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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)

**RESIGNATION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board would like to announce that, with effect from 21 November 2024:

- (1) Mr. Cheung Sze Ming has resigned as an independent non-executive Director, and ceased to be a member of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (2) Ms. Dong Jianmei has been appointed as an independent non-executive Director, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

The board (the “**Board**”) of directors (the “**Director(s)**”) of Great Wall Terroir Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) would like to announce the following:

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cheung Sze Ming (“**Mr. Cheung**”) has tendered his resignation as an independent non-executive Director with effect from 21 November 2024 to devote more time on other business commitments. Following his resignation, he will cease to be a member of the audit committee (“**Audit Committee**”), remuneration committee (“**Remuneration Committee**”) and nomination committee (“**Nomination Committee**”) of the Company.

Mr. Cheung has confirmed that he has no claim against the Company in respect of his resignation and has no disagreement with the Board. Mr. Cheung further confirmed that there are no matters in respect of his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholder(s)**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Cheung for his invaluable contributions to the Group during his tenure of service in the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Dong Jianmei (“**Ms. Dong**”) has been appointed as an independent non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee with effect from 21 November 2024.

Ms. Dong, aged 51, has approximately 27 years of experience in the field of natural resources economics and business management. Since 1996 and until now, Ms. Dong has been working as a researcher at the Chinese Academy of Natural Resources Economics (中國自然資源經濟研究院) (formerly known as Chinese Academy of Land & Resource Economics (中國國土資源經濟研究院)) and is mainly responsible for researching on the reform and development of the national geological exploration industry and management of geological data. In August 2018, she has received a Certificate of Senior Qualification issued by the Chinese Academy of Land & Resource Economics. Ms. Dong obtained a Bachelor of Economics and a Master of Economics from Renmin University of China (中國人民大學) in June 2004 and June 2011 respectively. Ms. Dong has also obtained a Certificate of Accounting Professional in the People’s Republic of China in December 1999. She has been an independent non-executive director of Shunten International (Holdings) Limited, a company listed on the Stock Exchange (stock code: 932), since 1 July 2022.

Save as disclosed above, Ms. Dong has not acted as director in the last three years in public companies of which the securities are listed on any securities market in Hong Kong or overseas.

Ms. Dong has entered into an appointment letter with the Company with no fixed term commencing on 21 November 2024 subject to rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws of the Company. Ms. Dong is entitled to an emolument of HK\$120,000 per annum, such emolument is recommended by the Remuneration Committee which is determined by the Board with reference to her experience and duties and responsibilities within the Company, the Company’s remuneration policy and the prevailing market conditions, and will be reviewed annually.

Ms. Dong confirmed to the Board that (i) she meets the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); (ii) she has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person of the Company (as defined in the Listing Rules); and (iii) there are no other factors which might affect her independence at the time of her appointment and as at the date of this announcement.

Save as disclosed above, Ms. Dong: (i) did not have any interests in the Company’s securities within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this announcement; (ii) does not hold any position with the Company or other members of the Group; (iii) does not have any relationship with any Director, senior management or substantial or controlling Shareholders; and (iv) is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information relating to the appointment of Ms. Dong that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Ms. Dong to the Board.

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

Hong Kong, 21 November 2024

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