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GRACE VINEYARD
怡園酒莊

Grace Wine Holdings Limited
怡園酒業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8146)

NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, capitalised terms used in this notice of extraordinary general meeting of Grace Wine Holdings Limited (the "**Company**") shall have the same meaning as those defined in the circular of the Company dated 24 January 2025 (the "**Circular**").*

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting will be held at Unit 2304, 23/F, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Wednesday, 19 February 2025 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. "**THAT** (i) the Pacific Surplus Agreement (a copy of which is tabled before the meeting marked "A" for identification purpose) and the Pacific Surplus Supplemental Agreement (a copy of which is tabled before the meeting marked "B" for identification purpose) in relation to the proposed disposal by the Company of the entire issued share capital of Pacific Surplus and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and (ii) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Pacific Surplus Agreement and the Pacific Surplus Supplemental Agreement, and the transactions contemplated thereunder."

2. "**THAT** (i) the Epic Wealth Agreement (a copy of which is tabled before the meeting marked "C" for identification purpose) and the Epic Wealth Supplemental Agreement (a copy of which is tabled before the meeting marked "D" for identification purpose) in relation to the proposed disposal by the Company of 30% of the issued share capital of Epic Wealth and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and (ii) the Directors be and are hereby

authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Epic Wealth Agreement and the Epic Wealth Supplemental Agreement, and the transactions contemplated thereunder."

3. "**THAT** (i) the declaration and payment of the Pacific Surplus Special Dividend (being a special dividend of HK7.802 cents per Share) in cash to Shareholders and on the terms and subject to the conditions as described in the Circular, be and are hereby confirmed and approved; and (ii) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the declaration and payment of the Pacific Surplus Special Dividend."

4. "**THAT** (i) the declaration and payment of the Epic Wealth Special Dividend (being a special dividend of HK4.256 cents per Share) in cash to Shareholders and on the terms and subject to the conditions as described in the Circular, be and are hereby confirmed and approved; and (ii) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the declaration and payment of the Epic Wealth Special Dividend."

Yours faithfully,
By order of the Board
Grace Wine Holdings Limited
Judy Chan
Chairlady, Chief Executive Officer and Executive Director

Hong Kong, 24 January 2025

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.

2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

3. For determining the entitlements to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 14 February 2025 to Wednesday, 19 February 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares accompanied by the relevant share certificates and

properly completed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 13 February 2025.

4. See "Letter from the Board – 9. Proposed declaration and payment of the Special Dividends – 9.1 Conditions of the proposed declaration and payment of the Special Dividends" of the Circular for the conditions of the proposed declaration and payment of the Pacific Surplus Special Dividend and Epic Wealth Special Dividend, respectively. As the distribution and payment of each of the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend are subject to the said conditions, the Pacific Surplus Special Dividend will only be distributed and paid if the Pacific Surplus Completion has taken place, and the Epic Wealth Special Dividend will only be distributed and paid if the Epic Wealth Completion has taken place.

   Subject to the fulfillment of the above conditions, the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend will be paid to the Shareholders as soon as practicable after the Pacific Surplus Completion and the Epic Wealth Completion, respectively. The Company will announce further details with regard to (i) whether the Pacific Surplus Completion has taken place and if so, the book closure date, record date and payment date of the Pacific Surplus Special Dividend; and (ii) whether the Epic Wealth Completion has taken place and if so, the record date and payment date of the Epic Wealth Special Dividend.

5. See "Letter from the Board – 2. Pacific Surplus Disposal – 2.1 Pacific Surplus Agreement" and "Letter from the Board – 3. Epic Wealth Disposal – 3.1 Epic Wealth Agreement" of the Circular for the conditions of the Pacific Surplus Disposal and Epic Wealth Disposal. The Pacific Surplus Completion and the Epic Wealth Completion will be subject to the conditions including, among others, the declaration and payment of the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend, respectively, are approved by the Independent Shareholders at the EGM. The Pacific Surplus Disposal and the Epic Wealth Disposal will not proceed (even if approved by the Independent Shareholders) if the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend, respectively, is not approved by the Independent Shareholders.

6. As at the date of this notice, the Board comprises Ms. Judy Chan as executive Director; Mr. Chow Christer Ho, Dr. Cheung Chai Hong and Mr. James Douglas Richard Field as non-executive Directors; and Mr. Ho Kent Ching-tak, Mr. Lim Leung Yau Edwin and Mr. Alec Peter Tracy as independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 herein or this notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the day of publication. This notice will also be published on the Company's website at www.gracewine.com.hk.