu Ziwei as non-executive Directors, Dr. Lau Shun Tat Vincent, Mr. Ge Hongguang, Mr. Chong Lok Man, Mr. Zhu Xiaoxiang, Mr. Li Liang, Ms. Lui Mei Ka, Mr. Chan Wai Kit and Mr. Zhang Xiaowei as independent non-executive Directors.*