

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

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)**

**PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND  
THE ADOPTION OF THE AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Grace Wine Holdings Limited (the “**Company**”), pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to the proposed amendments to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposed to make certain amendments to the Existing Memorandum and Articles of Association (the “**Proposed Amendments**”), for the purpose of, *inter alia*, (i) bringing the Existing Memorandum and Articles of Association in line with the latest regulatory requirements, including the relevant requirements of the GEM Listing Rules in relation to the implementation of the treasury share regime and the further expansion of the paperless listing regime; (ii) preparing for the uncertificated securities market regime; and (iii) making certain other housekeeping changes to enable the Company to conduct general meetings (including holding hybrid/virtual general meetings) and handle other corporate affairs more efficiently. For the purposes of the Proposed Amendments, the Board proposes to adopt the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the “**New Memorandum and Articles of Association**”). The Board is of the view that the Proposed Amendments are in the interests of the Company and its shareholders (the “**Shareholder(s)**”) as a whole.

The Proposed Amendments and the adoption of the New Memorandum and Articles of Association are subject to the consideration and approval by the Shareholders by way of a special resolution at the forthcoming annual general meeting to be convened by the Company (the “**AGM**”).

A circular containing, among other things, particulars relating to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board  
**Grace Wine Holdings Limited**  
**Liu Yunqiang**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 20 March 2026

*As at the date of this announcement, the Board comprises Mr. Liu Yunqiang, Ms. Judy Chan, Ms. Xiong Xia and Mr. Zhao Mingjun as the executive Directors, Dr. Cheung Chai Hong and Mr. Zhao Guodong as the non-executive Directors, and Mr. Leung Ming Shu, Dr. Wang Renrong and Dr. Xu Yan 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](http://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](http://www.gracewine.com.hk).*