TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF GREAT WALL TERROIR HOLDINGS LIMITED

The board (the "**Board**") of directors (the "**Directors**") of Great Wall Terroir Holdings Limited (the "**Company**") has established a nomination committee (the "**Nomination Committee**") with the authority, responsibility, and specific duties as provided in the Corporate Policies of the Company (the "**Corporate Policies**") from time to time, the text thereof is recited, with necessary amendments, hereinbelow, and hereby constitutes the Terms of Reference for the Nomination Committee.

1. Organisation

The Nomination Committee was established by the Board at its meeting convened on 9 December 2011.

The Nomination Committee, which shall be chaired by the chairman of the Board or an independent non-executive Director, shall consist of not less than three (3) members with at least one member of a different gender, and the majority of which shall be independent non-executive Directors.

2. Responsibility

The Nomination Committee is responsible for identifying, recruiting and evaluating new nominees to the Board and the assessment of the qualifications of all Directors. The criteria adopted to select and recommend candidates for directorship will include the candidate's experience, professional knowledge, integrity, time commitment and other statutory or regulatory requirements, together with addressing and dealing with such other matters relating to nominations as directed by the Board from time to time.

Specific duties of the Nomination Committee are as follows: -

(a) To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

(b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

(c) To assess the independence of independent non-executive directors.

(d) To review and monitor the implementation of the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.

(e) To oversee the implementation and review the effectiveness of the Nomination Policy of the Company.

(f) To receive nominations from shareholders or Directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees.

(g) To support the regular evaluation of the performance of the Board.

(h) To review and assess annually the Directors' time commitment and contribution to the Board as well as to evaluate whether Directors have the ability to discharge their responsibilities.

(i) To make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

3. Authority

The Nomination Committee is granted the authority to conduct any activities which fall within the Corporate Policies and all employees are directed to cooperate with any reasonable requests made by the Nomination Committee.

The Nomination Committee is authorised to conduct all such acts and things necessary for or desirable or incidental to the performing of its duties and responsibilities.

The Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice as necessary to assist the Nomination Committee, and to invite the attendance to meetings of outsiders with relevant experience and expertise, as deemed necessary.

4. Proceedings

(a) The Nomination Committee shall meet at least once every year.

(b) The quorum for meetings of the Nomination Committee shall be any two members of the Nomination Committee.

(c) No Committee member is entitled to vote in respect of his nomination or any other matter in which he may be deemed interested, or any matter arising therefrom, but it shall not affect the counting of the quorum of the relevant meeting.

(d) Minutes of Nomination Committee meetings will be kept by a duly appointed secretary of the meeting and such minutes will be open for inspection at any reasonable time on reasonable notice by any Director.

(e) Minutes will be drafted by a duly appointed secretary of the meeting and such draft minutes will be circulated to all Committee members for their comments, and the final version thereof will also be sent to all Committee members for their records, in both cases within a reasonable time after each Nomination Committee meeting held.

(f) Save as above, other provisions regarding the proceedings of the Nomination Committee shall be governed by the provisions contained in the Bye-laws and these Terms of Reference for regulating the meetings and proceedings of the Board so far as the same are applicable and are not inconsistent with the terms of reference of the Nomination Committee as approved and adopted by the Board and/or these Terms of Reference.

Dated this 9th day of December, 2011 and revised on the 16th day of December, 2013, the 1st day of November, 2017 and the 25th day of November, 2025.

Note: If there is any inconsistency between the English and Chinese versions of This Terms of Reference, the English version shall prevail.