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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 19 FEBRUARY 2025

References are made to the circular of Grace Wine Holdings Limited (the “**Company**”) dated 24 January 2025 (the “**Circular**”) and the notice of the extraordinary general meeting of the Company dated 24 January 2025 (the “**Notice**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 19 FEBRUARY 2025

The Board is pleased to announce that all of the proposed ordinary resolutions (the “**Ordinary Resolutions**”) as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 19 February 2025.

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

ORDINARY RESOLUTIONS		Total number of Shares represented by votes for and against the Ordinary Resolutions	Number of votes (%)	
			For	Against
1.	(i) To approve, confirm and ratify the Pacific Surplus Agreement and the Pacific Surplus Supplemental Agreement in relation to the proposed disposal by the Company of the entire issued share capital of Pacific Surplus and the transactions contemplated thereunder; and (ii) to authorise the directors of the Company 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.	25,947,609	25,945,609 (99.99%)	2,000 (0.01%)
2.	(i) To approve, confirm and ratify the Epic Wealth Agreement and the Epic Wealth Supplemental Agreement in relation to the proposed disposal by the Company of 30% of the issued share capital of Epic Wealth and the transactions contemplated thereunder; and (ii) to authorise the directors of the Company 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.	25,937,609	25,935,609 (99.99%)	2,000 (0.01%)

ORDINARY RESOLUTIONS		Total number of Shares represented by votes for and against the Ordinary Resolutions	Number of votes (%)	
			For	Against
3.	(i) To confirm and approve the declaration and payment of the Pacific Surplus Special Dividend (being a special dividend of HK7.802 cents per share of the Company) in cash to shareholders of the Company and on the terms and subject to the conditions as described in the Circular; and (ii) to authorise the directors of the Company 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.	25,937,609	25,935,609 (99.99%)	2,000 (0.01%)
4.	(i) To confirm and approve the declaration and payment of the Epic Wealth Special Dividend (being a special dividend of HK4.256 cents per share of the Company) in cash to shareholders of the Company and on the terms and subject to the conditions as described in the Circular; and (ii) to authorise the directors of the Company 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.	25,937,609	25,935,609 (99.99%)	2,000 (0.01%)

Notes:

- (a) The Directors, namely Ms. Judy Chan, Dr. Cheung Chai Hong, Mr. Ho Kent Ching-tak, Mr. Lim Leung Yau Edwin and Mr. Alec Peter Tracy attended the EGM in person or by electronic means. Mr. Chow Christer Ho and Mr. James Douglas Richard Field were unable to attend the EGM due to their other business commitments.
- (b) 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 EGM.

- (c) As at the date of the EGM, the total number of issued Shares was 800,600,000 Shares and the holders of which were entitled to attend and vote at the EGM. The Company did not hold any treasury share or repurchased share pending cancellation as of the date of the EGM.
- (d) As disclosed in the Circular, pursuant to the GEM Listing Rules, Macmillan Equity, which is wholly-owned by Ms. Chan and directly holds 411,350,000 Shares, representing approximately 51.38% of the issued share capital of the Company as at the date of the EGM, was required to abstain from voting at the EGM on the Ordinary Resolutions numbered 1 to 4.

Palgrave Enterprises, which is wholly-owned by Ms. Wong, is interested in 173,180,000 Shares (representing approximately 21.63% of the issued share capital of the Company as at the date of the EGM); and Ms. Wong is interested in 4,950,000 Shares (representing approximately 0.62% of the issued share capital of the Company). As Ms. Wong is the mother of Ms. Chan, and that the Epic Wealth Special Dividend and the Pacific Surplus Special Dividend that Palgrave Enterprises and Ms. Wong are entitled to will be off-set against the Epic Wealth Consideration and Pacific Surplus Consideration under the Epic Wealth Agreements and Pacific Surplus Agreements, respectively, both Palgrave Enterprises and Ms. Wong have abstained from voting at the EGM on the Ordinary Resolutions numbered 1 to 4. Therefore, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Ordinary Resolutions numbered 1 to 4 was 211,120,000 Shares.

Save as disclosed above, to the best knowledge of the Directors, no Shareholders would be required to abstain from voting on the relevant Ordinary Resolutions in relation to the transactions contemplated under (i) the Pacific Surplus Agreements; (ii) the Epic Wealth Agreements; (iii) the declaration and payment of the Pacific Surplus Special Dividend; and (iv) the declaration and payment of the Epic Wealth Special Dividend. Save as disclosed above, to the best knowledge of the Directors, no Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Ordinary Resolutions at the EGM.

- (e) As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions numbered 1 to 4, the Ordinary Resolutions were duly passed at the EGM.

Completion of each of the Pacific Surplus Disposal and the Epic Wealth Disposal is subject to the satisfaction of the conditions precedent under the Pacific Surplus Agreements and the Epic Wealth Agreements, respectively. Therefore, the Pacific Surplus Disposal and the Epic Wealth Disposal may or may not proceed.

As each of the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend will be subject to the requisite conditions including the Pacific Surplus Completion and the Epic Wealth Completion, respectively, have taken place, the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend may or may not be declared and paid. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 19 February 2025

As at the date of this announcement, the Board comprises Ms. Judy Chan as the executive Director; Mr. Chow Christer Ho, Dr. Cheung Chai Hong and Mr. James Douglas Richard Field as the non-executive Directors; and Mr. Ho Kent Ching-tak, Mr. Lim Leung Yau Edwin and Mr. Alec Peter Tracy as the 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 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 announcement will also be published on the Company’s website at www.gracewine.com.hk.