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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)**

**PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND ADOPTION OF AMENDED AND RESTATED BYE-LAWS**

This announcement is made by Great Wall Terroir Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the bye-laws of Company (the “**Bye-laws**”).

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments to the Bye-laws to (i) conform to the said core standards for shareholder protections; (ii) introduce certain house-keeping amendments to the Bye-laws for the purpose of clarifying existing practices pursuant to the relevant laws and regulations of Bermuda; and (iii) rephrase certain wordings and formatting in the existing Bye-laws, and otherwise making consequential amendments in line with the proposed amendments (collectively, the “**Proposed Amendments**”). The Board also proposes to adopt the amended and restated Bye-laws incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing Bye-laws.

The adoption of the amended and restated Bye-laws incorporating the Proposed Amendments shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on Wednesday, 7 June 2023 (the “AGM”). A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Company’s shareholders as soon as practicable.

By Order of the Board  
**Great Wall Terroir Holdings Limited**  
**Cheung Siu Fai**  
*Chairman and Executive Director*

Hong Kong, 24 March 2023

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Cheung Siu Fai (chairman), Mr. Hui Chun Wai Henry and Mr. Cheung Hung, and three independent non-executive Directors, namely Mr. Fong Wai Ho, Mr. Chow Hiu Tung and Mr. Cheung Sze Ming.*