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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)

### FULFILMENT OF RESUMPTION GUIDANCE AND RESUMPTION OF TRADING

This announcement is made by China Tontine Wines Group Limited (the “**Company**”), together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to (i) the announcement of the Company dated 29 August 2024 in relation to delay in publication of 2024 Interim Results and delay in despatch of 2024 Interim Report; (ii) the announcement of the Company dated 2 September 2024 in relation to the suspension of trading of the shares of the Company; (iii) the announcement of the Company dated 30 September 2024 in relation to further delay in publication of the 2024 Interim Results and further delay in despatch of 2024 Interim Report; (iv) the announcement dated 2 December 2024 in relation to Resumption Guidance and quarterly update on progress of resumption (the “**Resumption and Quarterly Update Announcement**”); (v) the announcement of the Company dated 17 December 2024 in relation to Additional Resumption Guidance; (vi) the announcement of the Company dated 17 December 2024 in relation to progress of publication of 2024 Interim Results; (vii) the announcement (the “**Deconsolidation Announcement**”) of the Company dated 10 February 2025 in relation to the deconsolidation of subsidiaries of the Group; (viii) the announcement (the “**Unknown Transfer Announcement**”) of the Company dated 20 February 2025 in relation to unknown and unauthorised transfers of entire equity interest in (a) Ji’An Yaluo Wine Estate; and (b) Tontine Green; (ix) the quarterly update announcement of the Company dated 3 March 2025; (x) the announcement of the Company dated 15 April 2025 in relation to the interim results of the Group for the six months ended 30 June 2024 (the “**2024 Interim Results Announcement**”); (xi) the interim report of the Company for the six months ended 30 June 2024 (the “**2024 Interim Report**”); (xii) the announcement of the Company dated 15 April 2025 in relation to the annual results of the Group for the year ended 31 December 2024 (the “**2024 Annual Results Announcement**”); (xiii) the quarterly update announcement of the Company dated 30 May 2025; (xiv) the annual report of the Company for the year ended 31 December 2024 (the “**2024 Annual Report**”); (xv) the announcement of the Company dated

15 August 2025 in relation to the interim results of the Company for the six months ended 30 June 2025 (the “**2025 Interim Results Announcement**”); (xvi) the interim report of the Company for the six months ended 30 June 2025 (the “**2025 Interim Report**”); (xvii) the quarterly update announcement of the Company dated 2 September 2025; (xviii) the announcement of the Company dated 17 October 2025 in relation to Additional Resumption Guidance; (xix) the quarterly update announcement of the Company dated 17 December 2025; and (xx) the key findings of Internal Control Review and Continued Suspension of Trading announcement dated 23 December 2025 (collectively, the “**Announcements**”).

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Company is pleased to announce that it has fulfilled the Resumption Guidance, details of which are set out below:

**RESUMPTION GUIDANCE (A): PUBLISH ALL OUTSTANDING FINANCIAL RESULTS REQUIRED UNDER THE LISTING RULES AND ADDRESS ANY AUDIT MODIFICATIONS**

The Company has published (i) the 2024 Interim Results Announcement and the 2024 Annual Results Announcement on 15 April 2025; (ii) the 2024 Interim Report and the 2024 Annual Report on 19 May 2025; (iii) the 2025 Interim Results Announcement on 15 August 2025; and (iv) the 2025 Interim Report on 29 August 2025, respectively. As discussed with the auditors, no audit issues have been noted for the financial year ended 31 December 2025, thus far during the audit. The Board is expecting that the Company’s audited financial statements shall be published within the prescribed deadline of 31 March 2026.

As at the date of this announcement, all outstanding financial results required to be published by the Company under the Listing Rules have been published. The auditors have issued a qualified opinion on the consolidated financial statements for the financial year ended 31 December 2024. In response to this qualified opinion, the Company has performed various actions to remedy and rectified the situation, including engagement of the independent internal control adviser to carry out Internal Control Review exercise and took various measures including legal actions against the Former Directors to mitigate the losses in the situation. Meanwhile, the auditors have also performed the relevant audit procedures and reviewed the findings of the audit issues at the relevant time. Based on the above, the Company expects that no modified opinion will be issued towards the annual report of the Group for the year ended 31 December 2025. In view of the above, Resumption Guidance (a) has been fulfilled.

## RESUMPTION GUIDANCE (B): DEMONSTRATE THE COMPANY'S COMPLIANCE WITH RULE 13.24

### Background

In 2024, following the AGM on 13 June 2024 that retired certain Former EDs, and the suspension of trading of the Shares of the Group on 2 September 2024 and the resignation of directors, the Group experienced significant changes:

- (i) restructuring of the Board of Directors; and
- (ii) deconsolidation of certain subsidiaries in Tonghua: This was detailed in the Deconsolidation Announcement dated 10 February 2025, due to non-cooperation from certain Former EDs.

In response to the unauthorized and undisclosed transfer of equity in several major subsidiaries in Tonghua, as outlined in both the Deconsolidation Announcement and the Unknown Transfer Announcement, the Company has initiated legislative proceedings against the wrongdoers in relation to the unauthorised transfer of the Group's equity interest in the deconsolidated subsidiaries. The Company has initiated litigation in the PRC concerning irregularities with uncontrollable subsidiaries, filing lawsuits against the following companies: 通化市中寶實業有限公司, 通化通天酒業有限公司, 浙江牛創酒業有限公司, 貴州省仁懷市通天酒業有限公司, 方舟時代健康產業(深圳)集團有限公司, 聞書時代(深圳)教育集團有限公司, 方舟時代數字科技(北京)有限公司. The lawsuits are accordingly spread across various cities, adhering to jurisdiction principles in the PRC, which may cause potential delays in proceedings given regional court pressures. The Company's legal counsels estimated that the latest expected filing acceptance for all lawsuits will be in March 2026, with hearings and judgments anticipated by September 2026. Among the uncontrollable subsidiaries, 通天醬酒(深圳)有限公司, 通天數字鏈吉林科技有限公司, and 通化市宏碩實業有限公司 were found deregistered, and have had their legal status terminated, preventing any further ability to sue or be sued or to compel document production through court processes. Also as the Company is an indirect shareholder, it cannot override the decisions of direct holding companies to challenge deregistration, even if flaws exist. The Company has already sued the direct controllers, yet establishing damages linked to the deregistration is challenging.

Additionally, the Company has filed cases against Mr. Wang Guangyuan and other related companies, which were consolidated for trial. Recently, the court rejected the Company's claims in these cases, citing compliance with transfer procedures and lack of evidence for malice or collusion, resulting in the loss of shareholder rights and inspection privileges.

Despite the current deconsolidation, the Group continues to operate its core business-producing and selling wine products in the PRC. The Board maintains control with a 60% shareholding in Yantai Baiyanghe (the "**Yantai Subsidiary**"), which focuses on wine production and sales. Yantai Baiyanghe, originally a state-owned brewery established in 1958, transitioned to a private enterprise in 1994 under the ownership of its management staff. On 23 December 2013, the Company acquired a 60% equity interest in Yantai Baiyanghe ("**Acquisition**"), as detailed in the Company's announcements dated 26 September 2012, 16 August 2013, and 27 December 2013 (the "**Acquisition Announcements**").

*(i) Sufficient level of operations*

Since the Acquisition, the Yantai Subsidiary has emerged as a core business of the Group, specializing in a wide range of wine and spirit products. Despite the deconsolidation of certain subsidiaries in Tonghua, Yantai Subsidiary remains the principal operating subsidiary, functioning through three main business models:

1. **Original Brand Manufacturing (OBM):** The Group manages the entire production process, from blending bulk wines and spirits sourced globally and self-brewed wines using locally sourced grapes/grape juices in Yantai to flavour enhancement, filtration, fermentation, aging, bottling, marketing, and distribution under its own brands. This model emphasizes strict quality control and craftsmanship, accounting for over 80% of sales.
2. **Original Design Manufacturing (ODM):** The Group produces finished products similar to OBM products packaged under clients' brands and specifications.
3. **Brand Ownership:** The company markets its own branded products. Since 2023, Yantai Subsidiary has expanded into the younger PRC market with new product lines, including Japanese spirits and liqueurs like whisky, sake, and plum wines, under its own branding.

Yantai Subsidiary currently employs around 71 staff members (including 15 technical personnel). The company operates a production base in Yantai, with a processing facility covering 48,670 square meters. The facility includes two fermentation work stations, two freezing work stations, one blending work station, two wine storage work stations, two packaging work stations, and one wine cellar. It is equipped with more than 650 pieces of equipment, including seven bottling production lines, 279 stainless steel tanks, two refrigeration units, two grape crushers, two integrated apple pressing machines, and two distillation units. The facility has the capacity to produce 12,000 tons of wines annually, with a storage capacity of 20,000 tons.

For nearly 70 years, while maintaining traditional brewing techniques, Yantai Subsidiary has transformed from a baijiu distillery into a modern brewing enterprise. Its product portfolio now includes dry and sweet wines, brandy, whiskey, sake, and other categories, meeting modern consumer demands. Yantai Subsidiary obtained ISO9000 international quality system certification in February 2001. In July 2005, it developed ice-pure concentrated red (white) wine using advanced concentration technology. Yantai Baiyanghe wine products are available in 30 provinces, municipalities, and autonomous regions in China, as well as in Southeast Asian countries.

For OBM and ODM products, the Company sources bulk wines and spirits from importers for further processing and packaging at its production facilities. For brand ownership products, which include a series of Japanese spirits and liqueurs sourced from Japanese OEM manufacturers, the Group handles packaging and distribution under its own brands.

The Company managed a portfolio of up to 100 brands, with revenue streams categorized into: (i) OBM; (ii) ODM; and (iii) Brand Owner brands.

The majority of the Company's products are OBM, with wines constituting the largest portion of sales in FY2024 and FY2025. However, FY2024 saw a significant downturn in sales, with declines in both wines and spirits, further exacerbated by a provision for obsolete inventory, which negatively impacted profit margins. The prolonged slump in the wine industry, ongoing since the COVID-19 outbreak in 2020, coupled with a sluggish domestic economy, had weakened consumer sentiment and spending power, contributing to these challenges.

In FY2023, total revenue of the Group reached approximately RMB150.01 million, but it declined to approximately RMB107.99 million in FY2024. In 1H2025, total revenue rebounded, driven by a significant increase in spirits sales. The gross profit margin for Brand Owner brands improved significantly from approximately 7.4% in FY2024 to approximately 28.4% in 1H2025, driven by increased sales of Japanese branded spirits. ODM brands saw a rise in gross profit margin from approximately 2.6% to approximately 12.6%, while OBM brands improved from approximately 8.4% to approximately 12.0% over the same period. These improvements reflect the Company's strategic focus on enhancing profitability through targeted brand development and sales initiatives.

To boost sales, Yantai Subsidiary also leveraged its pioneering 50ml spirits line, including rum, gin, whisky, and vodka under its proprietary brand, to target PRC's rapidly growing RMB 15 billion small spirits market, the demand of which is expanding at 15%-20% annually. By capitalizing on its OBM expertise for quality and brand distinctiveness, expanding distribution through emerging channels, and emphasizing youthful, personalized, and fun drinking experiences, the company aimed to strengthen its appeal to younger PRC consumers and further diversify its portfolio with innovative products like Japanese spirits.

The Yantai Subsidiary production facility spans approximately 48,670 square meters, with a maximum annual production capacity of 12,000 tonnes of wine and a maximum storage capacity of 20,000 tonnes of wine. Currently, the estimated allocation is 8,000 tonnes for wine and 4,000 tonnes for spirits. It is worth noting that a significant portion of the production and storage capacity is adaptable for both wine and spirits.

As of 31 December 2024, the total output volume of all product categories manufactured by the Yantai Subsidiary production base reached 5,383 tonnes, representing approximately 44.5% of its full production capacity, which highlights the potential for growth.

The Group adopts a distributorship model where the Group directly sells its branded wine products to both wholesale and retail distributors who in turn distribute and sell the Group's wine products to sub-distributors, third-party retailers and/or end-customers. In recent years, in view of the shift in consumer behaviours and prominence of virtual marketplaces, particular focus has been placed on the distributors' online sales and marketing network, such as their presence in major online platforms in the PRC as the Group targets to promote and extend the outreach of its wine products via its distributors' online sales network.

When sourcing wine and spirits from importers, Yantai Subsidiary typically procures its wines from trusted, long-term importers, as overseas wineries and vineyards generally work with their own selected distributors and rarely accept new clients for director selling.

Yantai Subsidiary collaborates with importers supplying bulk wines, spirits, glass bottles, and packaging materials for its wine and spirit production. The primary cost components include the bulk wine or spirit liquid, bottles, corks, labels, and packaging. Notably, bottles constitute a significant portion of costs, particularly for lower-end products, where their cost proportion is higher due to the relatively fixed price of bottles compared to the widely varying cost of bulk wine or spirit liquid. Since 2023, the company has expanded its portfolio by sourcing Japanese spirits, including plum wine, sake, and whisky, for its branded sales. Unlike its bulk wine procurement, Japanese sake is processed in Japan per Yantai Subsidiary's specifications, with Japanese distilleries providing OEM services tailored to the desired flavor profiles. Historically, the company has not signed fixed-quantity procurement contracts, opting instead for batch-by-batch ordering and payment to maintain flexibility.

### Sourcing of Raw Materials

Bulk wine, a key raw material, is produced and fermented at external facilities and transported in large containers, such as Flexitanks, rather than bottled at the source. Yantai Subsidiary procures bulk wine (grape-based wine and grape juice) using industry-standard Flexitanks for ocean transport, with each 20-foot container holding approximately 24,000 liters. These Flexitanks feature a durable polypropylene (PP) woven outer layer, a food-grade polyethylene (PE) or linear low-density polyethylene (LLDPE) multi-layer inner lining, and a 3-inch food-grade valve for filling and emptying. Upon arrival, the wine is bottled, repackaged, or blended for private-label or other purposes. Bulk wine varies in quality from budget to premium, offering cost-effectiveness, sustainability (by reducing shipping weight compared to glass bottles), and flexibility for further processing by buyers like Yantai Subsidiary.

### Supplier Selection Process:

Yantai Subsidiary employs a meticulous supplier selection process, starting with a detailed analysis of procurement needs, informed by market research and historical data to identify qualified and reputable suppliers. Potential suppliers undergo a comprehensive evaluation of production capacity, technical expertise, and credibility, often involving on-site inspections and rigorous product sample testing to ensure compliance with company standards. Selected suppliers confirm core terms through multi-channel written agreements, and their information is securely archived. Initial cooperation involves small-batch trial procurement, with materials tested against standards before scaling to larger orders. For bulk procurement, a regular evaluation system monitors supplier performance across multiple dimensions, enabling dynamic adjustments to maintain long-term, stable partnerships.

For Japanese suppliers, Yantai Subsidiary's brand must also gain approval from the Japanese brewery, ensuring mutual trust and compatibility in the Group's brand values and product expectations.

### Procurement Process:

The procurement process is systematic and aligned with operational needs. Based on sales orders, production schedules, and inventory levels, the procurement department develops precise plans specifying material types, quantities, and prices while optimizing resource use and packaging compatibility. Each plan undergoes strict internal approval, with negotiated terms—such as price, quantity, quality, transportation, and delivery timelines—documented in writing and reviewed by management and compliance teams to ensure regulatory compliance. Procurement execution aligns closely with sales demand cycles, with ongoing monitoring of key terms. Significant demand fluctuations (e.g., exceeding 20%) trigger a reassessment and re-approval process, allowing agile adjustments to market changes and reflecting the company’s professional procurement management.

### Supplier Relationships and Stability:

Yantai Subsidiary maintains a highly stable supplier base, with the top five suppliers consistently providing key raw materials and services in 2023, 2024, and the first half of 2025, accounting for a significant share of procurement spending. These long-term relationships, ranging from 3 to 15 years, to ensure reliable quality, consistent deliveries, and operational continuity. Procurement data and ongoing plans indicate that these suppliers will continue stable supply in the second half of 2025, supporting robust business growth. The company fosters strategic collaboration with suppliers, pursuing joint innovation in technology and cost optimization to enhance material and service competitiveness. This strengthens supply chain resilience and boosts end-product value, positioning the company for sustained market competitiveness.

### Market Strategy and distributor Collaboration:

The company prioritizes partnerships with established medium-to-large distributors for its wines and spirits products. This includes a high-quality, diverse, and adaptable product portfolio with innovative designs. Distributors leverage their extensive distribution platforms and channels for rapid market rollout, fostering complementary strengths and close collaboration to expand market presence. The assessment process involves:

- **Preliminary Screening:** the Group prioritizes medium-to-large distributors, evaluating their business history, market reputation, and channel coverage to identify partners with long-term potential.
- **Capability Assessment:** the Group uses multi-dimensional data collection (e.g., public business records, interviews) to analyze financial health, sales performance, and market expansion capabilities, ensuring partners align with the Company’s product positioning.
- **Compatibility Analysis:** the Group assesses alignment between the Company’s product positioning and the distributor’s resources/market coverage to ensure strategic and promotional synergy.

- Risk Management: the Group identifies risks through credit ratings and market simulations, implementing controls like prepayment oversight, detailed contract terms, and traceable execution processes.
- Initial Collaboration Setup: the Group establishes clear goals, efficient communication mechanisms (e.g., regular sales meetings, data feedback systems) to ensure smooth execution and alignment.

#### Customer Acquisition Channels:

Since its founding in 1994, the Company has evolved from producing baijiu to offering wines, spirits and liqueurs, building a loyal, high-quality customer base, key acquisition channels include:

- Executive-led Strategic Client Development: Senior management drives large-client cultivation, with a dedicated team led by the general manager and marketing team. Resources are integrated to invite clients or their marketing team (e.g. Key Opinion Leader – KOL) for on-site visits, focusing on customized products, cost-effective solutions, and premium services to build strong partnerships.
- Trade Fair Recruitment: The Company leverages different industrial wine and spirits trade fairs or events, such as, Chengdu Spring Sugar and Wine Fair annually, investing in premium booth placements at Jinjiang Hotel. Through product displays, negotiations, and follow-ups, it attracts and signs numerous customers.
- Multi-dimensional Channel Network: Employs a dual approach of professional market development teams and encouraging existing distributors to refer new clients, using trusted relationships to drive exponential market expansion.

#### Customer Base Stability:

The Company maintains a highly stable core customer base, with the top five clients consistently contributing significant revenue in 2023, 2024, and the first half of 2025. This reflects deep, long-term partnerships. Based on past and ongoing sales plans, core clients are expected to maintain stable procurement in the second half of 2025, supporting business growth. The Company is also collaborating with these clients to launch innovative, differentiated products to expand market share and strengthen competitiveness, ensuring steady progress in the market.

In response to growing consumer demand for high-quality and personalized products, the Group is accelerating the development and promotion of mid-to-high-end product lines. This includes innovative approaches such as traceability of origin and limited-edition customization. The Group has introduced customized gift sets and commemorative editions to enhance brand premiumization and market influence. Concurrently, the Group is diversifying its mid-tier and mass-market product offerings by expanding into low-alcohol, organic, and low-sugar health-oriented products. This strategy is designed to target diverse consumer segments effectively, including household dining, trendy social gatherings, and younger demographics, ensuring a comprehensive and competitive product portfolio across multiple price points.

Based on the 2025 Interim Results, for the six months ended 30 June 2025, the Group recorded total revenue of approximately RMB59,695,000, an increase of approximately 6% compared to the same period last year. Additionally, the Group recorded total earnings and comprehensive income of approximately RMB460,000, reflecting an improvement in performance following the deconsolidation and restructuring of the Board composition.

### Restructuring of the Management Team

Following the resignation of the Former ED from the Company's Board in November 2024, the Board has been engaged in restructuring at the controllable subsidiary level. During the restructuring period, the four uncooperative Former Directors (Mr. Wang Guangyuan, Ms. Wang Lijun, Mr. Zhang Hebin, and Mr. Zhang Xuexin) refused to cooperate with the Group's decisions, delaying their formal removal from the board of Yantai Subsidiary until 13 October 2025. This non-cooperation posed a theoretical risk that the directors could still harm the Group's interests. To mitigate this risk, several protective measures were implemented and verified by the Internal Control (IC) Adviser:

- (i) **Authority Suspension:** In December 2024, the Company issued a "Board Personnel Change Notice" suspending the authority of the four Former Directors and communicated this to all employees, suppliers, and customers. The IC Adviser confirmed effective communication of these notices.
- (ii) **Access Restrictions:** Security measures were heightened to prevent the four Former Directors from entering the premises. All company seals were placed under dual control of new officers, ensuring they could not be used. Bank accounts were operated solely by the finance department, with the uncooperative directors not holding any online banking rights.
- (iii) **Transaction Controls:** Transactions pre-approved by the Former Directors were suspended, requiring new approvals from the current management. The IC Adviser performed a thorough review of all payments and contracts during the restructuring period, confirming none bore the signatures or approvals of the Former Directors.
- (iv) **Specific Testing by the IC Adviser:** The IC Adviser reviewed bank statements and internal access logs, confirming no unauthorized transactions or activities by the four Former Directors. Interviews with key personnel confirmed that they had no operational or financial involvement during this time.

Based on the implemented protective measures and the IC Adviser’s independent verification, the Company concluded that no irregularities occurred during the restructuring period. As the Former ED and a former supervisor have been officially removed from the board of Yantai Subsidiary. Four new Directors nominated by the Company have been successfully appointed. With this restructuring, the Company is now effectively in control of the daily operations at Yantai Subsidiary and has enhanced oversight over major decisions through several measures:

- (i) The majority of the board of directors at Yantai Subsidiary is now appointed and controlled by the Company, ensuring robust management representation.
- (ii) The Company, through Topping Future, holds a 60% equity interest in Yantai Subsidiary, providing it with a controlling stake for decision-making at general meetings.
- (iii) Since March 2025, the Company has overseen daily operations at Yantai Subsidiary, including sales, production, and finance, with a dedicated team managing operational control. The Board oversees the management of the finance seal, legal representative seal, and company seal.
- (iv) The Company has established expense approval procedures that require finance supervisor approval for all expenses exceeding RMB100,000. The supervising team can access Yantai Subsidiary’s books and records, providing real-time financial updates to the Board. Additionally, the finance supervisor can monitor all banking transactions to prevent unauthorized fund transfers.

The Current Board emphasizes that the Company values and continuously relies on the existing directors and management team (other than the Former ED who were not involved in the operation) of Yantai Subsidiary (“**Key Operators**”) who are experienced in the wine industry for more than 10 years and have been the management team of Yantai Subsidiary since the Acquisition for operational execution. The Company has also instituted rigorous internal control and supervisory mechanisms over key functions—sales, production, and finance—while involving senior personnel with relevant expertise to support Yantai Subsidiary’s growth. Plans are also in place to appoint additional experienced professionals to further strengthen oversight in the future.

The Group has recruited Mr. Guo Yuxin (郭玉新) as a Non-Executive Director in December 2025, bringing specialized expertise in the wine industry. Mr. Guo is a prominent figure in the PRC wine sector, known as the founder and publisher of China Wine (《中國葡萄酒》) magazine and the creator of the “China Wine Top 100” ranking. He currently serves as Executive Vice Secretary-General of the Beijing Winery & Vineyard Development Promotion Association. Mr. Guo holds a Bachelor’s degree in Agronomy and Biotechnology from China Agricultural University, providing him with a solid foundation in grape cultivation and winemaking science. As a Senior Wine Industry Consultant, Mr. Guo will dedicate substantial time to advising on and overseeing Yantai Baiyanghe Brewing Co., Ltd.’s operational strategy, brand positioning, product development, and market expansion. His collaboration with the existing management team will significantly enhance the Group’s professional capabilities within the wine industry.

**(ii) Sufficient level of Asset**

As reported in 2024 Annual Report, as of 31 December 2024, bank and cash balances was approximately RMB755,000 while its net assets amounted to approximately RMB157.3 million.

To address its immediate cash needs for operating expenses, professional fees of intermediaries, and staff salaries the Group decided to secure external financing. Between March and July 2025, the Group secured loans totalling RMB2.7 million from an independent third party to meet these urgent cash flow requirements.

Simultaneously, the Company requested Yantai Subsidiary to expedite the recovery of its outstanding trade receivables. Significant progress was achieved, with approximately RMB42 million in accounts receivable recovered by the end of June 2025. According to the 2025 Interim Report, as of 30 June 2025, the Group's bank and cash balances totaled approximately RMB38.1 million, while its net assets amounted to approximately RMB157.8 million.

These bank and cash balances are primarily held by Yantai Subsidiary. During the restructuring of the Group for the year ended 31 December 2025, the cash position at the holding company level is supplemented by the third-party loans and funds from its operating subsidiaries, particularly Yantai Subsidiary, through dividends. The Company, through its wholly owned subsidiaries, secured RMB2.7 million in loans from independent third-party lenders to meet short-term cash flow requirements. On 28 November 2025, the Company, through its wholly owned subsidiaries, received a dividend of RMB7.65 million from Yantai Subsidiary (which was declared on 19 November 2025) to address its immediate working capital needs and the settlement of loans in near future. Should further funding be required, additional dividends or intra-group transfers will be arranged as needed.

In response to increasing consumer demand for high-quality and personalized products, the Group is accelerating the development and promotion of mid-to-high-end product lines. This initiative includes innovative strategies such as origin traceability and limited-edition customization. The Group has introduced customized gift sets and commemorative editions to enhance brand premiumization and market presence. Concurrently, it is diversifying its mid-tier and mass-market offerings by expanding into low-alcohol, organic, and low-sugar health-oriented products. This strategy aims to effectively target various consumer segments, including household dining, trendy social gatherings, and younger demographics, ensuring a competitive product portfolio across multiple price points.

According to the 2025 Interim Results for the six months ended 30 June 2025, the Group recorded total revenue of approximately RMB59.7 million, a 6% increase compared to the same period last year. The Group also reported total earnings and comprehensive income of RMB460,000, reflecting improved performance following the deconsolidation and restructuring of the Board. The Group confirms that its cash levels are adequate to support operations and plans to repay the loans as they mature in 2026. The Directors confirm that the Group currently does not have any fund raising plans or any plans for transactions that may involve Chapter 14 and/or Chapter 14A of the Listing Rules in contemplation or under preparation. Notwithstanding the above, the Group may consider to conduct fund raising activities in the future when the appropriate circumstances arise and when it is considered to be in the interest of the Company and the Shareholders as a whole.

In view of the above factors, the Board considers that the Group is carrying out its business with a sufficient level of operations and assets of sufficient value to support its operations to warrant the continued listing of the issuer's securities in compliance with Rule 13.24 of the Listing Rules. Accordingly, the Company considers that Resumption Guidance (b) has been fulfilled.

#### **RESUMPTION GUIDANCE (C): INFORM THE MARKET OF ALL MATERIAL INFORMATION FOR THE COMPANY'S SHAREHOLDERS AND INVESTORS TO APPRAISE ITS POSITION**

Since the suspension of trading in the shares of the Company, the Company has disclosed all material information relating to the Company to the shareholders and investors through the Announcements and this announcement. Accordingly, the Company considers that it has fulfilled Resumption Guidance (c).

#### **RESUMPTION GUIDANCE (D): CONDUCT AN INDEPENDENT INTERNAL CONTROL REVIEW AND DEMONSTRATE THAT THE COMPANY HAS IN PLACE ADEQUATE INTERNAL CONTROLS AND PROCEDURES TO MEET ITS OBLIGATIONS UNDER THE LISTING RULES**

The Board has engaged an internal control consultant to conduct an internal control review and a follow up review, both of which have fully been completed. The internal control consultant has also considered the enquiries raised by the Stock Exchange in relation to the internal control review and updated the internal control procedures or review report where necessary and appropriate. Thereafter, the Company has announced the findings and the results of the internal control review and the follow-up review on 23 December 2025.

In conducting the IC Assessment, the IC Consultant have (i) conducted interviews with the Group's relevant management and staff, inspected the relevant documentation in order to understand the existing processes and controls; (ii) performed walkthrough tests to confirm their understanding of the relevant processes and controls and to determine whether the controls have been implemented as intended by the management of the Group; (iii) performed test of samples to assess whether the controls are operating effectively as intended by the Management based on the operating policies and procedures for the selected samples; and (iv) identified findings based on the work performed above and developed appropriate recommendations for improvement, where appropriate.

For those internal control issues which the IC Consultant was unable to perform verification on the implementation and execution of some of the revised internal control policies due to lack of the relevant business activities during the Follow-Up Review period, the Board and the Internal Control Consultant will continue to review the effectiveness of its internal control system, including but not limited to conducting sample testing on the above business activities to assess the implementation and execution of the revised internal control policies, and make adequate disclosures in the corporate governance report set out in the annual report for the financial year ended 31 December 2025 pursuant to the Corporate Governance Code under Appendix C1 to the Listing Rules.

Having considered the report of Internal Control Review and the remedial actions taken by the Group, both the Audit Committee of the Company and the Board (including the independent non-executive Directors) are of the view that the enhanced internal control measures implemented by the Group based on the Rectification Recommendations are adequate and sufficient to address the key findings of the report of the Internal Control Review in order to prevent, monitor and detect occurrence of similar incidents as those relating to the loss of control in subsidiaries which may cause the Company's failure to meet its obligations under the Listing Rules. The Company has adopted all advice and recommendations suggested by the Internal Control Consultant, and has adopted, revised and/or strengthened (as applicable) relevant policies and procedures of the Company.

The Internal Control Consultant has conducted a follow-up review after the implementation of relevant remedial measures on the Rectification Recommendations by the Group. After considering the Internal Control Review report and the remedial measures taken by the Company, the Board and the Internal Control Consultant are of the view that: (a) all internal control deficiencies identified in the Internal Control Report have been adequately addressed through appropriate recommended rectifications; (b) the remedial measures taken by the Company are sufficient and adequate; and (c) the Company has established sufficient and reliable governance, internal control, and reporting systems to perform its obligations under the Listing Rules.

The Board and the Internal Control Consultant will continue to monitor the effectiveness of the Company's internal control system and procedures to perform its obligations under the Listing Rules, and ensure the Group's internal control policies and procedures are reasonable and adequate, and integrate them into the Group's operations.

In view of the above, the Company considers that Resumption Guidance (d) has been fulfilled.

**RESUMPTION GUIDANCE (E): DEMONSTRATE THAT THERE IS NO REASONABLE REGULATORY CONCERN ABOUT THE INTEGRITY, COMPETENCE AND/OR CHARACTER OF THE GROUP'S MANAGEMENT AND/OR ANY PERSON WITH SUBSTANTIAL INFLUENCE OVER THE COMPANY'S MANAGEMENT AND OPERATIONS, WHICH MAY POSE A RISK TO INVESTORS AND DAMAGE MARKET CONFIDENCE.**

To address this and to demonstrate fulfilment of the relevant resumption guidance, the Company has taken comprehensive steps to strengthen its governance structure and ensure the integrity, competence, and character of its management. In particular (i) all Former EDs have resigned from the Board since November 2024; (ii) the board restructuring of the Company's controllable subsidiaries was completed on 13 October 2025, thereby ensuring full control by the Current Board; (iii) the Key Operators, who have each served the Group for over 10 years, have demonstrated consistent cooperation with the Current Board since its assumption of control in November 2024; and (iv) there is no direct evidence suggesting that any members of the Current Board or the Key Operators have acted inappropriately or colluded with the Former EDs in the management of the Group's operations. Based on the latest public information, the Board has considered the following assessment regarding the shareholding structure of the Company:

- (i) **Shareholding Structure:** The ownership is dispersed, with no single shareholder holding a majority or controlling stake that could exert absolute control over the Group. Up Mount International Limited (“**Up Mount**”) is the largest shareholder, incorporated in the BVI, and is 51% beneficially owned by Mr. Wang Guangyuan, the former chairman, executive director, and chief executive officer. As the majority shareholder of Up Mount, Mr. Wang holds an interest of 495,178,720 shares in the Company, approximately 18.75% of its total shares. Mr. Wang held leadership roles until his resignation on 12 June 2024. Additionally, Mr. Wang Junyao, a Former ED (appointed 14 June 2024, and terminated 30 September 2024), is Mr. Wang's son and Ms. Wang Lijun's nephew. Ms. Wang, who is Mr. Wang's sister, also resigned on 30 September 2024, after serving as an Executive Director since the Company's listing and previously as chairlady of the Board. Another Former Director, Mr. Zhang Hebin, was also terminated on 30 September 2024. While Mr. Wang and his relatives—Ms. Wang Lijun (with 20,000,000 shares, 1.31% of the Company) and Mr. Wang Junyao (with 3,940,000 shares, 1.31%) – as well as Former Director Mr. Zhang Hebin (with 20,000,000 shares, 0.99% of the Company)—hold significant shares, yet they do not qualify as controlling shareholders under the Listing Rules. The Directors believe that since their departures from the Board and the restructuring of the current Board, their influence over the Company's management and operations has considerably diminished. While the Board underwent restructuring of the Company's controllable subsidiaries to replace the former Executive Directors, it was noted that the former Executive Directors still hold their positions within certain subsidiaries, namely Shine Wealth Hong Kong Group Limited and its three PRC subsidiaries – 明富中創實業(深圳)集團有限公司, 鴨綠江河谷(吉林)科技有限公司, and 鴨綠江河谷(吉林)酒業有限公司 (collectively referred to as the “**Shine Wealth Sub-Group**”) which are not deconsolidated (as the

Hong Kong company continues to provide accounting records to the auditors of the Group) but entered liquidation as of 22 October 2025 due to a statutory demand from the uncooperative former company secretary regarding outstanding salary claims. After consulting with the Company's auditor and legal advisers, the Board determined that the Shine Wealth Sub-Group is insignificant, accounting for less than 5% of the Group's total assets, revenue, and profit, and is in a loss-making position with net liabilities. Rather than injecting further capital or contesting the liquidation, it was recommended that the Board should not seek new director appointments in these entities whose holding company is already in liquidation procedure and to avoid unnecessary liabilities. The legal counsel advises the Shine Wealth Hong Kong Group already in winding up procedures and will completely out of the picture of the Group in less than a year. Accordingly, the Directors are of the view that the Former Directors remaining with Shine Wealth Sub-Group has no further adverse impact on the Group going forward.

- (ii) Governance and Directors: Bon Voyage Development Limited and Sky Source International Investments Limited (“**Sky Source**”) are related to current Directors but do not dominate governance. Non-Executive Directors (NEDs) Mr. Li Jerry Y. and Mr. Zhu Minghui serve as directors of Sky Source, which holds a 49% interest in Up Mount but does not possess voting power. Rather, Sky Source directly holds 20,000,000 shares in China Tontine Wines Group Limited. The current Board assesses that Mr. Li and Mr. Zhu have been cooperative, supported the resumption of trading, and were not involved in any uncooperative behaviors or unauthorized transfers related to the Subject Subsidiaries.
- (iii) Board Composition: The current Board composition reflects fair equity representation based on shareholder voting, particularly after the Requisition in October 2024. The majority of existing Directors were appointed through shareholder resolutions, demonstrating strong investor support for the current Board.
- (iv) Regulatory Compliance: Legal searches and public records to date reveal no regulatory concerns related to the integrity, competence, or character of the current Directors.
- (v) Internal Controls: Following successful restructuring, internal control enhancements, and remedial actions (including completing the internal control review and training), no issues have arisen that could pose risks to investors or undermine market confidence.

After taken into account the above and the Group's enhanced internal control and governance framework now in place, the Company considers there is no reasonable regulatory concerns regarding the integrity, competence or character of the Group's current management or any persons having substantial influence over the Group. Accordingly, the Company believes there is no risk posed to investors nor any factor likely to undermine market confidence.

In view of the above, Resumption Guidance (e) has been fulfilled.

## RESUMPTION OF TRADING

Trading in the shares of the Company has been suspended with effect from 9:00 a.m. on 2 September 2024 (Monday) and will remain suspended until further notice. Based on the reasons disclosed above, the Board considers that all Resumption Guidance has been fulfilled. Accordingly, the Company has submitted an application to the Stock Exchange for resumption of trading in the shares of the Company with effect from 9:00 a.m. on 27 February 2026.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. Shareholders should note that although the Stock Exchange has approved the resumption of trading in the shares, this does not preclude the Stock Exchange from continuing to investigate any possible breaches of the Listing Rules and/or taking disciplinary action against the Company, its Directors or any other persons under Chapter 2A of the Listing Rules as appropriate.

By order of the Board

**China Tontine Wines Group Limited**

**Sun Jialiang**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 26 February 2026

*As at the date of this announcement, the Board comprises the executive Directors Mr. Sun Jialiang, Mr. Huang Chuwu and Mr. Qiu Ziwei; the non-executive Directors Mr. Li Jerry Y., Mr. Zhu Minghui and Mr. Guo Yuxin; and the independent non-executive Directors Mr. Li Liang, Ms. Lui Mei Ka and Mr. Chan Wai Kit.*