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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)

ANNOUNCEMENT
PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Grace Wine Holdings Limited (the "**Company**") pursuant to Rule 3.8 of the Code on Takeovers and Mergers (the "**Takeovers Code**").

Reference is made to the Composite Document jointly issued by the Offeror and the Company dated 3 February 2026 in relation to the Offers. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board announces that on 9 February 2026, 12,400,000 Share Options granted under the Share Option Scheme had been exercised pursuant to the rules of the Share Option Scheme.

Following the issue of 12,400,000 new Shares on 16 February 2026 as a result of the said exercise of Share Options, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company comprise 813,000,000 Shares in issue. Save as disclosed above, there are no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company.

DEALING DISCLOSURE

The associates (as defined in the Takeovers Code) of the Company are hereby reminded to disclose their dealings in any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company under Rule 22 of the Takeovers Code during the Offer Period.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

"Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than $1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

Independent Shareholders, independent Optionholders and potential investors of the Company are advised to exercise caution in dealing in the securities of the Company and should consult their own professional advisers when in doubt.

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

Hong Kong, 16 February 2026

As at the date of this announcement, the executive Directors are Ms. Judy CHAN, Mr. LIU Yunqiang, Ms. XIONG Xia and Mr. ZHAO Mingjun, the non-executive Directors are Mr. CHOW Christer Ho, Dr. CHEUNG Chai Hong and Mr. ZHAO Guodong, and the independent non-executive Directors are Mr. LEUNG Ming Shu, Dr. WANG Renrong, Dr. XU Yan, Mr. James Douglas Richard FIELD, Mr. CHAN Tsz King Vincent and Mr. KONG Chi Hang Maurice.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in 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.