



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: 00389)

China Tontine Wines Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is committed to creating added value to the investment of the shareholders of the Company (the “**Shareholders**”) and putting unwavering determination to ensure that all Shareholders are treated equally and fairly under the applicable laws, rules and regulations and the spirits thereof.

SHAREHOLDERS’ RIGHTS

1. PROCEDURES FOR SHAREHOLDERS TO CONVENE A SPECIAL GENERAL MEETING (THE “SGM”)

The following procedures are subject to the Company’s bye-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation.

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| 1.1 | 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 shall at all times have the right, by written requisition sent to the Company’s registered office at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the Company’s principal office of business in Hong Kong at Unit No. 3612, 36th Floor, West Tower, Shun Tak Centre, Nos. 168-200 Connaught Road Central, Hong Kong, for the attention of the Company Secretary of the Company (the “ Company Secretary ”), to require a SGM to be called by the board of directors of the Company (the “ Board ”) for the transaction of any business specified in such requisition. |
| 1.2 | The written requisition must state the purposes of the general meeting, signed by the Shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those Shareholders. |
| 1.3 | If the requisition is in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the requisition is invalid, the Shareholders concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested. |
| 1.4 | The notice period to be given to all the registered Shareholders for consideration of the proposal raised by the Shareholder(s) concerned at a SGM varies according to the nature of the proposal, as follows: <ul style="list-style-type: none">– at least twenty-one (21) clear days’ and not less than ten (10) clear business days’ notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than to a mere clerical amendment to correct a patent error; and– at least fourteen (14) clear days’ and not less than ten (10) clear business days’ notice in writing if the proposal constitutes an ordinary resolution of the Company. |

2. PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

2.1 For matters in relation to the Board and/or the Group, Shareholders may contact the Company at:

Principal place of business of the Company in Hong Kong

Address : Unit No. 3612, 36th Floor, West Tower, Shun Tak Centre
Nos. 168-200 Connaught Road Central, Hong Kong
Telephone : +(852) 2521 1628
Fax : +(852) 2521 1323
Attention : Board of Directors/Company Secretary

2.2 For share registration related matters (such as share transfer and registration, change of personal particulars or correspondence address, loss of share certificates or warrants, etc.), the registered Shareholders may contact:

Company's Branch Share Registrar and Transfer Office in Hong Kong

Tricor Investor Services Limited
26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong
Telephone : + (852) 2980 1333
Fax : + (852) 2810 8185

3. PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS BY A SHAREHOLDER

Companies Act

- 3.1 Sections 79 and 80 of the Companies Act allow certain Shareholder(s) to requisition the Company to move a resolution at an annual general meeting (the "AGM") of the Company or circulate a statement at any general meeting of the Company. Under section 79 of the Companies Act, at the expense of the requisitionists unless the Company otherwise resolves, it shall be the duty of the Company on the requisition in writing by such number of Shareholders:-
- (a) to give to the Shareholders entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting;
 - (b) to circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

3.2	<p>The number of Shareholders necessary to make the above-mentioned requisitions to the Company shall be:–</p> <p>(i) either any number of Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or</p> <p>(ii) not less than one hundred Shareholders.</p>
3.3	<p>Notice of any such intended resolution shall be given, and any such statement shall be circulated, to Shareholders entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such Shareholder in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other Shareholder by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meeting of the Company, provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.</p>
3.4	<p>Section 80 of the Companies Act sets out the conditions to be met before the Company is bound to give any notice of resolution or to circulate any statement. Pursuant to section 80 of the Companies Act, the Company shall not be bound to give notice of any resolution or to circulate any statement as mentioned in paragraph 3.1 above unless:–</p> <p>(a) a copy of the requisition signed by the requisitionists, or two or more copies which between them contain the signatures of all the requisitionists, is deposited at the registered office of the Company:–</p> <p>(i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and</p> <p>(ii) in the case of any other requisition, not less than one week before the meeting; and</p> <p>(b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company’s expense in giving effect to the procedures in paragraph 3.1 above (i.e. the giving of notice of resolution and/or circulation of statement).</p> <p>Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an AGM is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the above-mentioned time shall be deemed to have been properly deposited for the purposes thereof.</p>

4. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Bye-laws

4.1 Election of directors must take place at annual general meetings of the Company.

4.2 If a Shareholder wishes to propose a person for election as a director at an annual general meeting, bye-law 113 requires that unless the person proposed to be elected as a director is a director retiring at the general meeting or is recommended by the Board for election:

- (i) a notice in writing signed by a Shareholder duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a director;
- (ii) a notice in writing signed by that person of his willingness to be elected as a director shall have been delivered to the Company at the Company's principal place of business in Hong Kong at Unit No. 3612, 36th Floor, West Tower, Shun Tak Centre, Nos. 168-200 Connaught Road Central, Hong Kong not less than seven (7) days before the date appointed for the annual general meeting.

Companies Act

4.3 Alternatively, if no annual general meeting has already been convened, a Shareholder may propose a person for election as a director by requisitioning the Company to convene a SGM, provided that he is holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company.

Please refer to the procedures set out in paragraphs 1.1 to 1.4 above for procedures of how to convene a SGM by way of requisition. The requirements under bye-law 113 will also have to be satisfied.

Recommendation

4.4 In order to allow the Company's shareholders to have sufficient time to receive and consider the proposal of election of the proposed candidate as a director of the Company without adjourning the general meeting, shareholder(s) who wish(es) to propose a person for election as a director is/are urged to submit and lodge the notice as required under bye-law 113 as early as practicable and preferably at least 15 business days prior to the date of the general meeting appointed for such election.

5. COMMUNICATION POLICY WITH SHAREHOLDERS

The Company endeavours to maintain a high level of transparency in communication with Shareholders and investors in general.

The various channels through which the Company communicates with its Shareholders include interim and annual reports, circulars, notices, financial reports, information posted on the websites of the Stock Exchange and the Company, and general meetings. Shareholders are encouraged to attend the Company's general meetings where the Chairman of the Company and the executive directors of the Board are available to answer questions. Notice of the annual general meeting of the Company and related papers are sent to shareholders of the Company at least 20 clear business days before the meeting and such notice is also made available on the website of the Stock Exchange. Separate resolutions are proposed at the general meetings on each substantially separate issue. Poll results of the meeting will be posted on the website of the Stock Exchange on the day of the meeting.

The financial and other information relating to the Group is disclosed on the Company's website, <http://www.tontine-wines.com.hk>.

In order to facilitate the communication with the Shareholders, the Group has maintained the Company's website as a channel to provide the latest information and to strengthen communication with the Shareholder and the investing public. The Group's corporate correspondence and information will also be published on the Company's website in a timely manner.

GENERAL

Shareholders who have enquires about the above procedures or have enquires to put to the Board may write to the Company Secretary at "Unit No. 3612, 36th Floor, West Tower, Shun Tak Centre, Nos. 168-200 Connaught Road Central, Hong Kong".