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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 3 JUNE 2025

References are made to (i) the notice of the annual general meeting (the "**AGM**") of Grace Wine Holdings Limited (the "**Company**") dated 23 April 2025 (the "**Notice**"), (ii) the circular of the Company dated 23 April 2025 (the "**Circular**") and (iii) the announcement of the Company dated 16 May 2025 (the "**Announcement**"). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all proposed resolutions (the "**Resolutions**") as set out in the Notice (other than the withdrawn resolution number 3(a)(ii) in respect of the proposed appointment of Ms. Cheng Yun Xi as she has withdrawn from the proposed appointment as an independent non-executive Director) as disclosed in the Announcement were duly approved by the Shareholders by way of poll at the AGM held on 3 June 2025. The Directors, namely Ms. Judy Chan, Mr. Chow Christer Ho, Mr. Ho Kent Ching-tak and Mr. Lim Leung Yau Edwin attended the AGM in person or by telephone means and Dr. Cheung Chai Hong, Mr. Alec Peter Tracy and Mr. James Douglas Richard Field were unable to attend the AGM due to their other business commitment.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed by the Company as the scrutineer for the vote-taking at the AGM.

The poll results in respect of each of the Resolutions are as follows:

	ORDINARY RESOLUTIONS	Number of votes (%)	
		For	**Against**
1.	To receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2024 and the report of the directors and the independent auditor's report.	597,172,800 (99.99%)	1,000 (0.01%)
2.	To redesignate Mr. James Douglas Richard Field as an independent non-executive Director.	597,172,800 (99.99%)	1,000 (0.01%)
3.	(a) (i) To appoint Mr. Chan Tsz King, Vincent as an independent non-executive Director.	597,172,800 (99.99%)	1,000 (0.01%)
	(a) (ii) To appoint Ms. Cheng Yun Xi as an independent non-executive Director.	N/A *(Note 2)*	N/A *(Note 2)*
	(b) To authorise the Board to fix the remuneration of the Directors.	597,171,800 (99.99%)	2,000 (0.01%)
4.	To re-appoint Ernst & Young as auditor of the Company for the ensuing year and to authorise the Board to fix the remuneration of auditor.	597,172,800 (99.99%)	1,000 (0.01%)
5.	To grant a general mandate to the Directors to allot and issue new ordinary shares of the Company (Ordinary Resolution No. 5 of the Notice).	597,172,800 (99.99%)	1,000 (0.01%)
6.	To grant a general mandate to the Directors to repurchase ordinary shares of the Company (Ordinary Resolution No. 6 of the Notice).	597,172,800 (99.99%)	1,000 (0.01%)
7.	To extend the general mandate granted to the Directors to issue new ordinary shares of the Company (Ordinary Resolution No. 7 of the Notice).	597,171,800 (99.99%)	2,000 (0.01%)

Notes:

(1) The full text of each of the Resolutions was set out in the Notice.

(2) Reference is made to the Announcement whereby Ms. Cheng Yun Xi has withdrawn from the proposed appointment as an independent non-executive Director. As such, resolution number 3(a)(ii) had been withdrawn and not been put forth for consideration at the AGM.

As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1 to 7, these Resolutions were duly passed as Ordinary Resolutions of the Company at the AGM.

As at the date of the AGM, the total number of issued Shares was 800,600,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all Resolutions at the AGM. The Company did not hold any treasury Share or repurchased Share pending cancellation as of the date of the AGM. No Shareholders were required under the GEM Listing Rules to abstain from voting on any of the Resolutions at the AGM and no Shareholders were entitled to attend and abstain from voting in favour of the Resolutions at the AGM pursuant to rule 17.47A of the GEM Listing Rules. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

Reference is made to the Circular, whereby Mr. Ho Kent Ching-tak, Mr. Lim Leung Yau Edwin and Mr. Alec Peter Tracy have retired as independent non-executive Directors with effect from the conclusion of the AGM. Details of their retirements can be referred to in the Circular. The Board is pleased to announce that the redesignation of Mr. James Douglas Richard Field from a non-executive Director to an independent non-executive Director, and the appointment of Mr. Chan Tsz King, Vincent as an independent non-executive Director have been passed and with effect from the conclusion of the AGM. Please refer to the announcement of the Company dated 3 June 2025 regarding, among others, the change of directors and the composition of audit committee, nomination committee, remuneration committee and investment comment for further details.

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

Hong Kong, 3 June 2025

As at the date of this announcement, the Board comprises Ms. Judy Chan as executive Director, Mr. Chow Christer Ho and Dr. Cheung Chai Hong as non-executive Directors and Mr. James Douglas Richard Field and Mr. Chan Tsz King, Vincent as independent non-executive Directors.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page on the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the day of its posting. This announcement will also be published on the Company's website at www.gracewine.com.hk.