**Please use this form if you want the Public Offer Shares to be issued in your name**
**如　閣下欲以本身名義登記將獲發行的公開發售股份，請使用本表格**

**Staple your payment here**
**請將股款緊釘在此**

This Application Form uses the same terms as defined in the prospectus of Grace Wine Holdings Limited (the "**Company**") dated 12 June 2018 (the "**Prospectus**"). 本申請表格使用怡園酒業控股有限公司(「**本公司**」)於二零一八年六月十二日刊發的招股章程(「**招股章程**」)所界定的相同詞語。

Neither this Application Form nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy any Public Offer Shares in any jurisdiction other than Hong Kong. The Public Offer Shares may not be offered or sold in the United States without registration or an exemption from registration under the U.S. Securities Act. 本申請表格及招股章程概不構成在香港以外任何司法權區要約出售或游説要約購買任何公開發售股份。若無根據美國證券法登記或豁免登記，公開發售股份不得在美國提呈發售或出售。

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. 任何根據當地法例不得發送、派發或複製本申請表格及招股章程的司法權區內概不得發送或派發或複製(不論方式，也不論全部或部分)本申請表格及招股章程。

Copies of the Prospectus, all related Application Forms and the other documents specified in the "Documents Delivered to the Registrar of Companies and Available for Inspection" section in Appendix VI to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), Hong Kong Securities Clearing Company Limited ("**HKSCC**"), the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Registrar of Companies in Hong Kong take no responsibility for the contents of these documents. 招股章程、所有相關申請表格及招股章程附錄六「送呈公司註冊處處長及備查文件」一節所述其他文件的副本已根據香港法例第32章《公司(清盤及雜項條文)條例》第342C條的規定送呈香港公司註冊處處長登記。香港交易及結算所有限公司、香港聯合交易所有限公司(「**聯交所**」)、香港中央結算有限公司(「**香港結算**」)、香港證券及期貨事務監察委員會(「**證監會**」)及香港公司註冊處處長對此等文件的內容概不負責。

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)*
*(於開曼群島註冊成立的有限公司)*

| | | |
|---|---|---|
| **Stock code** | : | **8146** |
| **股份代號** | : | **8146** |
| **Maximum offer price** | : | **HK$0.40 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)** |
| **最高發售價** | : | **每股發售股份0.40港元，另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費(須於申請時以港元繳足，多繳款項將根據最終定價予以退還)** |

**You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures. 招股章程載有其他關於申請手續的資料，本申請表格應與招股章程一併閱讀。**

**Application Form 申請表格**

**To:** Grace Wine Holdings Limited
Southwest Securities (HK) Capital Limited
The Joint Bookrunners
The Joint Lead Managers
The Public Offer Underwriters

**致：** 怡園酒業控股有限公司
西證(香港)融資有限公司
聯席賬簿管理人
聯席牽頭經辦人
公開發售包銷商

**Applicants' declaration**

**I/We agree to the terms and conditions and application procedures in this Application Form and the Prospectus. Please refer to the paragraph "C. Effect of completing and submitting this Application Form" under the conditions of your application of this Application Form.**

**申請人聲明**

**本人／吾等同意本申請表格及招股章程的條款及條件以及申請手續。請參閱本申請表格申請條件「丙、填交本申請表格的效用」一段。**

**Warning: Only one application may be made for the benefit of any person. Please refer to the last four bullets of the paragraph "C. Effect of completing and submitting this Application Form" under the conditions of your application of this Application Form.**

**警告：任何人士只限作出一次為其利益而進行的認購申請。請參閱本申請表格申請條件「丙、填交本申請表格的效用」一段最後四點。**

**Please use this form if you want the Public Offer Shares to be issued in your name**
**如　閣下欲以本身名義登記將獲發行的公開發售股份，請使用本表格**

**Signed by (all) applicant(s) (all joint applicants must sign):**
**由(所有)申請人簽署(所有聯名申請人必須簽署)：**

......................................................................

**Date: 日期：** ................/................/................
**D日　M月　Y年**

| For Broker use 此欄供經紀填寫 | Lodged by 遞交申請的經紀 |
|---|---|
| Broker No. 經紀號碼 | Broker's Chop 經紀印章 |
| | |

Cheque/banker's cashier order number 支票╱銀行本票號碼

Name of bank on which cheque/banker's cashier order is drawn (see "How to make your application" section below) 兌現支票╱銀行本票的銀行名稱（見下文「申請手續」一節）

Number of Public Offer Shares applied for (not more than 20,000,000 Shares) 申請公開發售股份數目(不超過20,000,000股)

Total amount 總額

HK$　港元

Name in English (In BLOCK letters) 英文姓名╱名稱(正楷)

| Family name or company name 姓氏或公司名稱 | Forename(s) 名字 |
|---|---|
| | |

Name in Chinese 中文姓名╱名稱

| Family name or company name 姓氏或公司名稱 | Forename(s) 名字 |
|---|---|
| | |

Occupation in English 職業(以英文填寫)

Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No.* (Please delete as appropriate) 香港身份證號碼╱護照號碼╱香港商業登記號碼*(請刪除不適用者)

Names of all other joint applicants in English (if any)
所有其他聯名申請人的英文姓名╱名稱(如有)

1)
2)
3)

Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No. of all other joint applicants* (Please delete as appropriate) 所有其他聯名申請人的香港身份證號碼╱護照號碼╱香港商業登記號碼*(請刪除不適用者)

1)
2)
3)

Hong Kong address in English and telephone no. (joint applicants should give the address and the telephone number of first-named applicant only, in BLOCK letters) 香港地址(以英文正楷填寫)及電話號碼(聯名申請人只須填寫排名首位申請人的地址及電話號碼)

**Telephone No. 電話號碼**

For Nominees: You will be treated as applying for your own benefit if you do not complete this section. Please provide an account number or identification code for each (joint) beneficial owner. 由代名人遞交：　閣下若不填寫本節，是項認購申請將視作為　閣下本身利益提出。請填寫每名(聯名)實益擁有人的賬戶號碼或識別編碼。

ADDRESS LABEL **地址標貼** (Your **name(s)** and **address** in Hong Kong in BLOCK letters 請用**正楷填寫姓名╱名稱及香港地址**)

For internal use
此欄供內部使用

* (1) An individual must provide his Hong Kong Identity Card number or, if he does not hold a Hong Kong Identity Card, his passport number. A body corporate must provide its Hong Kong Business Registration number. Each joint applicant must provide its or his relevant number. The Hong Kong Identity Card number(s)/passport number(s)/Hong Kong Business Registration number(s) will be transferred to a third party for checking the Application Form's validity.
個人須填寫其香港身份證號碼或(如非香港身份證持有人)護照號碼。法人團體須填寫其香港商業登記號碼。每名聯名申請人均須提供其相關號碼。該等香港身份證號碼／護照號碼／香港商業登記號碼將轉交第三方以核實申請表格的有效性。

(2) Part of the Hong Kong Identity Card number/passport number of you or, for joint applicants, the first-named applicant may be printed on your refund cheque (if any). Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque.
退款支票(如有)上或會印有　閣下或(如屬聯名申請人)排名首位申請人的香港身份證號碼／護照號碼的一部分。銀行兑現退款支票前或會要求查證　閣下的香港身份證號碼／護照號碼。

(3) If an application is made by an unlisted company and:
- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being made for your benefit.
倘若申請人是一家非上市公司，而：
- 該公司主要從事證券買賣業務；及
- 閣下對該公司可行使法定控制權，

是項申請將視作為　閣下的利益提出。

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**Please use this form if you want the Public Offer Shares to be issued in your name**

## How to make your application

1. Use the table below to calculate how much you must pay. Your application must be for a minimum of 10,000 Public Offer Shares and in one of the numbers set out in the table, or your application will be rejected.

**NUMBER OF PUBLIC OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS**

| No. of Public Offer Shares applied for | Amount payable on application HK$ | No. of Public Offer Shares applied for | Amount payable on application HK$ | No. of Public Offer Shares applied for | Amount payable on application HK$ |
|---|---|---|---|---|---|
| 10,000 | 4,040.31 | 300,000 | 121,209.24 | 3,000,000 | 1,212,092.40 |
| 20,000 | 8,080.62 | 350,000 | 141,410.78 | 3,500,000 | 1,414,107.80 |
| 30,000 | 12,120.92 | 400,000 | 161,612.32 | 4,000,000 | 1,616,123.20 |
| 40,000 | 16,161.23 | 450,000 | 181,813.86 | 4,500,000 | 1,818,138.60 |
| 50,000 | 20,201.54 | 500,000 | 202,015.40 | 5,000,000 | 2,020,154.00 |
| 60,000 | 24,241.85 | 600,000 | 242,418.48 | 6,000,000 | 2,424,184.80 |
| 70,000 | 28,282.16 | 700,000 | 282,821.56 | 7,000,000 | 2,828,215.60 |
| 80,000 | 32,322.46 | 800,000 | 323,224.64 | 8,000,000 | 3,232,246.40 |
| 90,000 | 36,362.77 | 900,000 | 363,627.72 | 9,000,000 | 3,636,277.20 |
| 100,000 | 40,403.08 | 1,000,000 | 404,030.80 | 10,000,000 | 4,040,308.00 |
| 150,000 | 60,604.62 | 1,500,000 | 606,046.20 | 15,000,000 | 6,060,462.00 |
| 200,000 | 80,806.16 | 2,000,000 | 808,061.60 | 20,000,000* | 8,080,616.00 |
| 250,000 | 101,007.70 | 2,500,000 | 1,010,077.00 | | |

* Maximum number of Public Offer Shares that you may apply for.

2. Complete the form in English (in BLOCK letters) and sign it. Only written signatures will be accepted (and not by way of personal chop).

3. Staple your cheque or banker's cashier order to the form. Each application for the Public Offer Shares must be accompanied by either one separate cheque or one separate banker's cashier order. Your application will be rejected if your cheque or banker's cashier order does not meet all the following requirements:

| **The cheque must:** | **Banker's cashier order must:** |
|---|---|
| • be in Hong Kong dollars;<br>• not be post-dated;<br>• be made payable to "**Horsford Nominees Limited – Grace Wine Public Offer**";<br>• be crossed "Account Payee Only"; | |
| • be drawn on your Hong Kong dollar bank account in Hong Kong; and<br>• show your account name, which must either be pre-printed on the cheque, or be endorsed on the back by a person authorised by the bank. This account name must correspond with your name. If it is a joint application, the account name must be the same as the first-named applicant's name. | • be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker's cashier order must correspond with your name. If it is a joint application, the name on the back of the banker's cashier order must be the same as the first-named applicant's name. |

4. Tear off the Application Form, fold it once and lodge your completed Application Form (with cheque or banker's cashier order attached) to one of the collection boxes at any of the following branches of:

**Standard Chartered Bank (Hong Kong) Limited**

| District | Branch | Address |
|---|---|---|
| **Hong Kong Island** | Central Branch | G/F, 1/F, 2/F and 27/F, Two Chinachem Central, 26 Des Voeux Road Central, Hong Kong |
| | Hennessy Road Branch | 399 Hennessy Road, Wanchai, Hong Kong |
| | North Point Centre Branch | Shop G, G/F, North Point Centre, 284 King's Road, North Point, Hong Kong |
| **New Territories** | Metroplaza Branch | Shop 473B, Level 4, Metroplaza, 223 Hing Fong Road, Kwai Chung, Hong Kong |
| | Shatin Plaza Branch | Shop No. 8, Shatin Plaza, 21-27 Shatin Centre Street, Shatin, Hong Kong |

5. Your Application Form can be lodged at these times:

**Tuesday, 12 June 2018 – 9:00 a.m. – 5:00 p.m.**
**Wednesday, 13 June 2018 – 9:00 a.m. – 5:00 p.m.**
**Thursday, 14 June 2018 – 9:00 a.m. – 5:00 p.m.**
**Friday, 15 June 2018 – 9:00 a.m. – 12:00 noon**

6. The latest time for lodging your application is 12:00 noon on Friday, 15 June 2018. The application lists will be open between 11:45 a.m. and 12:00 noon on that day, subject only to the weather conditions, as described in "10. Effect of bad weather on the opening of the application lists" in the "How to Apply for Public Offer Shares" section of the Prospectus.

## 申請手續

1. 使用下表計算　閣下應付的款項。　閣下申請認購的股數須至少為10,000股公開發售股份，並為下表所列的其中一個數目，否則恕不受理。

**可供申請認購的公開發售股份數目及應繳款項**

| 申請認購的公開發售股份數目 | 申請時應繳款項港元 | 申請認購的公開發售股份數目 | 申請時應繳款項港元 | 申請認購的公開發售股份數目 | 申請時應繳款項港元 |
|---:|---:|---:|---:|---:|---:|
| 10,000 | 4,040.31 | 300,000 | 121,209.24 | 3,000,000 | 1,212,092.40 |
| 20,000 | 8,080.62 | 350,000 | 141,410.78 | 3,500,000 | 1,414,107.80 |
| 30,000 | 12,120.92 | 400,000 | 161,612.32 | 4,000,000 | 1,616,123.20 |
| 40,000 | 16,161.23 | 450,000 | 181,813.86 | 4,500,000 | 1,818,138.60 |
| 50,000 | 20,201.54 | 500,000 | 202,015.40 | 5,000,000 | 2,020,154.00 |
| 60,000 | 24,241.85 | 600,000 | 242,418.48 | 6,000,000 | 2,424,184.80 |
| 70,000 | 28,282.16 | 700,000 | 282,821.56 | 7,000,000 | 2,828,215.60 |
| 80,000 | 32,322.46 | 800,000 | 323,224.64 | 8,000,000 | 3,232,246.40 |
| 90,000 | 36,362.77 | 900,000 | 363,627.72 | 9,000,000 | 3,636,277.20 |
| 100,000 | 40,403.08 | 1,000,000 | 404,030.80 | 10,000,000 | 4,040,308.00 |
| 150,000 | 60,604.62 | 1,500,000 | 606,046.20 | 15,000,000 | 6,060,462.00 |
| 200,000 | 80,806.16 | 2,000,000 | 808,061.60 | 20,000,000* | 8,080,616.00 |
| 250,000 | 101,007.70 | 2,500,000 | 1,010,077.00 | | |

*　閣下可申請認購的公開發售股份最高數目。

2. 以英文**正楷**填妥及簽署申請表格。只接納親筆簽名（不得以個人印鑑代替）。

3. 閣下須將支票或銀行本票釘於表格上。每份公開發售股份申請須附一張獨立開出支票或一張獨立開出銀行本票。支票或銀行本票必須符合以下所有規定，否則有關申請不獲接納：

<table>
<tr><th>支票必須：</th><th>銀行本票必須：</th></tr>
<tr><td colspan="2">• 以港元開出；<br>• 不得為期票；<br>• 註明抬頭人為「浩豐代理人有限公司－怡園酒業公開發售」；<br>• 劃線註明「只准入抬頭人賬戶」；</td></tr>
<tr><td>• 從　閣下在香港的港元銀行賬戶中開出；及<br>• 顯示　閣下的賬戶名稱，而該賬戶名稱必須已預印在支票上，或由有關銀行授權的人士在支票背書。此賬戶名稱必須與　閣下姓名／名稱相同。如屬聯名申請，賬戶名稱必須與排名首位申請人的姓名／名稱相同。</td><td>• 由香港持牌銀行開出，並由有關銀行授權的人士在銀行本票背面簽署核證　閣下姓名／名稱。銀行本票所示姓名／名稱須與　閣下姓名／名稱相同。如屬聯名申請，銀行本票背面所示姓名／名稱必須與排名首位申請人的姓名／名稱相同。</td></tr>
</table>

4. 請撕下申請表格，對摺一次，然後將填妥的申請表格(連同隨附的支票或銀行本票)投入下列任何一家分行特設的收集箱：

**渣打銀行(香港)有限公司**

| 地區 | 分行 | 地址 |
|---|---|---|
| 港島區 | 中環分行 | 香港德輔道中26號華懋中心II期地下、一樓、二樓及二十七樓 |
| | 軒尼詩道分行 | 香港灣仔軒尼詩道399號 |
| | 北角中心分行 | 香港北角英皇道284號北角中心地下G舖 |
| 新界區 | 新都會廣場分行 | 香港葵涌興芳路223號新都會廣場4樓437B號舖 |
| | 沙田廣場分行 | 香港沙田沙田正街21-27號沙田廣場8號舖 |

5. 閣下可於下列時間遞交申請表格：

**二零一八年六月十二日(星期二) － 上午九時正至下午五時正**
**二零一八年六月十三日(星期三) － 上午九時正至下午五時正**
**二零一八年六月十四日(星期四) － 上午九時正至下午五時正**
**二零一八年六月十五日(星期五) － 上午九時正至中午十二時正**

6. 截止遞交申請的時間為二零一八年六月十五日(星期五)中午十二時正。本公司將於當日上午十一時四十五分至中午十二時正期間登記申請，唯一會影響此時間的變化因素為天氣情況(詳見招股章程「如何申請公開發售股份」一節「10.惡劣天氣對開始辦理申請登記的影響」)。

**Please use this form if you want the Public Offer Shares to be issued in your name**

# Grace Wine Holdings Limited
# 怡園酒業控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

## PUBLIC OFFER



### Conditions of your application

**A. Who can apply**

1. You and any person(s) for whose benefit you are applying must be 18 years of age or older and must have a Hong Kong address.
2. If you are a firm, the application must be in the individual members' names.
3. The number of joint applicants may not exceed 4.
4. If you are a body corporate, the application must be signed by a duly authorised officer, who must state his representative capacity, and stamped with your corporation's chop.
5. You must be outside the United States, not be a United States Person (as defined in Regulation S under the U.S. Securities Act) and not be a legal or natural person of the PRC.
6. Unless permitted by the GEM Listing Rules, you cannot apply for any Public Offer Shares if you are:
   - an existing beneficial owner of shares in the Company and/or any of its subsidiaries;
   - a Director or chief executive officer of the Company and/or any of its subsidiaries;
   - an associate (as defined on the GEM Listing Rules) of any of the above;
   - a connected person (as defined in the GEM Listing Rules) of the Company or will become a connected person of the Company immediately upon completion of the Share Offer; or
   - have been allocated or have applied for or indicated an interest in any Offer Shares under the Placing or otherwise participate in the Placing.

**B. If you are a nominee**

You, as a nominee, may make more than one application for the Public Offer Shares by: (i) giving **electronic application instructions** to HKSCC via Central Clearing and Settlement System ("**CCASS**") (if you are a CCASS Participant); or (ii) using a **WHITE** or **YELLOW** Application Form, and lodging more than one application in your own name on behalf of different beneficial owners.

**C. Effect of completing and submitting this Application Form**

By completing and submitting this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as an agent or a nominee on behalf of each person for whom you act:

- undertake to execute all relevant documents and instruct and authorise the Company, the Joint Bookrunners and/or the Joint Lead Managers (or their agents or nominees), as agents of the Company, to execute any documents for you and to do on your behalf all things necessary to register any Public Offer Shares allocated to you in your name as required by the Articles of Association;
- agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Articles of Association;
- confirm that you have read the terms and conditions and application procedures set out in the Prospectus and in this Application Form and agree to be bound by them;
- confirm that you have received and read the Prospectus and have only relied on the information and representations contained in the Prospectus in making your application and will not rely on any other information or representations except those in any supplement to the Prospectus;
- confirm that you are aware of the restrictions on the Share Offer in the Prospectus;
- agree that none of the Company, the Joint Bookrunners, the Joint Lead Managers, the Sole Sponsor, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Share Offer is or will be liable for any information and representations not in the Prospectus (and any supplement to it);
- undertake and confirm that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the Placing nor participated in the Placing;
- agree to disclose to the Company, its Hong Kong Branch Share Registrar, the receiving bank, the Joint Bookrunners, the Joint Lead Managers, the Sole Sponsor, the Underwriters and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of the Company, the Joint Bookrunners, the Joint Lead Managers, the Sole Sponsor and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Application Form;
- agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- agree that your application will be governed by the laws of Hong Kong;
- represent, warrant and undertake that (i) you understand that the Public Offer Shares have not been and will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Public Offer Shares are outside the United States (as defined in Regulation S) or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;
- warrant that the information you have provided is true and accurate;
- agree to accept the Public Offer Shares applied for, or any lesser number allocated to you under the application;

- authorise the Company to place your name(s) on the Company's register of members as the holder(s) of any Public Offer Shares allocated to you, and the Company and/or its agents to send any share certificate(s) and/or any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you are eligible to collect the share certificate(s) and/or refund cheque(s) in person;
- declare and represent that this is the only application made and the only application intended by me/us to be made to benefit me/us or the person for whose benefit you are applying;
- understand that the Company, the Joint Bookrunners, the Joint Lead Managers, the Sole Sponsor, the Underwriters, any of their respective directors, officers or representatives or any other person or party involved in the Public Offer will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Public Offer Shares to you and that you may be prosecuted for making a false declaration;
- (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC or to the **HK eIPO White Form** Service Provider by you or by any one as your agent or by any other person; and
- (if you are making the application as an agent for the benefit of another person) warrant that (i) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC and (ii) you have due authority to sign the Application Form or give **electronic application instructions** on behalf of that other person as their agent.

**D. Power of attorney**

If your application is made through an authorised attorney, the Company, the Sole Sponsor, the Joint Bookrunners and the Joint Lead Managers may accept or reject your application at its discretion, and on any conditions it thinks fit, including evidence of the attorney's authority.

**Determination of Offer Price and Allocation of Public Offer Shares**

The Offer Price is expected to be fixed on or around Friday, 15 June 2018. Applicants are required to pay the maximum Offer Price of HK$0.40 for each Public Offer Share together with 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee.

If the Offer Price is not agreed between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters, the Share Offer will not proceed.

Applications for Public Offer Shares will not be processed and no allotment of any Public Offer Shares will be made until the application lists close.

The Company expects to announce the final Offer Price, the indication of the level of interest in the Placing, the level of applications under the Public Offer and the basis of allocation of the Public Offer on Tuesday, 26 June 2018 on the website of the Stock Exchange at **www.hkexnews.hk** and the website of the Company at **www.gracewine.com.hk**. Results of allocations in Public Offer, and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where applicable) will be available on the above websites.

The allocation of Offer Shares between the Public Offer and the Placing is subject to adjustment as detailed in the paragraph headed "Structure and Conditions of the Share Offer – The Public Offer – Reallocation" in the Prospectus. In particular, the Joint Bookrunners (for themselves and on behalf of the Underwriters) may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 6 of the GEM Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 40,000,000 Offer Shares).

**If your application for Public Offer Shares is successful (in whole or in part)**

If you apply for 1,000,000 or more Public Offer Shares, you may collect your refund cheque(s) and/or share certificate(s) in person from: Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong from 9:00 a.m. to 1:00 p.m. on Tuesday, 26 June 2018 or such other date as notified by us.

If you are an individual who is eligible for personal collection, you must not authorise any other person to collect for you. If you are a corporate applicant which is eligible for personal collection, your authorised representative must bear a letter of authorisation from your corporation stamped with your corporation's chop. Both individuals and authorised representatives must produce, at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited.

If you do not collect your refund cheque(s) and/or Share certificate(s) personally within the time period specified for collection, they will be dispatched promptly to the address as specified on this Application Form by ordinary post at your own risk.

If you apply for less than 1,000,000 Public Offer Shares, your refund cheque(s) and/or share certificate(s) will be sent to the address on the relevant Application Form on Tuesday, 26 June 2018, by ordinary post and at your own risk.

**Refund of your money**

If you do not receive any Public Offer Shares or if your application is accepted only in part, the Company will refund to you your application monies (including the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee) without interest. If the final Offer Price is less than the maximum Offer Price, the Company will refund to you the surplus application monies (including the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee) without interest.

The refund procedures are stated in the "How to Apply for Public Offer Shares – 14. Despatch/Collection of Share certificates and refund monies" section in the Prospectus.

**Application by HKSCC Nominees Limited ("HKSCC Nominees")**

Where this Application Form is signed by HKSCC Nominees on behalf of persons who have given **electronic application instructions** to apply for the Public Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and provisions in the Prospectus shall prevail.

Without limiting the generality of this paragraph, the following sections of this Application Form are inapplicable where this form is signed by HKSCC Nominees:

- "Applicants' declaration" on the first page;
- "Warning" on the first page;
- "B. If you are a nominee";
- All representations and warranties under the "C. Effect of completing and submitting this Application Form" section, except the first one regarding registration of Public Offer Shares in the applicant's name and the signing of documents to enable the applicant to be registered as the holder of the Public Offer Shares;
- "If your application for Public Offer Shares is successful (in whole or in part)"; and
- "Refund of your money".

The following paragraphs in the "How to Apply for Public Offer Shares" section in the Prospectus are inapplicable where this form is signed by HKSCC Nominees:

- "How many applications can you make"; and
- "Circumstances in which you will not be allotted the Public Offer Shares".

GRACE VINEYARD
怡園酒莊

# Grace Wine Holdings Limited
# 怡園酒業控股有限公司

*（於開曼群島註冊成立的有限公司）*

## 公開發售



### 申請條件

### 甲、 可提出申請的人士

1. 閣下及　閣下為其利益提出申請的任何人士必須年滿18歲並有香港地址。
2. 如　閣下為商號，申請須以個別成員名義提出。
3. 聯名申請人不得超過四名。
4. 如　閣下為法人團體，申請須經獲正式授權人員簽署，並註明其所屬代表身份及蓋上公司印鑑。
5. 閣下必須身處美國境外，並非美籍人士（定義見美國證券法S規例），亦非中國法人或自然人。
6. 除《GEM上市規則》批准外，下列人士概不得申請認購任何公開發售股份：
   - 本公司及／或其任何附屬公司股份的現有實益擁有人；
   - 本公司及／或其任何附屬公司的董事或最高行政人員；
   - 上述任何人士的聯繫人（定義見《GEM上市規則》）；
   - 本公司關連人士（定義見《GEM上市規則》）或緊隨股份發售完成後成為本公司關連人士的人士；或
   - 已獲分配或已申請或表示有意申請配售的任何發售股份或以其他方式參與配售。

### 乙、 如　閣下為代名人

閣下作為代名人可提交超過一份公開發售股份申請，方法是：(i)透過中央結算及交收系統（「**中央結算系統**」）向香港結算發出**電子認購指示**（如　閣下為中央結算系統參與者）；或(ii)使用**白色**或**黃色**申請表格，以自身名義代表不同的實益擁有人提交超過一份申請。

### 丙、 填交本申請表格的效用

閣下填妥並遞交本申請表格，即表示　閣下（如屬聯名申請人，即各人共同及個別）代表　閣下本身，或作為　閣下代其行事的每位人士的代理或代名人：

- 承諾簽立所有相關文件，並指示及授權本公司及／或作為本公司代理的聯席賬簿管理人、聯席牽頭經辦人（或彼等的代理或代名人），為按照組織章程細則的規定將　閣下獲分配的任何公開發售股份以　閣下名義登記而代表　閣下簽立任何文件，以及代表　閣下辦理一切必要事宜；
- 同意遵守《公司條例》、《公司（清盤及雜項條文）條例》及組織章程細則；
- 確認　閣下已細閱招股章程及本申請表格所載的條款及條件以及申請手續，並同意受其約束；
- 確認　閣下已接獲及細閱招股章程，提出申請時也僅依據招股章程載列的資料及陳述，而除招股章程任何補充文件所載者外，不會依賴任何其他資料或陳述；
- 確認　閣下知悉招股章程內有關股份發售的限制；
- 同意本公司、聯席賬簿管理人、聯席牽頭經辦人、獨家保薦人、包銷商、彼等各自的董事、高級職員、僱員、合夥人、代理、顧問及參與股份發售的任何其他人士現時及日後均毋須對並非載於招股章程（及其任何補充文件）的任何資料及陳述負責；
- 承諾及確認　閣下或　閣下為其利益提出申請的人士並無申請或接納或表示有意認購（亦不會申請或接納或表示有意認購）配售的任何發售股份，也沒有參與配售；
- 同意向本公司、香港股份過戶登記分處、收款銀行、聯席賬簿管理人、聯席牽頭經辦人、獨家保薦人、包銷商及／或彼等各自的顧問及代理披露其所要求提供有關　閣下及　閣下為其利益提出申請的人士的個人資料；
- 如香港境外任何地方的法例適用於　閣下的申請，則同意及保證　閣下已遵守所有有關法例，且本公司、聯席賬簿管理人、聯席牽頭經辦人、獨家保薦人及包銷商和彼等各自的任何高級職員或顧問概不會因接納　閣下的購買要約，或　閣下在招股章程及本申請表格所載的條款及條件項下的權利及責任所引致的任何行動，而違反香港境外的任何法例；
- 同意　閣下的申請一經接納，即不得因無意的失實陳述而撤銷；
- 同意　閣下的申請受香港法例規管；
- 聲明、保證及承諾：(i)　閣下明白公開發售股份不曾亦不會根據美國證券法登記；及(ii)　閣下及　閣下為其利益申請公開發售股份的任何人士均身處美國境外（定義見S規例），或屬S規例第902條第(h)(3)段所述的人士；
- 保證　閣下提供的資料真實及準確；
- 同意接納所申請數目或根據申請分配予　閣下但數目較少的公開發售股份；

- 授權本公司將　閣下的姓名／名稱列入本公司股東名冊，作為　閣下獲分配的任何公開發售股份的持有人，並授權本公司及／或其代理以普通郵遞方式按申請所示地址向　閣下或聯名申請的排名首位申請人發送任何股票及／或退款支票，郵誤風險由　閣下承擔，除非　閣下合資格親身領取股票及／或退款支票；
- 聲明及表示此乃本人／吾等為本身或　閣下為其利益提出申請的人士提出及擬提出的唯一申請；
- 明白本公司、聯席賬簿管理人、聯席牽頭經辦人、獨家保薦人、包銷商、彼等各自的任何董事、高級職員或代表或任何其他參與公開發售的人士及各方將依據　閣下的聲明及陳述而決定是否向　閣下分配任何公開發售股份，　閣下如作出虛假聲明，可能會被檢控；
- (如本申請為　閣下本身的利益提出)保證　閣下或作為　閣下代理的任何人士或任何其他人士不曾亦不會為　閣下的利益以**白色**或**黃色**申請表格或向香港結算或**網上白表**服務供應商發出**電子認購指示**而提出其他申請；及
- (如　閣下作為代理為另一人士的利益提出申請)保證(i)　閣下(作為代理或為該人士利益)或該人士或任何其他作為該人士代理的人士不曾亦不會以**白色**或**黃色**申請表格或向香港結算發出**電子認購指示**而提出其他申請；及(ii)　閣下獲正式授權作為該其他人士的代理代為簽署申請表格或發出**電子認購指示**。

**丁、　授權書**

如　閣下透過授權人士提出申請，本公司、獨家保薦人、聯席賬簿管理人及聯席牽頭經辦人可按其認為合適的條件(包括出示代理人授權證明)酌情接納或拒絕　閣下的申請。

**釐定發售價及公開發售股份的分配**

發售價預期將於二零一八年六月十五日(星期五)或前後釐定。申請人須繳付每股公開發售股份0.40港元的最高發售價，另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費。

倘本公司及聯席賬簿管理人(為其本身及代表包銷商)並無協定發售價，股份發售將不會進行。

截止登記認購申請前，概不處理公開發售股份的申請及配發任何公開發售股份。

本公司預期於二零一八年六月二十六日(星期二)在聯交所網站(**www.hkexnews.hk**)以及本公司網站(**www.gracewine.com.hk**)公佈最終發售價、配售踴躍程度、公開發售認購水平及公開發售分配基準。公開發售的分配結果以及成功申請人的香港身份證／護照／香港商業登記號碼(如適用)亦同於上述網站公佈。

公開發售及配售之間的發售股份分配可作調整，詳情載於招股章程「股份發售的架構及條件—公開發售—重新分配」一段。具體而言，聯席賬簿管理人(為其本身及代表包銷商)可自配售重新分配發售股份至公開發售，以滿足公開發售項下的有效申請。根據聯交所發出的指引信HKEX-GL91-18，倘並非根據《GEM上市規則》第6項應用指引進行有關重新分配，則於有關重新分配後可重新分配至公開發售的發售股份總數最多不得超過初步分配至公開發售的股份數目的兩倍(即40,000,000股發售股份)。

**如　閣下成功申請認購公開發售股份(全部或部分)**

如　閣下申請認購1,000,000股或以上公開發售股份，閣下可於二零一八年六月二十六日(星期二)或本公司公佈的其他日期上午九時正至下午一時正，親身前往卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心22樓)，領取　閣下的退款支票及／或股票。

如　閣下屬個人申請人並合資格親身領取，閣下不得授權任何其他人士代領。如　閣下為公司申請人並合資格派人領取，閣下的授權代表須攜同蓋上公司印鑑的公司授權書領取。個人申請人及授權代表領取時均須出示卓佳證券登記有限公司接納的身份證明文件。

如　閣下並無在指定領取時間內親身領取退款支票及／或股票，有關退款支票及／或股票將會立刻以普通郵遞方式寄往本申請表格所示地址，郵誤風險由　閣下承擔。

如　閣下申請認購1,000,000股以下公開發售股份，閣下的退款支票及／或股票將於二零一八年六月二十六日(星期二)以普通郵遞方式寄往相關申請表格所示地址，郵誤風險由　閣下承擔。

**退回款項**

如　閣下未獲分配任何公開發售股份或申請僅部分獲接納，本公司將不計利息退回　閣下的申請股款(包括相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)。倘最終發售價低於最高發售價，本公司將不計利息向　閣下退回多收申請股款(包括相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)。

有關退款程序載於招股章程「如何申請公開發售股份－14.寄發／領取股票及退款」一節。

**香港中央結算(代理人)有限公司(「香港結算代理人」)提出的申請**

如本申請表格由香港結算代理人代表發出**電子認購指示**申請公開發售股份的人士簽署，本申請表格與招股章程不符的條文將不適用，且以招股章程所述者為準。

在不限制此段一般應用的前提下，本申請表格的以下部分在香港結算代理人作簽署人的情況下並不適用：

- 第一頁的「申請人聲明」；
- 第一頁的「警告」；
- 「乙、如　閣下為代名人」；
- 「丙、填交本申請表格的效用」一節項下的所有陳述及保證，惟首項有關以申請人名義登記公開發售股份及簽署使申請人登記成為公開發售股份持有人的文件除外；
- 「如　閣下成功申請認購公開發售股份(全部或部分)」；及
- 「退回款項」。

招股章程「如何申請公開發售股份」一節的以下各段在香港結算代理人作簽署人的情況下並不適用：

- 「閣下可提交的申請數目」；及
- 「導致　閣下不獲配發公開發售股份的情況」。

**Please use this form if you want the Public Offer Shares to be issued in your name**

**Personal Data**

**Personal Information Collection Statement**

This Personal Information Collection Statement informs the applicant for, and holder of, Public Offer Shares, of the policies and practices of the Company and its Hong Kong Branch Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "**Ordinance**").

**1. Reasons for the collection of your personal data**

It is necessary for applicants and registered holders of securities to supply correct personal data to the Company or its agents and the Hong Kong Branch Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Branch Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or its Hong Kong Branch Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Public Offer Shares which you have successfully applied for and/or the dispatch of share certificate(s) and/or refund cheque(s) and/or e-Auto Refund payment instruction(s) to which you are entitled.

It is important that securities holders inform the Company and the Hong Kong Branch Share Registrar immediately of any inaccuracies in the personal data supplied.

**2. Purposes**

The personal data of the securities holders may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque and e-Auto Refund payment instruction(s), where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Public Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of securities' holders including, where applicable, HKSCC Nominees;
- maintaining or updating the register of securities' holders of the Company;
- verifying securities holders' identities;
- establishing benefit entitlements of securities' holders of the Company, such as dividends, rights issues and bonus issues;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and securities' holder profiles;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Branch Share Registrar to discharge their obligations to securities' holders and/or regulators and/or any other purposes to which the securities' holders may from time to time agree.

**3. Transfer of personal data**

Personal data held by the Company and its Hong Kong Branch Share Registrar relating to the securities holders will be kept confidential but the Company and its Hong Kong Branch Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- the Company's appointed agents such as financial advisers,receiving bankers and overseas principal share register;
- where applicants for securities request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Branch Share Registrar in connection with their respective business operation;
- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and
- any persons or institutions with which the securities' holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

**4. Retention of personal data**

The Company and its Hong Kong Branch Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

**5. Access to and correction of personal data**

Securities holders have the right to ascertain whether the Company or the Hong Kong Branch Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Branch Share Registrar have the right to charge a reasonable fee for the processing of such requests.

All requests for access to data or correction of data should be addressed to us, at our registered address disclosed in the section "Corporate Information" in the Prospectus or as notified from time to time, for the attention of the company secretary, or its Hong Kong Branch Share Registrar for the attention of the privacy compliance officer.

**By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.**

## 個人資料

### 個人資料收集聲明

此項個人資料收集聲明是向公開發售股份的申請人和持有人說明有關本公司及其香港股份過戶登記分處有關個人資料和香港法例第486章《個人資料(私隱)條例》(「《**條例**》」)方面的政策和慣例。

**1.　收集　閣下個人資料的原因**

證券申請人及登記持有人以本身名義申請證券或轉讓或受讓證券時或尋求香港股份過戶登記分處的服務時，必須向本公司或其代理人及香港股份過戶登記分處提供準確個人資料。

未能提供所要求的資料可能導致　閣下申請證券被拒或延遲，或本公司或其香港股份過戶登記分處無法落實轉讓或提供服務。此舉也可能妨礙或延遲登記或轉讓閣下成功申請的公開發售股份及／或寄發　閣下應得的股票及／或退款支票及／或發還電子自動退款指示。

證券持有人所提供的個人資料如有任何錯誤，須立即通知本公司及香港股份過戶登記分處。

**2.　用途**

證券持有人的個人資料可以任何方式被採用、持有、處理及／或保存，以作下列用途：

- 處理　閣下的申請及退款支票及電子自動退款指示(如適用)、核實是否符合本申請表格及招股章程載列的條款和申請手續以及公佈公開發售股份的分配結果；
- 遵守香港及其他地區的適用法律及規例；
- 以證券持有人(包括香港結算代理人(如適用))的名義登記新發行證券或轉讓或受讓證券；
- 存置或更新本公司證券持有人的名冊；
- 核實證券持有人的身份；
- 確定本公司證券持有人的受益權利，例如股息、供股和紅股等；
- 分發本公司及其附屬公司的通訊；
- 編製統計數據和證券持有人資料；
- 披露有關資料以便就權益索償；及
- 與上述有關的任何其他附帶或相關用途及／或使本公司及香港股份過戶登記分處能履行對證券持有人及／或監管機關承擔的責任及／或證券持有人可能不時同意的任何其他用途。

**3.　轉交個人資料**

本公司及其香港股份過戶登記分處所持有關證券持有人的個人資料將會保密，但本公司及其香港股份過戶登記分處可以在為達到上述任何用途的必要情況下，向下列任何人士披露、獲取或轉交(無論在香港境內或境外)有關個人資料：

- 本公司委任的代理人，例如財務顧問、收款銀行和海外股份過戶登記總處；
- (如證券申請人要求將證券存於中央結算系統)香港結算或香港結算代理人，彼等將會就中央結算系統的運作使用有關個人資料；
- 向本公司或香港股份過戶登記分處提供與其各自業務營運有關的行政、電訊、電腦、付款或其他服務的任何代理人、承包商或第三方服務供應商；
- 聯交所、證監會及任何其他法定監管機關或政府部門或其他法例、規則或規例另有規定者；及
- 證券持有人與其進行或擬進行交易的任何人士或機構，例如彼等的銀行、律師、會計師或股票經紀等。

**4.　個人資料的保留**

本公司及其香港股份過戶登記分處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。無須保留的個人資料將會根據《條例》銷毀或處理。

**5.　查閱和更正個人資料**

證券持有人有權確定本公司或香港股份過戶登記分處是否持有其個人資料，並有權索取有關該資料的副本並更正任何不準確資料。本公司和香港股份過戶登記分處有權就處理任何查閱資料的要求收取合理費用。

所有查閱資料或更正資料的要求應按招股章程「公司資料」一節所披露或不時通知的本公司註冊地址送交公司秘書或向本公司的香港股份過戶登記分處的私隱事務主任提出。

**閣下簽署申請表格或向香港結算發出電子認購指示，即表示同意上述各項。**

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