

Hong Kong branch
share registrar
and transfer office:
Tricor Secretaries Limited
17/F.
Far East Finance Centre
16 Harcourt Road
Hong Kong



Great Wall Terroir
長城天下

Great Wall Terroir Holdings Limited 長城天下控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 524)

Principal place of
business in
Hong Kong:
Room 1005, 10/F.
Tower Two,
Lippo Centre
No. 89 Queensway
Hong Kong

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

21 November 2022

**RIGHTS ISSUE OF 393,855,000 RIGHTS SHARES
ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) SHARES
HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS
AT A SUBSCRIPTION PRICE OF HK\$0.045 PER RIGHTS SHARE
PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M.
ON MONDAY, 5 DECEMBER 2022**

EXCESS APPLICATION FORM

Name(s) and address of the Qualifying Shareholder(s)

Total number of excess Rights
Share(s) applied for

Box A

Total subscription monies paid for
the excess Rights Share(s) in HK\$

Box B

Application can only be made
by the Qualifying Shareholder(s)
named here.

To: The Directors
Great Wall Terroir Holdings Limited

Excess Application Form No.

Dear Sirs,

I/We, being the registered Qualifying Shareholder(s) named above, hereby irrevocably apply for the number of excess Rights Share(s) as specified in Box A at the Subscription Price of HK\$0.045 per Rights Share under the Rights Issue, in respect of which I/we enclose a separate remittance by cheque or banker's cashier order in favour of "**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 30**" and crossed "**ACCOUNT PAYEE ONLY**" issued for the amount as specified in Box B being the payment in full on application for the above number of excess Rights Shares.

I/We hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our own risk to the address shown above my/our share certificates for the number of excess Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any surplus application monies returnable to me/us. I/We understand that allotments in respect of this application shall be at the sole discretion of the Directors on a fair and equitable basis on certain principles which are set out in the Prospectus. I/We acknowledge that I am/we are not guaranteed to be allotted any of the excess Rights Shares applied for.

I/We hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and subject to the memorandum of association and the bye-laws of the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such excess Rights Shares.

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicants must sign)

Any payments for Rights Shares should be rounded up to 2 decimal points.

Name of bank on which
cheque/cashier's
order is drawn: _____

Cheque/cashier's
order number: _____

Date: _____ 2022

Contact telephone number: _____

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

IMPORTANT

Reference is made to the prospectus issued by Great Wall Terroir Holdings Limited dated 21 November 2022 in relation to the Rights Issue (the “**Prospectus**”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS EXCESS APPLICATION FORM (THE “EAF”) OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, A LICENSED DEALER IN SECURITIES OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

THIS EAF IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED ABOVE WHO WISH(ES) TO APPLY FOR EXCESS RIGHTS SHARES IN ADDITION TO THOSE ENTITLED BY HIM/HER/IT/THEM UNDER THE RIGHTS ISSUE. APPLICATIONS MUST BE RECEIVED BY NOT LATER THAN 4:00 P.M. ON MONDAY, 5 DECEMBER 2022 (OR UNDER BAD WEATHER CONDITIONS, SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS” IN OUR ENCLOSED LETTER TO THE QUALIFYING SHAREHOLDERS).

A copy of this EAF, together with a copy of the Prospectus, the PAL and the other documents specified in the paragraph headed “16. Documents Delivered to the Registrar of Companies” in Appendix IV to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

Dealings in the Shares, the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS and you should consult your stockbroker or a licensed dealer in securities or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this EAF. The Rights Issue is subject to the fulfilment and/or waiver (where applicable) of the conditions set out under the section headed “Letter from the Board – Rights Issue – Conditions of the Rights Issue” in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled and/or waived (where applicable), at or before 4:30 p.m. on Tuesday, 6 December 2022 (or such later time and/or date as the Company may determine), the Rights Issue will not proceed. Under such circumstances, the monies received in respect of application for excess Rights Shares will be returned to you or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at your own risk to your registered address on or before Tuesday, 13 December 2022.

The Rights Issue will proceed on a non-underwritten basis. The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

Subject to the granting of listing on the Stock Exchange of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealing in their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

This EAF should be completed and lodged, together with payment of HK\$0.045 per Rights Share for the number of excess Rights Shares applied for by a cheque or banker’s cashier order, with the Registrar, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, so as to be received by the Registrar by not later than 4:00 p.m. on Monday, 5 December 2022 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions” in our enclosed letter to the Qualifying Shareholders). All remittances must be made by cheques or banker’s orders in Hong Kong dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 30**” and crossed “**ACCOUNT PAYEE ONLY**”.

Completion and return of this EAF together with a cheque or banker’s cashier order in payment for the excess Rights Shares which are the subject of this form will constitute a warranty by the applicant(s) that the cheques or banker’s cashier orders will be honoured on first presentation. All cheques and banker’s cashier orders will be presented for payment immediately following receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker’s cashier order is not honoured on first presentation, this EAF is liable to be rejected and/or deemed invalid by the Company in its absolute discretion.

You will be notified of any allotment of excess Rights Shares made to you. If no excess Rights Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full without interest by means of a cheque despatched by ordinary post to you to the registered address shown in this EAF by not later than Tuesday, 13 December 2022, at your own risk. If the number of excess Rights Shares allotted to you is less than that applied for, a cheque for the amount of the surplus application monies will be refunded to you without interest and despatched by ordinary post to you to the registered address shown in this EAF by not later than Tuesday, 13 December 2022, at your own risk. Any such cheque will be drawn in favour of the applicant(s) named on this form. It is expected that share certificates in respect of fully-paid Rights Shares will be despatched by ordinary post to the registered address shown in this EAF on or before Tuesday, 13 December 2022 to those entitled thereto at their own risk. One share certificate will be issued for all fully-paid Rights Shares allotted to an applicant, except HKSCC Nominees Limited.

股份過戶登記處香港分處：
卓佳秘書商務有限公司
香港
夏慤道16號
遠東金融中心
17樓



Great Wall Terroir
長 城 天 下

Great Wall Terroir Holdings Limited 長城天下控股有限公司

(於百慕達註冊成立之有限公司)

(股份代號：524)

香港主要
營業地點：
香港
金鐘道89號
力寶中心二座
10樓1005室

註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

二零二二年
十一月二十一日

按非包銷基準按於記錄日期
每持有四(4)股股份獲發一(1)股供股股份之基準以認購價
每股供股股份0.045港元進行涉及393,855,000股供股股份之供股
股款須於接納時(不遲於二零二二年十二月五日(星期一)下午四時正)繳足

額外申請表格

合資格股東姓名／名稱及地址

所申請額外供股股份之總數

甲欄

額外供股股份之應繳認購股款總額
(港元)

乙欄

僅供此欄所列合資格股東申請。

致：長城天下控股有限公司
列位董事

額外申請表格編號

敬啟者：

本人／吾等為以上所列之已登記合資格股東，現不可撤回地根據供股按每股供股股份0.045港元之認購價申請甲欄指定數目之額外供股股份。茲附上另行繳付乙欄指定金額之支票或銀行本票，註明抬頭人為「**TRICOR TRUST (HONG KONG) LIMITED - A/C NO. 30**」及以「**只准入抬頭人賬戶**」方式劃線開出，作為就申請上述數目之額外供股股份時須繳足之股款。

本人／吾等謹請 閣下向本人／吾等配發所申請(或任何較少數目)之額外供股股份，並將本人／吾等就此申請可能獲配發之相關數目之額外供股股份之股票及／或就任何多出之申請股款而應退還予本人／吾等之支票以普通郵遞方式按上列地址寄送予本人／吾等，郵誤風險概由本人／吾等自行承擔。本人／吾等明白本申請由董事根據供股章程所載之若干原則按公平公正基準全權酌情配發。本人／吾等知悉，並不保證本人／吾等可獲配發任何所申請之額外供股股份。

本人／吾等承諾遵照供股章程所載條款及在本公司之組織章程大綱及公司細則之規限下，接納如上文所述可能配發予本人／吾等之相關數目之額外供股股份。本人／吾等就任何獲配發之額外供股股份授權 閣下將本人／吾等之姓名／名稱列入本公司之股東名冊，作為該等額外供股股份之持有人。

1. _____ 2. _____ 3. _____ 4. _____

申請人簽署(所有聯名申請人均須簽署)

供股股份之任何股款應向上調整至兩個小數位。

支票／銀行本票之
付款銀行名稱：

支票／銀行本票號碼：_____

日期：二零二二年_____月_____日

聯絡電話號碼：_____

每份申請須隨附一張獨立開出之支票或銀行本票
本公司不會就股款另發收據

重要提示

謹此提述長城天下控股有限公司所刊發日期為二零二二年十一月二十一日有關供股之供股章程(「供股章程」)。除非文義另有所指,否則本文件所用專有詞彙與供股章程所界定者具有相同涵義。

閣下如對本額外申請表格(「額外申請表格」)之任何內容或應採取之行動有任何疑問,應諮詢閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

本額外申請表格具有價值,但不得轉讓,並僅供上列擬申請其於供股項下獲發配額以外之額外供股股份之合資格股東使用。申請須不遲於二零二二年十二月五日(星期一)下午四時正(或在惡劣天氣情況下,於隨附吾等致合資格股東之通知書「惡劣天氣及/或極端情況之影響」一節所述之較後日期及/或時間)收訖。

本額外申請表格連同供股章程、暫定配額通知書及供股章程附錄四「16. 送呈公司註冊處處長之文件」一段所列明之其他文件已根據公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對任何此等文件之內容概不負責。

股份、未繳股款及繳足股款供股股份之買賣可透過中央結算系統進行交收,而閣下應諮詢閣下之股票經紀或持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問之意見,以了解有關該等交收安排之詳情,以及該等安排對閣下之權利及權益可能構成之影響。

香港交易及結算所有限公司、聯交所及香港結算對本額外申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本額外申請表格全部及任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。供股須待供股章程「董事會函件—供股—供股條件」一節所載之條件達成及/或獲豁免(如適用)後,方可作實。倘供股之任何條件未有於二零二二年十二月六日(星期二)下午四時三十分(或本公司可能釐定之較後日期及/或時間)或之前達成及/或獲豁免(如適用),則供股將不會進行。在該等情況下,就申請額外供股股份已收取之股款將於二零二二年十二月十三日(星期二)或之前以支票退還(不計利息)予閣下或(倘屬聯名申請人)名列首位之人士,支票將以普通郵遞方式寄送至閣下之登記地址,郵誤風險概由閣下自行承擔。

供股將按非包銷基準進行。章程文件並無亦將不會根據香港以外任何司法權區之適用證券法例登記或存檔。

待供股股份分別獲准以未繳股款及繳足股款形式於聯交所上市及買賣,以及遵守香港結算之股份收納規定後,供股股份將分別以未繳股款及繳足股款形式獲香港結算接納為合資格證券,可於中央結算系統內寄存、結算及交收,自供股股份分別以未繳股款及繳足股款形式開始於聯交所買賣當日或香港結算釐定之其他日期起生效。聯交所參與者之間於任何交易日之交易須於其後第二個交收日在中央結算系統內交收。中央結算系統內之所有活動均須遵守不時有效之中央結算系統一般規則及中央結算系統運作程序規則。

本額外申請表格必須填妥,並連同就所申請額外供股股份數目按每股供股股份0.045港元計算之應繳股款之支票或銀行本票,不遲於二零二二年十二月五日(星期一)下午四時正(或在惡劣天氣情況下,於隨附吾等致合資格股東之通知書「惡劣天氣及/或極端情況之影響」一節所述之較後日期及/或時間)交回登記處卓佳秘書商務有限公司,地址為香港夏慤道16號遠東金融中心17樓,以便登記處收訖。所有股款必須以支票或銀行本票以港元支付。支票須由香港持牌銀行戶口開出,銀行本票亦須由香港持牌銀行發出,並註明抬頭人為「**TRICOR TRUST (HONG KONG) LIMITED - A/C NO. 30**」及以「**只准入抬頭人賬戶**」方式劃線開出。

填妥及交回本額外申請表格連同支付根據本表格所申請額外供股股份股款之支票或銀行本票,即表示申請人保證支票或銀行本票可於首次過戶時兌現。所有支票及銀行本票將會於收訖後隨即過戶,而該等款項所賺取之利息(如有)將全數撥歸本公司所有。倘支票或銀行本票於首次過戶時不獲兌現,則本公司可全權酌情拒絕受理本額外申請表格及/或視其為無效。

閣下將獲通知額外供股股份之配發結果。倘閣下不獲配發任何額外供股股份,則於申請時繳付之款項將以支票全數退還(不計利息)予閣下,退款支票預期將不遲於二零二二年十二月十三日(星期二)以普通郵遞方式按本額外申請表格所示登記地址寄送予閣下,郵誤風險概由閣下自行承擔。倘閣下獲配發之額外供股股份數目少於所申請之數目,則多出之申請股款亦將以支票退還(不計利息)予閣下,退款支票將不遲於二零二二年十二月十三日(星期二)以普通郵遞方式按本額外申請表格所示登記地址寄送予閣下,郵誤風險概由閣下自行承擔。任何該等支票將以名列本表格之申請人為抬頭人。繳足股款供股股份之股票預期將於二零二二年十二月十三日(星期二)或之前以普通郵遞方式按本額外申請表格所示登記地址寄送予有權收取股票之人士,郵誤風險概由彼等自行承擔。本公司將就申請人獲配發之全部繳足股款供股股份發出一張股票(不包括香港中央結算(代理人)有限公司)。