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)

Revised Proxy Form for use at the Annual General Meeting to be held on 5 June 2026

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 annual general meeting of the Company (the "**Meeting**") (and at any adjournment thereof) to be held at 23/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 5 June 2026 at 10:00 a.m. and to vote for me/us and in my/our name(s) as indicated below *(Note 4)*.

	ORDINARY RESOLUTIONS *(Note 6)*	**For** *(Note 4)*	**Against** *(Note 4)*
1.	To receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2025 and the report of the directors and the independent auditor's report.		
2.	(a) (i) To re-elect Mr. LIU Yunqiang as an executive director of the Company (the "**Director**").		
	(ii) To re-elect Mr. ZHAO Mingjun as an executive Director.		
	(iii) To re-elect Ms. XIONG Xia as an executive Director.		
	(iv) To re-elect Ms. Judy CHAN as an executive Director.		
	(v) To re-elect Mr. ZHAO Guodong as a non-executive Director.		
	(vi) To re-elect Mr. LEUNG Ming Shu as an independent non-executive Director.		
	(vii) To re-elect Dr. WANG Renrong as an independent non-executive Director.		
	(viii) To re-elect Dr. XU Yan as an independent non-executive Director.		
	(b) To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.		
3.	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.		
4.	To grant a general mandate to the Directors to allot and issue new ordinary shares of the Company (Ordinary Resolution No. 4 of the notice of the Meeting).		
5.	To grant a general mandate to the Directors to repurchase ordinary shares of the Company (Ordinary Resolution No. 5 of the notice of the Meeting).		
6.	To extend the general mandate granted to the Directors to issue new ordinary shares of the Company (Ordinary Resolution No. 6 of the notice of the Meeting).		
	SPECIAL RESOLUTION	**For** *(Note 4)*	**Against** *(Note 4)*
7.	To approve the Proposed M&A Amendments and to adopt the New Articles of Association of the Company.		

Dated the _____ day of _____ 2026 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, this revised proxy form ("**Revised 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 THE REVISED 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. The Revised 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. The description of the ordinary resolutions is by way of summary only. The full text appears in the notice of the Meeting dated 17 April 2026 and the supplemental notice of the Meeting dated 18 May 2026.

7. 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.

8. To be valid, the Revised 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 (the "**Closing Time**").

9. 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.

10. If you have not lodged the form of proxy sent together with the circular of the Company dated 17 April 2026 (the "**Original Proxy Form**") with the branch share registrar and transfer office of the Company, you are requested to lodged the Revised Proxy Form if you wish to appoint proxy(ies) to attend and vote at the Meeting on your behalf. In this case, the Original Proxy Form should not be lodged with the branch share registrar and transfer office of the Company.

11. If you have already lodged the Original Proxy Form with the branch share registrar and transfer office of the Company, please take note of the following:

    (i) if no Revised Proxy Form is lodged with the Company's branch share registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by you. The proxy so appointed by you under the Original Proxy Form will be entitled vote at his/her discretion or abstain on any resolution properly put to the Meeting other than those referred to in the notice of the Meeting dated 17 April 2026, as supplemented by the supplemental notice of the Meeting dated 18 May 2026, and the Original Proxy Form, as revised by the Revised Proxy Form;

    (ii) if the Revised Proxy Form is lodged with the branch registrar and transfer office of the Company before the Closing Time, the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by you and will revoke and supersede the Original Proxy Form previously lodged by you; or

    (iii) if the Revised Proxy Form is lodged with the Company's branch registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the Original Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy appointed under the Original Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, you are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If you wish to vote at the Meeting, you will have to attend in person and vote at the Meeting yourself(ves).

12. Completion and deposit of the Original Proxy Form and/or Revised 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.