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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 7 JUNE 2023**

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 27 April 2023 (the “**AGM Notice**”) of Great Wall Terroir Holdings Limited (the “**Company**”) and the circular of the Company dated 27 April 2023 (the “**Circular**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

At the AGM held at SOHO 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Wednesday, 7 June 2023 at 3:00 p.m., poll voting was adopted for ordinary resolutions (the “**Ordinary Resolutions**”) and a special resolution (the “**Special Resolution**”) set out in the AGM Notice and proposed at the AGM.

The Board is pleased to announce that all the Ordinary Resolutions and the Special Resolution were duly passed by the Shareholders by poll voting at the AGM.

The poll results for the Ordinary Resolutions and the Special Resolution are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)		Total Votes
		FOR	AGAINST	
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2022.	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)
2.	(A) To re-elect Mr. Cheung Hung as an executive director of the Company (the “ Director(s) ”).	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)
	(B) To re-elect Mr. Chow Hiu Tung as an independent non-executive Director.	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)
	(C) To re-elect Mr. Cheung Sze Ming as an independent non-executive Director.	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)
	(D) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)
3.	To re-appoint Confucius International CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)
4.	(A) To grant to the Board a general mandate to allot, issue and otherwise deal with new shares of the Company (the “ Shares ”).*	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)
	(B) To grant to the Board a general mandate to repurchase Shares.*	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)
	(C) To extend the general mandate to allot, issue and otherwise deal with new Shares under resolution 4(A) by an amount representing the aggregate nominal amount of Shares repurchased under resolution 4(B).*	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)

ORDINARY RESOLUTIONS		Number of Votes (%)		Total Votes
		FOR	AGAINST	
5.	To approve the proposed share consolidation.*	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)
SPECIAL RESOLUTION				
6.	To approve and adopt the amended and restated bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company.*	1,357,393,495 (99.37%)	8,580,000 (0.63%)	1,365,973,495 (100%)

* *The full text of the resolution is set out in the AGM Notice.*

The Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, all the Ordinary Resolutions were duly passed by the Shareholders by way of poll as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of the Special Resolution, the Special Resolution was duly passed by the Shareholders by way of poll as a special resolution of the Company.

Mr. Hui Chun Wai Henry and Mr. Fong Wai Ho attended the AGM in person, while Mr. Cheung Hung, Mr. Chow Hiu Tung and Mr. Cheung Sze Ming attended the AGM by electronic means. Mr. Cheung Siu Fai was unable to attend the AGM due to his other business commitments.

Notes:

- (a) The total number of Shares in issue as at the date of the AGM was 1,969,275,000 Shares which was the total number of Shares entitling the holders to attend and to vote for or against the Ordinary Resolutions and the Special Resolution at the AGM.
- (b) No Shareholder was required to abstain from voting on any of the Ordinary Resolutions or the Special Resolution at the AGM.

- (c) No Shareholder had indicated their intention in the Circular to vote against the Ordinary Resolutions and/or the Special Resolution or to abstain from voting at the AGM. There were no Shares entitling the holders to attend and vote only against the Ordinary Resolutions and/or the Special Resolution at the AGM.

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

Hong Kong, 7 June 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.