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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 5 JUNE 2024 AND
APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND
MEMBER OF THE REMUNERATION COMMITTEE**

References are made to (i) the notice (the “**Notice**”) and (ii) the circular (the “**Circular**”) of the annual general meeting (the “**AGM**”) of Grace Wine Holdings Limited (the “**Company**”) both dated 2 May 2024. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

I. POLL RESULTS OF THE AGM

The Board is pleased to announce that all proposed resolutions (the “**Resolutions**”) as set out in the Notice were duly approved by the Shareholders by way of poll at the AGM held on 5 June 2024. The Directors, namely Ms. Judy Chan, Mr. Chow Christer Ho and Mr. Alec Peter Tracy attended the AGM in person or by telephone means. Dr. Cheung Chai Hong, Mr. Ho Kent Ching-tak and Mr. Lim Leung Yau Edwin were unable to attend the AGM due to their other business commitments.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed by the Company as the scrutineer for the vote-taking at the AGM.

The poll results in respect of each of the Resolutions are as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2023 and the report of the directors and the independent auditor's report.	584,531,800 (100%)	0 (0%)
2.	(a) (i) To re-elect Ms. Judy Chan as an executive Director.	584,531,800 (100%)	0 (0%)
	(ii) To re-elect Mr. Chow Christer Ho as a non-executive Director.	584,531,800 (100%)	0 (0%)
	(iii) To appoint Mr. James Douglas Richard Field as a non-executive Director.	584,531,800 (100%)	0 (0%)
	(b) To authorise the Board to fix the remuneration of the Directors.	584,531,800 (100%)	0 (0%)
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.	584,531,800 (100%)	0 (0%)
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).	584,531,800 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase ordinary shares of the Company (Ordinary Resolution No. 5 of the Notice).	584,531,800 (100%)	0 (0%)
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).	584,531,800 (100%)	0 (0%)

Note: The full text of each of the Resolutions was set out in the Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions nos. 1–6, these Resolutions were duly passed as Ordinary Resolutions of the Company at the AGM.

As at the date of the AGM, the total number of issued Shares was 800,600,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all Resolutions at the AGM. No Shareholders were required under the GEM

Listing Rules to abstain from voting on any of the Resolutions at the AGM and no Shareholders were entitled to attend and abstain from voting in favour of the Resolutions at the AGM pursuant to Rule 17.47A of the GEM Listing Rules. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

II. APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND MEMBER OF THE REMUNERATION COMMITTEE

The Board is pleased to announce that Mr. James Douglas Richard Field (“**Mr. Field**”) was appointed as the non-executive Director and a member of the Remuneration Committee with effect from the conclusion of the AGM. The biographical detail of Mr. Field is set out in the Circular. As at the date of this announcement, there is no change in such information. The Company has entered into a letter of appointment with Mr. Field for a term of three years commencing from the date of the AGM. Pursuant to the letter of appointment, he is entitled to a director’s fee of HK\$100,000 per annum which is reviewed by the Remuneration Committee and determined by the Board with reference to market rates, his performance, qualifications and experience. The Board would like to extend a warm welcome to Mr. Field in joining the Board.

By order of the Board
Grace Wine Holdings Limited
Judy Chan
Chairlady, Chief Executive Officer and Executive Director

Hong Kong, 5 June 2024

As at the date of this announcement and immediately after the conclusion of the AGM, the Board comprises Ms. Judy Chan as executive Director, Mr. Chow Christer Ho, Dr. Cheung Chai Hong and Mr. James Douglas Richard Field as non-executive Directors, and Mr. Ho Kent Ching-tak, Mr. Lim Leung Yau Edwin and Mr. Alec Peter Tracy as 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 on the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.gracewine.com.hk.