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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)

WRITTEN RESOLUTIONS OF THE BOARD

Reference is made to the announcement of Grace Wine Holdings Limited (the “**Company**”) dated 5 December 2024 (the “**Announcement**”) which includes, among others, (i) the Pacific Surplus Disposal and the proposed declaration, distribution and payment of the Pacific Surplus Special Dividend; and (ii) the Epic Wealth Disposal and the proposed declaration, distribution and payment of the Epic Wealth Special Dividend. Unless otherwise defined, all capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board announces that written resolutions of the Board will be circulated to the Board on Friday, 27 December 2024 to consider and approve, among others, the recommendation of the declaration, distribution and payment of the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend to the Shareholders whose names appear on the register of members of the Company on the relevant record date, provided the relevant conditions are satisfied.

The Company will make further announcement(s) to set out details of the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend, if approved by the Board.

As each of the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend will be subject to the requisite conditions including (i) the Pacific Surplus Completion and the Epic Wealth Completion, respectively, having taken place; and (ii) the approval of the Shareholders at the EGM, the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend may or may not be declared, distributed and paid even if the resolutions are passed by the Board. Shareholders and potential investors of the Company should therefore 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, 13 December 2024

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.