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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**

*(Formerly known as Great Wall Belt & Road Holdings Limited 長城一帶一路控股有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 524)**

**PROPOSED RIGHTS ISSUE ON THE BASIS OF  
ONE (1) RIGHTS SHARE FOR EVERY FIVE (5) SHARES  
HELD ON THE RECORD DATE  
AT THE SUBSCRIPTION PRICE  
OF HK\$0.10 PER RIGHTS SHARE**

**PROPOSED RIGHTS ISSUE**

The Company proposes to raise approximately HK\$26.26 million (before deducting professional fees and other related expenses) by way of the Rights Issue, whereby 262,570,000 Rights Shares will be allotted and issued on the basis of one (1) Rights Share for every five (5) Shares held by the Qualifying Shareholders on the Record Date. The Rights Issue is not underwritten and will not be extended to the Non-Qualifying Shareholder(s) (if any).

The Subscription Price of HK\$0.10 per Rights Share, is payable in full upon application for the Rights Shares under the Rights Issue by Qualifying Shareholders.

Assuming no change in the number of Shares in issue on or before the Record Date and full subscription of the Rights Shares, a total of 262,570,000 Rights Shares will, upon the completion of the Rights Issue, be allotted and issued, representing (i) 20% of the Company's existing issued share capital as at the date of this announcement; and (ii) approximately 16.67% of the Company's issued share capital as enlarged by the allotment and issue of the Rights Shares.

The aggregate nominal value of the Rights Shares, of nominal value of HK\$0.01 each, will be approximately HK\$2.63 million.

The estimated net proceeds of the Rights Issue, if fully subscribed, will be up to approximately HK\$25.0 million (assuming no change in the number of Shares in issue on or before the Record Date).

**Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.**

## **QUALIFYING SHAREHOLDERS**

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be a Non-Qualifying Shareholder as at the close of business on the Record Date. In order to be registered as members of the Company on the Record Date, all transfers of Shares (together with the relevant share certificate(s)) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Wednesday, 3 November 2021.

The last day of dealing in the Shares on a cum-rights basis is Monday, 1 November 2021. The Shares will be dealt with on an ex-rights basis from Tuesday, 2 November 2021.

## **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Thursday, 4 November 2021 to Wednesday, 10 November 2021 (both dates inclusive) for the purpose of determining the Shareholders' entitlements to the Rights Issue. During this period, no transfer of Shares will be registered.

## **LISTING RULES IMPLICATIONS**

Given that the Rights Issue, when aggregated with the May Rights Issue, will not increase the issued share capital or market capitalisation of the Company by more than 50% within the 12-month period prior to the date of this announcement, the Rights Issue is not subject to the Shareholders' approval under the Listing Rules. The Rights Issue will be carried out in compliance with Rule 7.21(1)(a) of the Listing Rules.

## **GENERAL**

It is expected that the Prospectus Documents setting out details of the Rights Issue will be despatched to the Qualifying Shareholders on Friday, 12 November 2021. The Prospectus and the Overseas Letter will be despatched to the Non-Qualifying Shareholders (if any) for their information only.

## **WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND NIL-PAID RIGHTS SHARES**

**The Rights Issue is subject to the fulfilment and/or waiver (where applicable) of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed "Conditions of the Rights Issue" in this announcement. Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied and/or waived (where applicable), the Rights Issue will not proceed.**

## **PROPOSED RIGHTS ISSUE**

The Company proposes to raise up to approximately HK\$26.26 million (before deducting professional fees and other related expenses) by way of a rights issue of 262,570,000 Rights Shares at the Subscription Price of HK\$0.10 each and on the basis of one (1) Rights Share for every five (5) Shares held by the Qualifying Shareholders on the Record Date.

The Rights Issue will not be extended to the Non-Qualifying Shareholder(s), if any. The terms of the Rights Issue are summarised below:

### **Issue statistics**

Basis of Rights Issue	: One (1) Rights Share for every five (5) Shares held on the Record Date
Subscription Price	: HK\$0.10 per Rights Share
Number of Shares in issue as at the date of this announcement	: 1,312,850,000 Shares
Number of Rights Shares to be issued under the Rights Issue	: Up to 262,570,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date)
Aggregate nominal value of the Rights Shares	: Up to HK\$2,625,700 (assuming no change in the number of Shares in issue on or before the Record Date)
Enlarged issued share capital upon completion of the Rights Issue	: Up to 1,575,420,000 Shares (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue)
Maximum funds raised before expenses	: Up to HK\$26,257,000 (assuming all the Rights Shares are taken up)

Assuming no change in the number of Shares in issue on or before the Record Date and full subscription of the Rights Shares, a total of 262,570,000 Rights Shares will, upon completion of the Rights Issue, be allotted and issued, representing (i) 20% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

As at the date of this announcement, the Company has no outstanding derivatives, options, warrants, convertible securities or other similar securities which are convertible or exchangeable into Shares. The Company has no intention to issue or grant any Shares, convertible securities, warranties and/or options on or before the Record Date.

As at the date of this announcement, the Board has not received any information from any substantial Shareholders of their intention to take up the Rights Shares to be provisionally allotted to them under the Rights Issue.

### **Subscription Price**

The Subscription Price of HK\$0.10 per Rights Share is payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of Rights Shares or applies for excess Rights Shares or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 23.7% to the closing price of HK\$0.1310 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 18.3% to the average of the closing prices of Shares for the five consecutive trading days ended on the Last Trading Day of approximately HK\$0.1224 per Share;
- (iii) a discount of approximately 21.4% to the average of the closing prices of Shares for the ten consecutive trading days ended on the Last Trading Day of approximately HK\$0.1273 per Share;

- (iv) a discount of approximately 20.5% to the theoretical ex-rights price of approximately HK\$0.1258 per Share based on the closing price per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (v) a premium of approximately 150% to the unaudited consolidated net asset value per Share of approximately HK\$0.04 (based on the latest published consolidated net asset value of the Group of HK\$53,016,000 as at 30 June 2021 as disclosed in the interim report of the Company for the six months ended 30 June 2021 and 1,312,850,000 Shares in issue as at the date of this announcement).

The Subscription Price was determined with reference to, among other things, the recent market prices of the Shares, the current market conditions, and the amount of funds the Company intends to raise under the Rights Issue.

The Directors (including the independent non-executive Directors) consider that the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Basis of provisional allotment**

The basis of the provisional allotment shall be one (1) Rights Share for every five (5) Shares held by a Qualifying Shareholder as at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing a PAL and lodging the same with a remittance for the full amount payable for the Rights Shares being applied for with the registrar by 4:00 p.m. on the Final Acceptance Date.

### **Qualifying Shareholders**

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be a Non-Qualifying Shareholder as at the close of business on the Record Date.

In order to be registered as a member of the Company on the Record Date, a Shareholder must lodge the relevant transfer(s) of Share(s) (with the relevant share certificate(s)) with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on Wednesday, 3 November 2021.

The last day of dealings in the Shares on a cum-rights basis is Monday, 1 November 2021. The Shares will be dealt with on an ex-rights basis from Tuesday, 2 November 2021.

Qualifying Shareholders who take up their pro-rata entitlement in full will not suffer any dilution to their interests in the Company (except in relation to any dilution resulting from the taking up by third parties of any Rights Shares arising from the aggregation of fractional entitlements).

**Non-Qualifying Shareholder(s) (if any)**

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue as explained below.

Pursuant to Rule 13.36(2)(a) of the Listing Rules, the Directors will make enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholder(s) under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges. If, after making such enquiries, the Directors are of the opinion that it would be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place to exclude such Overseas Shareholder(s) from the Rights Issue, no Rights Shares (whether in nil-paid or fully-paid form) will be offered to such Overseas Shareholder(s). In such circumstances, the Rights Issue will not be extended to the Non-Qualifying Shareholder(s). The basis for excluding the Non-Qualifying Shareholders(s), if any, from the Rights Issue will be set out in the Prospectus. The Company will send the Prospectus and the Overseas Letter to the Non-Qualifying Shareholders for their information only.

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in their nil-paid form, to be sold in the market as soon as practicable after dealings in the nil-paid Rights Shares commence, and in any event before the last day for dealings in nil-paid Rights Shares if a premium (net of expenses) can be obtained. Proceeds of each sale, less expenses and stamp duty, will be paid pro-rata (rounded down to the nearest cent) to the relevant Non-Qualifying Shareholder(s) in Hong Kong dollars provided that the amount so payable is not less than HK\$100. The Company will retain individual amount of less than HK\$100 for its own benefit. Any unsold entitlements of the Non-Qualifying Shareholders will be made available for excess application by the Qualifying Shareholders.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

As at the date of this announcement, there are 51 Overseas Shareholders.

**The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Overseas Shareholders should exercise caution when dealing in the Shares.**

### **Status of the Rights Shares**

The Rights Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the Shares in issue at the time. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid by the Company after the date of allotment and issue of the Rights Shares.

### **Fractional entitlements to the Rights Shares**

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number) and sold by the Company in the open market if a premium (net of expenses) can be obtained, and the Company will keep the net proceeds for its own benefit. Any unsold fractions of the Rights Shares will be aggregated and made available for excess application by the Qualifying Shareholders.

### **Odd lot trading arrangement**

In order to facilitate the trading of odd lots (if any) of the Shares arising from the Rights Issue, a designated broker will be appointed to match the purchase and sale of odd lots of the Shares at the relevant market price, on a best effort basis, for the period from Tuesday, 7 December 2021 to Tuesday, 21 December 2021 (both days inclusive). Holders of the odd lots of the Shares should note that the matching of the sale and purchase of odd lots of the Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot facility, is recommended to consult his/her/its own professional advisers. Further details in respect of the odd lot trading arrangement will be set out in the Prospectus.

## **Application for excess Rights Shares**

Qualifying Shareholders are entitled to apply for, by way of excess application:

- (i) any unsold entitlements to the Rights Shares of the Non-Qualifying Shareholder(s) (if any);
- (ii) any unsold Rights Shares created by aggregating fractions of the Rights Shares; and
- (iii) any nil-paid Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise not subscribed for by renounees or transferees of nil-paid Rights Shares.

(i) to (iii) are collectively referred to as “**Untaken Rights**”.

Applications for excess Rights Shares may be made by completing an EAF and lodging the same with a separate remittance for the full amount payable for the excess Rights Shares being applied for. The Directors will allocate any excess Rights Shares at their discretion on a fair and equitable basis on the following principles:

- (i) any excess Rights Shares will be allocated to Qualifying Shareholders who apply for them as far as practicable on a pro-rata basis by reference to the number of the excess Rights Shares applied for under each application;
- (ii) no reference will be made to the Rights Shares subscribed through applications by PALs or the existing number of Shares held by Qualifying Shareholders;
- (iii) no preference will be given to applications for topping up odd-lot holdings to whole lot holdings; and
- (iv) pursuant to Rule 7.21(3)(b) of the Listing Rules, the Company will also take steps to identify the applications for excess Rights Shares made by the Controlling Shareholder or its associates (together, the “**Relevant Shareholders**”), whether in their own names or through nominees. The Company shall disregard the Relevant Shareholders’ applications for excess Rights Shares to the extent that the total number of excess Rights Shares they have applied for exceeds a maximum number equivalent to the total number of Rights Shares offered under the Rights Issue minus the number of Rights Shares taken up by the Relevant Shareholders under their assured entitlement to the Rights Shares.

If the aggregate number of Rights Shares underlying the Untaken Rights is greater than the aggregate number of excess Rights Shares being applied for under EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares the actual number of excess Rights Shares being applied for.

Investors whose Shares are held by a nominee company (including HKSCC Nominees Limited) should note that for the purpose of the Rights Issue, the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, investors should note that the aforesaid arrangement in relation to the allocation of excess Rights Shares will not be extended to beneficial owners individually. Investors whose Shares are held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date. For those investors who would like to have their names registered on the register of members of the Company, all necessary documents must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Wednesday, 3 November 2021.

### **Application for listing**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. No part of the share capital of the Company is listed or dealt in or on which listing or permission to deal in is being or is proposed to be sought on any other stock exchange.

The board lot size of the nil-paid Rights Shares will be the same as that of the fully-paid Rights Shares, i.e. 10,000 Shares in one board lot.

### **Rights Shares will be eligible for admission into CCASS**

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

### **Stamp duty and other applicable fees**

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy or any other applicable fees and charges in Hong Kong.

### **Share certificates and refund cheques for Rights Issues**

Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue as set out below, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Monday, 6 December 2021.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Monday, 6 December 2021 by ordinary post to the applicants' registered address, at their own risk.

### **The Rights Issue on a non-underwritten basis**

Subject to the fulfilment and/or waiver (where applicable) for the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. There is no minimum amount to be raised under the Rights Issue. The legal advisers of the Company have confirmed that there are no statutory requirements under the laws of Bermuda and the laws of Hong Kong regarding minimum subscription levels in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, a Shareholder who applies to take up all or part of its entitlement under PAL or apply for excess Rights Shares under EAF may unwittingly incur an obligation to make a general offer under the Takeovers Code, unless a waiver from the Executive (as defined in the Takeovers Code) has been obtained. Accordingly, the Rights Issue will be made on the term that the Company will, pursuant to Rule 7.19(5) of the Listing Rules, provide for Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the applications of any Shareholder for its entitlement under the PAL or for excess Rights Shares under the EAF can be scaled down to a level which does not trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code.

### **Conditions of the Rights Issue**

The Rights Issue is conditional upon the fulfilment or waiver (as appropriate) of each of the following conditions:

- (a) the Stock Exchange having authorised the registration of, and the Companies Registry in Hong Kong having registered, respectively, not later than the Posting Date, each of the Prospectus Documents duly certified in compliance with section 342C of the Companies (WUMP) Ordinance (and all other documents required to be attached thereto or otherwise filed or delivered) and otherwise complying with the requirements of the Companies (WUMP) Ordinance and the Listing Rules;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus to the Non-Qualifying Shareholder(s), if any, and for information purposes only, on or before the Posting Date;
- (c) the Listing Committee granting and not having revoked, listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms either unconditionally or subject to such conditions which the Company accepts and the satisfaction of such conditions (if any and where relevant) by no later than the Posting Date and such listings and permission to deal not having been withdrawn or revoked;

- (d) each condition to enable the Rights Shares in their nil-paid or fully-paid forms to be admitted as eligible securities for deposit, clearance and settlement in CCASS having been satisfied on or before the Business Day prior to the commencement of trading of the Rights Shares (in their nil paid and fully-paid forms, respectively) and no notification having been received by the Company from the HKSCC by such time that such admission or facility for holding and settlement has been or is to be refused;
- (e) there shall not have occurred and be continuing any of the following:
  - (i) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs which in the absolute opinion of the Company in any material respect affect the success of the Rights Issue (such success being the taking up of the Rights Shares by the Shareholders or the transferees of the nil-paid rights) or otherwise in the absolute opinion of the Company makes it inexpedient or inadvisable or inappropriate for the Company to proceed with the Rights Issue; or
  - (ii) any event of force majeure including, without limiting the generality thereof, any act of God, war, fire, flood, explosion, epidemic, terrorism, which in any material respect adversely affect the business or the financial or trading position or prospects of the Company and its subsidiaries considered as a whole or the Rights Issue; or
  - (iii) any other material adverse change in relation to the business or the financial or trading position or prospects of the Company and its subsidiaries considered as a whole occurs, whether or not of the same kind with any of the foregoing; or
  - (iv) any suspension in the trading of the securities generally or the Company's securities on the Stock Exchange for a period of more than 30 consecutive trading days occurs, excluding any halt or suspension in connection with the clearance of the announcement or circular or prospectus of the Company for the Rights Issue or other announcements or circulars in connection with the Rights Issue.

Save for condition (e) which can be waived (conditionally or unconditionally) by the Company, none of the above conditions can be waived. If any of the conditions referred to above are not fulfilled, and/or not waived (where applicable) at or before 4:30 p.m. on Monday, 29 November 2021 (or such later time and/or date as the Company may determine), the Rights Issue will not proceed.

As the proposed Rights Issue is subject to the above conditions, it may or may not proceed.

## **WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES**

**The Rights Issue is subject to the fulfilment and/or waiver (where applicable) of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section above headed “Conditions of the Rights Issue” in this announcement. Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied and/or waived (where applicable), the Rights Issue will not proceed.**

**Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled and/or waived (where applicable), and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form should consult their professional advisers.**

**Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.**

## **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Thursday, 4 November 2021 to Wednesday, 10 November 2021 (both dates inclusive) for the purpose of determining the Shareholders’ entitlements to the Rights Issue. During this period, no transfer of Shares will be registered.

## EXPECTED TIMETABLE

Events	Time and date
Date of Rights Issue announcement . . . . .	Thursday, 7 October 2021
Last day of dealing in the Shares on a cum-rights basis . . . . .	Monday, 1 November 2021
First day of dealing in the Shares on an ex-rights basis. . . . .	Tuesday, 2 November 2021
Latest time for lodging transfers of Shares to qualify for the Rights Issue . . . . .	4:30 p.m. on Wednesday, 3 November 2021
Closure of the register of members (both dates inclusive) . . . . .	Thursday, 4 November 2021 to Wednesday, 10 November 2021
Record Date . . . . .	Wednesday, 10 November 2021
Register of members re-opens . . . . .	Thursday, 11 November 2021
Despatch of Prospectus Documents. . . . .	Friday, 12 November 2021
First day of dealing in nil-paid Rights Shares . . . . .	Tuesday, 16 November 2021
Latest time for splitting nil-paid Rights Shares . . . . .	4:30 p.m. on Thursday, 18 November 2021
Last day of dealing in nil-paid Rights Shares . . . . .	Tuesday, 23 November 2021
Latest time of acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares . . . . .	4:00 p.m. on Friday, 26 November 2021

<b>Events</b>	<b>Time and date</b>
Latest time for the Rights Issue to become unconditional . . . . .	4:30 p.m. on Monday, 29 November 2021
Announcement of the allotment results of the Rights Issue . . . . .	Friday, 3 December 2021
Despatch of refund cheques for wholly or partially unsuccessful excess applications . . . . .	Monday, 6 December 2021
Despatch of share certificates of fully-paid Rights Shares . . . . .	Monday, 6 December 2021
Dealings in fully-paid Rights Shares commence . . . . .	Tuesday, 7 December 2021
Designated broker starts to stand in the market to provide matching services for odd lots of Shares . . . . .	Tuesday, 7 December 2021
Designated broker ceases to stand in the market to provide matching services for odd lots of Shares . . . . .	4:00 p.m. on Tuesday, 21 December 2021

All times and dates in this announcement refer to Hong Kong local times and dates.

Dates or deadlines specified in the expected timetable above or in other parts of this announcement are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

## **EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES**

The latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, Extreme Conditions and/or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 26 November 2021. Instead the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 26 November 2021. Instead the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares does not take place on or before 4:00 p.m. on Friday, 26 November 2021, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

## SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Rights Issue assuming full acceptance by the Qualifying Shareholders and there is no change in the number of Shares in issue on or before the Record Date; and (iii) immediately after completion of the Rights Issue assuming nil acceptance by the Qualifying Shareholders other than Beta Dynamic Limited, the Controlling Shareholder, and there is no change in the number of Shares in issue on or before the Record Date:

	At the date of this announcement		Immediately after completion of the Rights Issue (assuming full acceptance by the Qualifying Shareholders)		Immediately after completion of the Rights Issue (assuming nil acceptance by the Qualifying Shareholders other than Beta Dynamic Limited) (Note 2)	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<b>Substantial Shareholder</b>						
Beta Dynamic Limited (Note 1)	776,889,721	59.18	932,267,665	59.18	1,039,459,721	65.98
<b>Public Shareholders</b>	535,960,279	40.82	643,152,335	40.82	535,960,279	34.02
	<u>1,312,850,000</u>	<u>100</u>	<u>1,575,420,000</u>	<u>100</u>	<u>1,575,420,000</u>	<u>100</u>

### Notes:

1. The 776,889,721 Shares are beneficially owned by Beta Dynamic Limited which is wholly and beneficially owned by Mr. Cheung Siu Fai, an executive Director. Mr. Cheung Siu Fai is also the sole director of Beta Dynamic Limited.
2. Assuming no excess applications are made by Qualifying Shareholders other than Beta Dynamic Limited.

## REASONS FOR THE RIGHTS ISSUE AND THE INTENDED USE OF PROCEEDS

The principal activity of the Company is investment holding. The Group currently has a portfolio of business interests in the telecommunications, information technology, financial solution, software development, distribution sectors and property investment business in Hong Kong and Singapore. As disclosed in the interim report of the Company for the six months ended 30 June 2021, the Group recorded a loss for the six months ended 30 June 2021 of approximately HK\$10.46 million as opposed to a profit for the same period last year of approximately HK\$28.06 million, its gross profit for the six months ended 30 June 2021 decreased almost by approximately 25.8% from that for the same period last year. The Group has been exploring ways to improve its liquidity and enhance its financial position.

The Rights Issue, if completed and subscribed in full, will bring net proceeds of approximately HK\$25.0 million to the Company. This translates to a net Subscription Price of approximately HK\$0.0952 per Rights Share. The Company intends to apply such net proceeds in the following manner:

- (a) approximately HK\$2.1 million in and towards funding tender submissions, supplier deposits and other payments necessary to the performance of projects that have been, and may be, awarded to the telecommunication business;
- (b) approximately HK\$10.8 million towards repayment of outstanding loan in the principal amount of HK\$10,500,000 from executive Director Mr. Cheung Siu Fai (the “**New Loan**”) and accrued interest thereon, which was drawn to finance the Acquisition;
- (c) approximately HK\$5.1 million towards the general working capital of the Group, including operating expenses and administrative expenses, salary expenses and rental expenses, and selling expenses; and
- (d) the remainder of approximately HK\$7 million towards future investment opportunities in businesses that can complement and/or expand the Group’s core business.

As at 31 August 2021, the unaudited consolidated cash to total assets ratio of the Group was approximately 78.4%. The cash position as at that date included (i) the New Loan of HK\$10.5 million that was drawn in anticipation of the completion of the Acquisition which took place on 3 September 2021; (ii) an aggregate of approximately HK\$5.7 million that was earmarked for the settlement of loans due to two former directors of the Company pending resolution of certain matters between the Group and them; and (iii) pledged cash deposits of approximately HK\$0.6 million to secure bank guarantees issued in favour of certain telecommunication carriers in connection with the Group's telecommunication business. After excluding from the Group's total cash (a) approximately HK\$44.6 million paid upon completion of the Acquisition (including the New Loan); and (b) the other cash amounts referred to in (ii) and (iii) above that are not freely deployable for operation purposes, the remaining cash of the Group as at 31 August 2021 would represent only approximately 19.8% of the Group's unaudited total assets on the same date. Were the Group to modify the above adjusted cash position by (a) adding the maximum net proceeds of the Rights Issue of approximately HK\$25 million, and (b) deducting the amount for the repayment of the New Loan and the accrued interest thereon immediately upon completion of the Rights Issue, the modified cash to total assets ratio of the Group would only increase to approximately 28.1%. The Directors consider that given that the principal businesses of the Group are intrinsically not asset heavy, the Group's need to maintain adequate liquidity and resources to develop its business and support its operations, the Group's cash position is not excessive relative to its total assets.

Apart from the Rights Issue, the Directors have considered other debt/equity fund raising alternatives such as bank borrowings, placing or an open offer. The Directors noted that bank borrowings will carry interest costs and may require the provision of security and creditors will rank before the Shareholders, and placings will dilute the interests of Shareholders without giving them the opportunity to take part in the exercise. As opposed to an open offer, the Rights Issue enables the Shareholders to sell the nil-paid rights in the market. The Rights Issue will give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Company.

Having considered the abovementioned alternatives, the Directors consider raising funds by way of the Rights Issue is more attractive in the current market condition and the Rights Issue will enable the Company to strengthen its working capital base and enhance its financial position, while at the same time, allowing the Qualifying Shareholders to maintain their proportional shareholdings in the Company, and thus, in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, save for the Rights Issue, the Board has no intention or plan to conduct other equity fund raising activities in the next 12 months. However, if there shall arise any other potential investment opportunities or any change of the Group's current circumstances and existing business plans and that the net proceeds may not satisfy such upcoming financing and operational needs, the Board does not rule out the possibility that the Company may conduct further equity fund raising exercises to support such future developments of the Group.

Based on the above, the Board considers that raising capital through the Rights Issue is in the interests of the Company and the Shareholders as a whole. In addition, having considered the capital needs of the Group, the terms of the Rights Issue and the Subscription Price, the Board also considers that it is in the interests of the Company to proceed with the Rights Issue on a non-underwritten basis. **However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholder(s) should note that their shareholdings will be diluted.**

## **FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS**

The Company raised proceeds net of expenses of approximately HK\$38 million by the issue of 262,570,000 new Shares pursuant to the May Rights Issue. As disclosed in the prospectus document of the Company dated 2 June 2021 in respect of the May Rights Issue, the Company intended to apply approximately HK\$21 million of the net proceeds towards repayment of loans and borrowings of the Group and the remainder of approximately HK\$17.1 million towards general working capital of the Group. As disclosed in the Company's interim report for the six months ended 30 June 2021, approximately HK\$15.3 million was applied towards repayment of certain loans owing to Mr. Cheung Siu Fai, an executive Director, and an independent third party licensed money lending company, and approximately HK\$2.2 million was applied towards general working capital of the Group. The remaining amount of net proceeds from the May Rights Issue which has not yet been utilized include approximately HK\$5.7 million earmarked for the repayment of certain loans owing to two former non-executive Directors which have been set aside pending resolution of matters between the Group and such former non-executive Directors and approximately HK\$14.8 million earmarked for application towards general working capital of the Group which will be applied as intended by April 2022. Save for the May Rights Issue, the Company has not conducted any equity fund raising activities in the 12 months immediately prior to the date of this announcement.

## **LISTING RULES IMPLICATIONS**

Given that the Rights Issue, when aggregated with the May Rights Issue, will not increase the issued share capital or market capitalisation of the Company by more than 50% within the 12-month period prior to the date of this announcement, the Rights Issue is not subject to Shareholders' approval under the Listing Rules. The Rights Issue will be carried out in compliance with Rule 7.21(1)(a) of the Listing Rules.

## **GENERAL**

It is expected that Prospectus Documents setting out details of the Rights Issue will be despatched to the Qualifying Shareholders on Friday, 12 November 2021 and the Prospectus and the Overseas Letter will be despatched to the Non-Qualifying Shareholders (if any) for their information only.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Acquisition”	the acquisition of the entire issued share capital of Palico Development Limited, a company incorporated in Hong Kong with limited liability and principally engaged in property investment in Hong Kong, and its principal asset is a property situated at Units Nos. 4 and 6 on 11th Floor of Block A, Sea View Estate, No. 2 Watson Road, Hong Kong. Details of the Acquisition are set out in the circular of the Company dated 25 May 2021 and the completion announcement of the Company dated 3 September 2021;
“Board”	the board of Directors;
“Business Day”	a day (other than a Saturday, Sunday and public holiday) on which banks are open for general banking business in Hong Kong;

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Company”	Great Wall Terroir Holdings Limited, formerly known as Great Wall Belt & Road Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 524);
“Companies (WUMP) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong);
“Controlling Shareholder(s)”	having the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“EAF(s)”	the excess application form(s) for use by the Qualifying Shareholders who wish to apply for Rights Shares in excess for their pro-rata entitlements under the Rights Issue;
“Extreme Conditions”	extreme conditions caused by super typhoon as announced by the government of Hong Kong;
“Final Acceptance Date”	Friday, 26 November 2021, being the last day for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares or such other time or date as the Company may determine;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

“Last Trading Day”	Thursday, 7 October 2021, being the last full trading day before the release of this announcement;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“May Rights Issue”	the rights issue announced on 11 May 2021 on the basis of one (1) rights share for every four (4) shares held on the record date, which was completed on 25 June 2021;
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) (if any) whom the Directors, after making enquiries regarding the legal restrictions under the laws of the relevant places or the requirements of the relevant overseas regulatory bodies or stock exchanges, consider it necessary or expedient to exclude them from the Rights Issue;
“Overseas Letter”	a letter from the Company to the Non-Qualifying Shareholder(s) (if any) explaining the circumstances in which the Non-Qualifying Shareholder(s) (if any) is/are not permitted to participate in the Rights Issue;
“Overseas Shareholder(s)”	the Shareholder(s) whose names appear on the register of members of the Company at the close of business on the Record Date with registered address(es) outside Hong Kong;
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue;
“Posting Date”	Friday, 12 November 2021 or such other date as the Company may determine, being the date on which the Prospectus Documents are posted to the Qualifying Shareholders;
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;

“Prospectus”	the prospectus to be issued to the Shareholders containing, among other things, details of the Rights Issues;
“Prospectus Documents”	the Prospectus, the PAL and the EAF;
“Qualifying Shareholder(s)”	Shareholders, other than the Non-Qualifying Shareholders, whose names appear on the register of members of the Company at the close of business on the Record Date;
“Record Date”	Wednesday, 10 November 2021 or on such other date as the Company may determine, being the date by reference to which the Shareholders’ entitlements to the Rights Issue are to be determined;
“Rights Issue”	the issue by way of rights of one (1) Rights Share for every five (5) Shares in issue on the Record Date at the Subscription Price;
“Rights Share(s)”	up to 262,570,000 new Shares (assuming no change in the number of Shares in issue on or before the Record Date) proposed to be allotted and issued under the Rights Issue;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the subscription price of HK\$0.10 per Rights Share under the Rights Issue;
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules;

“Takeovers Code”

the Hong Kong Code on Takeovers and Mergers;

“%”

per cent.

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

Hong Kong, 7 October 2021

*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 Mr. Cheung Sze Ming.*