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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 of **China Tontine Wines Group Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**SHAREHOLDER'S REQUISITION IN RELATION TO
PROPOSED REMOVAL OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meaning as defined in the section headed "Definitions" in this circular.

A notice convening the SGM of the Company to be held at Room 3302, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 11 September 2026 at 5:00 p.m. or any adjournment thereof is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for the SGM is enclosed herein. Whether or not you are able to attend at the SGM, 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 later than 48 hours before the time appointed for holding of the SGM (i.e. Wednesday, 9 September 2026 at 5:00 p.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

26 August 2026

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DEFINITIONS

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

“Announcements”	the announcements of the Company dated 11 August 2026, 18 August 2026 and 26 August 2026 in relation to the Requisition
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as may be amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“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 (stock code: 389)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Removal”	the proposed removal of Mr. Sun Jialiang (孫佳良), Mr. Qiu Ziwei (邱子維), Mr. Guo Yuxin (郭玉新), Mr. Li Liang (李良), Ms. Lui Mei Ka (雷美嘉) as Directors, as set out in the Requisition
“Proposed Resolutions”	the proposed resolutions set out in the Requisition Notice from the Requisitionist to the Company in relation to, among others, the Proposed Removal, as referred to in this circular
“Requisition”	the requisition contained in the Requisition Notice requesting for a special general meeting to be held for the purpose of considering, and if thought fit, passing the Proposed Resolutions

DEFINITIONS

“Requisition Notice”	a notice of requisition dated 28 July 2026 to the Company received by the Company on or about 29 July 2026 from the Requisitionist
“Requisitionist”	Bon Voyage Development Limited
“SGM”	the special general meeting of the Company to be held at Room 3302, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 11 September 2026 at 5:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the SGM Notice, or any adjourned meeting thereof
“SGM Notice”	the notice dated 26 August 2026 for convening the SGM and included in this circular
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, re-classification or re-construction of such shares from time to time)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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. Sun Jialiang (*Chairman and Chief Executive Officer*)

Mr. Huang Chuwu

Mr. Qiu Ziwei

Registered Office:

Richmond House

12 Par-la-Ville Road

Hamilton HM 08

Bermuda

Non-executive Directors:

Mr. Li Jerry Y.

Mr. Zhu Minghui

Mr. Guo Yuxin

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

Unit 902, 9/F.

29 Austin Road

Tsim Sha Tsui

Kowloon, Hong Kong

Independent non-executive Directors:

Mr. Li Liang

Ms. Lui Mei Ka

Mr. Chan Wai Kit

26 August 2026

To the Shareholders

Dear Sir or Madam,

**SHAREHOLDER'S REQUISITION IN RELATION TO
PROPOSED REMOVAL OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcements in relation to the Requisition. The SGM will be held for the purpose of considering and, if thought fit, approving the resolutions proposed in the SGM Notice, or any adjourned meeting thereof, pursuant to the Requisition Notice.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with (i) the information in relation to the Requisition; and (ii) the SGM Notice.

Shareholders are advised to read this circular thoroughly and carefully before deciding how to vote on the resolutions.

2. THE REQUISITION

On or about 29 July 2026, the Company received the Requisition Notice from the Requisitionist, being the shareholder holding a total of 40,000,000 ordinary shares of the Company (representing approximately 13.26% of the issued share capital of the Company) as at the date of deposit of the Requisition Notice requesting the Board to convene a special general meeting in accordance with Bye-law 65 of the Bye-laws of the Company for the Shareholders to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

1. “**THAT** Mr. Sun Jialiang (孫佳良) be and is hereby removed from his office as an executive director of the Company with immediate effect from the passing of this resolution.”
2. “**THAT** Mr. Qiu Ziwei (邱子維) be and is hereby removed from his office as an executive director of the Company with immediate effect from the passing of this resolution.”
3. “**THAT** Mr. Guo Yuxin (郭玉新) be and is hereby removed from his office as a non-executive director of the Company with immediate effect from the passing of this resolution.”
4. “**THAT** Mr. Li Liang (李良) be and is hereby removed from his office as an independent non-executive director of the Company with immediate effect from the passing of this resolution.”
5. “**THAT** Ms. Lui Mei Ka (雷美嘉) be and is hereby removed from her office as an independent non-executive director of the Company with immediate effect from the passing of this resolution.”
6. “**THAT** Each and every director(s) of the Company (if any) appointed by the board of directors of the Company but without the approval of the general meeting of the Company during the period commencing on 28 July 2026 to convene a special general meeting of the Company and ending on the day of the holding of the special general meeting of the Company (or any adjournment thereof), both dates inclusive, be and are hereby removed as director(s) of the Company (if any) with immediate effect upon passing of this resolution, with the removal of each such director(s) (if any) being put to vote individually as a subparagraph of this resolution.”

LETTER FROM THE BOARD

Pursuant to Bye-law 65 of the Bye-laws, the Board may, whenever it thinks fit, call special general meetings, and shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act.

Pursuant to Bye-law 114 of the Bye-laws, the shareholder may by ordinary resolution remove any Director (including a managing Director or other executive Director) before the expiration of his term of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead provided that the notice of any general meeting convened for the purpose of removing a director shall contain a statement of the intention so to do and be served on such director 14 days before the meeting and at such meeting, the Director shall be entitled to be heard on the motion for his removal. Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

3. REASONS FOR THE REQUISITION

The Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolutions. Accordingly, the Board is not able to provide the Shareholders with reasons and/or grounds in respect of the Proposed Resolutions for consideration.

4. RECOMMENDATION BY THE BOARD

The Board is convening the SGM in compliance with the requirements of Bye-Law 65 of the Bye-Laws. The Board expresses no views in relation to the Proposed Resolutions in the Requisition Notice insofar as it is within the rights of the Requisitionist to make such request and for other Shareholders to exercise their voting rights in favour of or against the Proposed Resolutions at the SGM.

5. NOTICE OF SGM

The SGM Notice is set out on pages SGM-1 to SGM-3 of this circular and a form of proxy for use at the SGM is enclosed with this circular.

LETTER FROM THE BOARD

Whether or not you are able to attend the SGM, 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 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 holding the SGM (i.e. Wednesday, 9 September 2026 at 5:00 p.m.) or any adjourned meeting (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 (as the case may be) should you so wish. In the event that a Shareholder having lodged a proxy form attends the SGM, his proxy form will be deemed to be revoked.

6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the SGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of Listing Rules.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting on any resolution to be proposed at the SGM.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 9 September 2026 to Friday, 11 September 2026 (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 SGM. In order to qualify for attending the SGM, all 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, whose share registration public offices are located at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than Tuesday, 8 September 2026 at 4:30 p.m. The record date for the SGM is Friday, 11 September 2026.

LETTER FROM THE BOARD

8. 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 in this circular misleading.

9. GENERAL

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

By order of the board of
China Tontine Wines Group Limited
Sun Jialiang
Chairman, Chief Executive Officer and Executive Director

NOTICE OF THE SGM



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 THE SGM

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of China Tontine Wines Group Limited (the “**Company**”) will be held at Room 3302, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 11 September 2026 at 5:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** Mr. Sun Jialiang (孫佳良) be and is hereby removed from his office as an executive director of the Company with immediate effect from the passing of this resolution.”
2. “**THAT** Mr. Qiu Ziwei (邱子維) be and is hereby removed from his office as an executive director of the Company with immediate effect from the passing of this resolution.”
3. “**THAT** Mr. Guo Yuxin (郭玉新) be and is hereby removed from his office as a non-executive director of the Company with immediate effect from the passing of this resolution.”
4. “**THAT** Mr. Li Liang (李良) be and is hereby removed from his office as an independent non-executive director of the Company with immediate effect from the passing of this resolution.”
5. “**THAT** Ms. Lui Mei Ka (雷美嘉) be and is hereby removed from her office as an independent non-executive director of the Company with immediate effect from the passing of this resolution.”

NOTICE OF THE SGM

6. “**THAT** Each and every director(s) of the Company (if any) appointed by the board of directors of the Company but without the approval of the general meeting of the Company during the period commencing on 28 July 2026 to convene a special general meeting of the Company and ending on the day of the holding of the special general meeting of the Company (or any adjournment thereof), both dates inclusive, be and are hereby removed as director(s) of the Company (if any) with immediate effect upon passing of this resolution, with the removal of each such director(s) (if any) being put to vote individually as a subparagraph of this resolution.”

By order of the board of
China Tontine Wines Group Limited
Sun Jialiang

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 26 August 2026

Registered office:

Richmond House
12 Par-la-Ville Road
Hamilton HM 08
Bermuda

Head office and principal place of business in

Hong Kong:
Unit 902, 9/F.
29 Austin Road
Tsim Sha Tsui
Kowloon, Hong Kong

Notes:

1. *A member of the Company entitled to attend and vote at the SGM 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 SGM. 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 SGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 before the time fixed for holding of the Meeting (i.e. Wednesday, 9 September 2026 at 5:00 p.m.) (or any adjournment thereof).*
4. *The register of members of the Company will be closed from Wednesday, 9 September 2026 to Friday, 11 September 2026 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the SGM 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 Tuesday, 8 September 2026 at 4:30 p.m. The record date for the SGM is Friday, 11 September 2026.*

NOTICE OF THE SGM

5. *Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the SGM or any adjournment thereof 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. Sun Jialiang, Mr. Huang Chuwu and Mr. Qiu Ziwei, the non-executive Directors are Mr. Li Jerry Y., Mr. Zhu Minghui and Mr. Guo Yuxin, and the independent non-executive Directors are Mr. Li Liang, Ms. Lui Mei Ka and Mr. Chan Wai Kit.