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)

Proxy Form for use at the Extraordinary General Meeting to be held on 19 February 2025

*IMPORTANT: This proxy form shall be read together with the Notice of Extraordinary General Meeting and the circular of the Company dated 24 January 2025 (the "**Circular**").* Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

I/We *(Note 1)* ____________________

of ____________________

being the registered holder(s) of ____________________ share(s) *(Note 2)* of HK$0.001 each in the share capital of **Grace Wine Holdings Limited** (the "**Company**") HEREBY APPOINT THE CHAIRPERSON/CHAIRMAN OF THE MEETING or *(Note 3)* ____________________

of ____________________

as my/our proxy to attend the extraordinary general meeting of the Company (the "**Meeting**") (and at any adjournment thereof) to 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. and to vote for me/us and in my/our name(s) as indicated below *(Note 4)*.

	ORDINARY RESOLUTIONS	For *(Note 4)*	Against *(Note 4)*
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.		
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.		
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.		
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.		

Dated the ____________ day of ____________ 2025 Shareholder's Signature *(Note 5)*: ____________________

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK$0.001 each of the Company ("**Shares**") registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the Shares of the Company registered in your name(s).
3. If any proxy other than the Chairperson/Chairman is preferred, strike out "THE CHAIRPERSON/CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or 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 for holding the Meeting or any adjournment thereof.
8. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting should you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

(i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("**PDPO**").

(ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.

(iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.

(iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Data Privacy Officer of Tricor Investor Services Limited.