



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)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (THE “AGM”)
TO BE HELD ON 6 JUNE 2024 AND ANY ADJOURNMENT THEREOF**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ordinary shares ^(Note 2)
of HK\$0.10 each in the issued share capital of Great Wall Terroir Holdings Limited (the “Company”), **HEREBY APPOINT** ^(Note 3) _____
of _____
of or failing him/her, **THE CHAIRMAN OF THE AGM** as my/our proxy to vote and act for me/us at the AGM (and at any adjournment thereof) to be 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 Thursday, 6 June 2024 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice dated 25 April 2024 convening the AGM (the “Notice”) and at the AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Director(s)”) and the auditor of the Company for the year ended 31 December 2023.		
2.	(A) To re-elect Mr. Hui Chun Wai Henry as an executive Director.		
	(B) To re-elect Mr. Fong Wai Ho as an independent non-executive Director.		
	(C) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.		
3.	To re-appoint Confucius International CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.		
4.	(A) To grant to the Board a general mandate to allot, issue and otherwise deal with new shares of the Company (the “Shares”).		
	(B) To grant to the Board a general mandate to repurchase Shares.		
	(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).		
SPECIAL RESOLUTION			
5.	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.		

Date: _____ 2024 Shareholder’s Signature ^(Note 5): _____

Notes:

- Please insert the full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS SET OUT ABOVE, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS SET OUT ABOVE, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast your votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on the resolution properly put to the AGM other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In case of joint registered holders of any Shares, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders shall be present at the meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- A proxy need not be a member of the Company but must attend the AGM in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and in such event, the form of proxy shall be deemed to be revoked.
- Unless otherwise indicated in the context in this form of proxy, capitalised terms defined in this form of proxy shall have the same meanings as defined in the Notice.