



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

Procedures for Shareholders to propose a person for election as a Director

1. The procedures for the shareholders of Grace Wine Holdings Limited (怡園酒業控股有限公司)(the “**Company**”) (the “**Shareholders**”) to propose a person for election as a director of the Company (“**Director**”) are generally governed by the provisions of the Company's Memorandum and Articles of Association and applicable laws, rules and regulations, which prevail what is stated in these procedures in case of inconsistencies.
2. After the despatch of the notice convening a general meeting (whether it is an annual general meeting (“**AGM**”) or an extraordinary general meeting (“**EGM**”)), if a Shareholder, who is entitled to attend and vote at the relevant general meeting, wishes to nominate a person (not being the nominating Shareholder) to stand for election as a Director, he or she should give to the secretary of the Company notice in writing of the intention to propose a person for election as a Director and notice in writing by that person of his or her willingness to be so elected, no earlier than the day after the dispatch of the notice of the relevant general meeting and no later than 7 days prior to the date appointed for the relevant general meeting.
3. In order to ensure the Shareholders have sufficient time to receive and consider the information of the nominated Director(s), in accordance with Rule 17.46(2) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the Company must despatch a supplemental circular or announcement containing information of the nominated Director(s) not less than ten (10) business days before the date of the relevant general meeting, or else the relevant general meeting will be adjourned. The nominating Shareholder(s) should pay attention to the relevant time constraints.
4. Aside from the above procedure, an EGM shall also be convened to consider a proposal for a nominated person to be elected as a Director on the written requisition of any two or more Shareholders deposited at the principal place of business of the Company in Hong Kong (if the Company ceases to have such a principal office, at the registered office of the Company), provided that such nominating Shareholders hold as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.
5. The written requisition or notice given by the nominating Shareholder(s) pursuant to paragraph 2 or paragraph 4 above (as the case may be) must:
 - (a) be signed by the nominating Shareholder(s);

- (b) specify the full name and address, as they appear in the Company's share register, of the nominating Shareholder(s), and the name and principal business address of any other beneficial Shareholder(s) known by the nominating Shareholder(s) to be supporting such nominated Director(s);
 - (c) specify the class and number of shares which are beneficially owned by the nominated Shareholder(s) on the date of such written requisition and the class and number of shares which are beneficially owned by any other beneficial Shareholder(s) known by the nominating Shareholder(s) to be supporting such nominated Director(s) on the date of such written requisition; and
 - (d) be accompanied by written notice signed by the person to be proposed of his willingness to be elected.
6. In order to enable the Shareholders to make an informed decision on the proposed election of Directors, the written requisition or notice under paragraph 2 or paragraph 4 above (as the case may be) shall be accompanied by the following biographical information of the nominated Director:
- (a) the full name and age;
 - (b) positions held by the nominated Director with the Company and other members of the Group (if any);
 - (c) previous experience of the nominated Director including: (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) other major appointments and professional qualifications;
 - (d) current employment and such other information (which may include business experience and academic qualifications) of which the Shareholders should be aware, pertaining to the ability or integrity of the nominated Director;
 - (e) length or proposed length of service with the Company (if any);
 - (f) relationships with any Directors or senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company, or an appropriate negative statement;
 - (g) interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), or an appropriate negative statement;
 - (h) if applicable, the amount of Director's emoluments and the basis of determining the Director's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the nominated Director has or does not have a service contract with any member of the Group) and how much of these emoluments are covered by a service contract;
 - (i) contact details; and
 - (j) all information as required under Rule 17.50(2)(h) to (w) of the GEM Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements.

Hong Kong, 26 June 2018

(If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.)