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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)**

## **PROPOSED DECLARATION OF THE PACIFIC SURPLUS SPECIAL DIVIDEND AND THE EPIC WEALTH SPECIAL DIVIDEND**

Reference is made to the announcements of Grace Wine Holdings Limited (the “**Company**”) dated 5 December 2024 and 13 December 2024 (the “**Announcements**”) which include, 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 Announcements.

### **PROPOSED DECLARATION OF THE PACIFIC SURPLUS SPECIAL DIVIDEND AND THE EPIC WEALTH SPECIAL DIVIDEND**

The Board is pleased to announce that on 27 December 2024 it has approved the declaration of the Pacific Surplus Special Dividend (being HK7.802 cents per Share) and the Epic Wealth Special Dividend (being HK4.256 cents per Share), the distribution and payment of which shall be subject to the following requisite conditions:

- (a) for the Pacific Surplus Special Dividend, the passing of resolution by the Independent Shareholders at the EGM approving the Pacific Surplus Agreement and the transactions contemplated thereunder (including the Pacific Surplus Disposal) and the declaration and payment of the Pacific Surplus Special Dividend, and the Pacific Surplus Completion having taken place;
- (b) for the Epic Wealth Special Dividend, the passing of resolution by the Independent Shareholders at the EGM approving the Epic Wealth Agreement and the transactions contemplated thereunder (including the Epic Wealth Disposal) and the declaration and payment of the Epic Wealth Special Dividend, and the Epic Wealth Completion having taken place;

- (c) as payment of the Pacific Surplus Consideration will be net of the Pacific Surplus Special Dividend and the Epic Wealth Consideration will be net of the Epic Wealth Special Dividend that Macmillan Equity, Palgrave Enterprises Limited and Ms. Wong Shu Ying will be entitled to and receive, the Directors being satisfied as at the Pacific Surplus Completion and/or the Epic Wealth Completion, respectively, that there are no reasonable grounds for believing that the Company is, or would after the date on which the Pacific Surplus Special Dividend and/or the Epic Wealth Special Dividend is paid be, unable to pay its liabilities as they become due, or the realisable value of the Company's assets would thereby be less than its liabilities; and
- (d) the Company having complied with all requirements under the laws of the Cayman Islands, the articles and association of the Company, and the GEM Listing Rules regarding the proposed payment of Special Dividends.

The conditions above cannot be waived. If the conditions are not satisfied, the Pacific Surplus Special Dividend and/or the Epic Wealth Special Dividend will not be distributed and paid.

## **GENERAL**

Further details about the resolutions for the proposed declaration, distribution and payment of the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend to be considered by the Shareholders at the EGM as well as the record date, the book closure period for the Shares for payment of the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend will be announced separately by the Company.

**As each of the Pacific Surplus Special Dividend and the Epic Wealth Special Dividend will be subject to 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 have been 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, 27 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.*

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