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Great Wall Terroir
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Great Wall Terroir Holdings Limited
長城天下控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 524)

**(I) PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) SHARES
HELD ON THE RECORD DATE
AT THE SUBSCRIPTION PRICE
OF HK\$0.045 PER RIGHTS SHARE; AND
(II) CHANGE IN BOARD LOT SIZE**

PROPOSED RIGHTS ISSUE

The Company proposes to raise up to approximately HK\$17.7 million (before deducting professional fees and other related expenses) by way of the Rights Issue, whereby 393,855,000 Rights Shares will be allotted and issued on the basis of one (1) Rights Share for every four (4) 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\$0.045 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 393,855,000 Rights Shares will, upon the completion of the Rights Issue, be allotted and issued, representing (i) 25% of the Company's existing issued share capital as at the date of this announcement; and (ii) 20% 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\$3.9 million.

The estimated net proceeds of the Rights Issue, if fully subscribed, will be approximately HK\$16.5 million (assuming no change in the number of Shares in issue on or before the Record Date). Details of the intended use of the net proceeds from the Rights Issue are set out in the section headed "Reasons for the rights issue and the intended use of proceeds" in this announcement.

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Thursday, 10 November 2022.

The last day of dealing in the Shares on a cum-rights basis is Tuesday, 8 November 2022. The Shares will be dealt with on an ex-rights basis from Wednesday, 9 November 2022.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 11 November 2022 to Thursday, 17 November 2022 (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.

CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Shares are traded on the Stock Exchange in board lots of 10,000 Shares. The Board proposes to change the board lot size of the Shares for trading on the Stock Exchange from 10,000 Shares to 50,000 Shares with effect from 9:00 a.m. on Wednesday, 14 December 2022.

LISTING RULES IMPLICATIONS

Given that the Rights Issue, when aggregated with the November 2021 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 7.19A of the Listing Rules.

GENERAL

It is expected that the Prospectus Documents setting out details of the Rights Issue and the Change in Board Lot Size will be despatched to the Qualifying Shareholders on Monday, 21 November 2022. 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\$17.7 million (before deducting professional fees and other related expenses) by way of a rights issue of 393,855,000 Rights Shares at the Subscription Price of HK\$0.045 each and on the basis of one (1) Rights Share for every four (4) 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 four (4) Shares held on the Record Date
Subscription Price	:	HK\$0.045 per Rights Share
Number of Shares in issue as at the date of this announcement	:	1,575,420,000 Shares
Number of Rights Shares to be issued under the Rights Issue	:	Up to 393,855,000 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\$3,938,550 (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 1,969,275,000 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\$17,723,475 (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 393,855,000 Rights Shares will, upon completion of the Rights Issue, be allotted and issued, representing (i) 25% of the issued share capital of the Company as at the date of this announcement; and (ii) 20% 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, warrants 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\$0.045 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 6.3% to the closing price of HK\$0.0480 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 15.7% to the average of the closing prices of Shares for the five consecutive trading days ended on the Last Trading Day of approximately HK\$0.0534 per Share;
- (iii) a discount of approximately 14.6% to the average of the closing prices of Shares for the ten consecutive trading days ended on the Last Trading Day of approximately HK\$0.0527 per Share;

- (iv) a discount of approximately 5.1% to the theoretical ex-rights price of approximately HK\$0.0474 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 28.6% to the unaudited consolidated net asset value per Share of approximately HK\$0.035 (based on the latest published consolidated net asset value of the Group of approximately HK\$54,962,000 as at 30 June 2022 as disclosed in the interim report of the Company for the six months ended 30 June 2022 and 1,575,420,000 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 four (4) 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Thursday, 10 November 2022.

The last day of dealings in the Shares on a cum-rights basis is Tuesday, 8 November 2022. The Shares will be dealt with on an ex-rights basis from Wednesday, 9 November 2022.

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 Shareholders

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 on a best effort basis to the Shareholders who wish to top up their holdings of odd lots of the Shares to a full new board lot or sell their holdings of odd lots of the Shares for the period from Wednesday, 14 December 2022 to Thursday, 5 January 2023 (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 PAL 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Thursday, 10 November 2022.

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 to be issued and allotted pursuant to the Rights Issue.

The nil-paid Rights Shares and fully-paid Rights Shares will be traded in the board lots of 50,000 Shares, being the new board lot size of the Shares after the Change in Board Lot Size takes effect.

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.

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 Issue

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 addresses, at their own risks, on or before Tuesday, 13 December 2022.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Tuesday, 13 December 2022 by ordinary post to the applicants' registered addresses, 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 and Overseas Letter to the Non-Qualifying Shareholder(s), if any, and for information purposes only, on or before the Posting Date;

- (c) the Listing Committee of the Stock Exchange granting, or agreeing to grant (subject to allotment), the 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 listing 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; and
- (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) 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, 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, 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 Tuesday, 6 December 2022 (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 Friday, 11 November 2022 to Thursday, 17 November 2022 (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.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company: (a) as at the date of this announcement; (b) 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 there are no Non-Qualifying Shareholders; (c) immediately after completion of the Rights Issue, assuming (i) nil acceptance by the Qualifying Shareholders other than Beta Dynamic Limited, the Controlling Shareholder, and (ii) Beta Dynamic Limited applies for excess applications for 148,084,896 Rights Shares and no excess applications are made by the other Qualifying Shareholders, and there is no change in the number of Shares in issue on or before the Record Date and there are no Non-Qualifying Shareholders; and (d) immediately after completion of the Rights Issue, assuming (i) nil acceptance by the Qualifying Shareholders other than Beta Dynamic Limited, the Controlling Shareholder, and (ii) no excess applications are made by Beta Dynamic Limited and the other Qualifying Shareholders, and there is no change in the number of Shares in issue on or before the Record Date and there are no Non-Qualifying Shareholders:

	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 (i) nil acceptance by the Qualifying Shareholders other than Beta Dynamic Limited and (ii) Beta Dynamic Limited applies for excess applications for 148,084,896 Rights Shares and no excess applications are made by the other Qualifying Shareholders)		Immediately after completion of the Rights Issue (assuming (i) nil acceptance by the Qualifying Shareholders other than Beta Dynamic Limited and (ii) no excess applications are made by Beta Dynamic Limited and the other Qualifying Shareholders)	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Substantial Shareholder								
Beta Dynamic Limited (Note)	983,080,417	62.40	1,228,850,521	62.40	1,376,935,417	69.92	1,228,850,521	67.48
Public Shareholders	592,339,583	37.60	740,424,479	37.60	592,339,583	30.08	592,339,583	32.52
	<u>1,575,420,000</u>	<u>100.00</u>	<u>1,969,275,000</u>	<u>100.00</u>	<u>1,969,275,000</u>	<u>100.00</u>	<u>1,821,190,104</u>	<u>100.00</u>

Note:

The 983,080,417 Shares are beneficially owned by Beta Dynamic Limited which is wholly and beneficially owned by Mr. Cheung Siu Fai (“**Mr. Cheung**”), an executive Director. Mr. Cheung is also the sole director of Beta Dynamic Limited. Besides, the 983,080,417 Shares are also subject to stock borrowing arrangements between Beta Dynamic Limited (as lender) and Hammer Capital Ventures Limited (which is also wholly and beneficially owned by Mr. Cheung) (as borrower) pursuant to a securities borrowing and lending agreement dated 29 September 2022.

As at the date of this announcement, the Company has not received any written undertaking from Beta Dynamic Limited to take up all or part of its entitlement under the Rights Issue and/or to apply for any excess Rights Shares.

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 2022, the Group recorded a loss for the six months ended 30 June 2022 of approximately HK\$11.6 million, representing an increase in its loss of approximately 10.5% compared to approximately HK\$10.5 million for the same period last year, whereas the Group's revenue for the six months ended 30 June 2022 decreased by approximately 34.8% to approximately HK\$44.6 million from approximately HK\$68.4 million 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\$16.5 million to the Company. This translates to a net Subscription Price of approximately HK\$0.0418 per Rights Share. The Company intends to apply such net proceeds in the following manner:

- (a) approximately HK\$6.2 million towards repayment of outstanding loan in the principal amount of HK\$6.0 million from Mr. Cheung, an executive Director, and accrued interest thereon;
- (b) approximately HK\$0.1 million towards promotion and online marketing expenses of the e-Commerce platform for sale and distribution of wine, details of which were disclosed in the announcement of the Company dated 6 July 2022;
- (c) approximately HK\$6.2 million towards the staff costs, including directors' remuneration and staff insurance expenses, save for the cost incurred for the investment in the e-Commerce platform;
- (d) approximately HK\$1.2 million towards the audit and other professional fees;
- (e) approximately HK\$1.0 million towards the rental expenses; and

- (f) the remainder of approximately HK\$1.8 million towards other administrative expenses, including printing fees and listing fees.

As set out in the interim report of the Company for the six months ended 30 June 2022, the bank balances and cash (excluding pledged bank deposits) of the Group as at 30 June 2022 amounted to approximately HK\$18.2 million, representing a significant decrease of approximately 40.7% compared to approximately HK\$30.7 million as at 31 December 2021. The decrease was mainly due to cash used in operations, including payments for services provided by suppliers, staff costs, rental expenses and other administrative expenses. As at 30 June 2022, the pledged bank deposits of the Group amounted to approximately HK\$0.7 million and bank guarantees of approximately HK\$0.5 million as at 30 June 2022 were issued to suppliers for operation requirements. After excluding from the Group's total bank balances and cash as at 30 June 2022 (i) the amount for the repayment of the outstanding loans in the principal amount of approximately HK\$5.7 million due to two former non-executive Directors; (ii) approximately HK\$7.0 million originally allocated towards the future investment opportunities in the Complementary Businesses which was reallocated to the development of the e-Commerce platform, details of which were disclosed in the announcement of the Company dated 6 July 2022; and (iii) approximately HK\$1.8 million towards funding tender submissions, supplier deposits and other payments for projects awarded to the Group's telecommunication business, the Board considers that the cash level on hand is thin for the size of the Group's operations. Further, in light of the financial performance of the Group for the six months ended 30 June 2022, the challenges from the rising global inflationary pressure, the disruption of the global supply chain as a result of the Russia-Ukraine war and the impact from the fluid situation of the COVID-19 pandemic on the business of the Group in the foreseeable future, the Board considers that it is vital for the Group to have access to additional funding and working capital in order to strive for better business performance of the Group and to cope with the increasing uncertainties over the global economic environment and business outlook.

Apart from the Rights Issue, the Board has considered other debt/equity fund raising alternatives such as bank borrowings, placing or an open offer. The Board 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 Board considers 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 the business operations and 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 OF THE COMPANY IN THE PAST 12 MONTHS

The Company raised proceeds net of expenses of approximately HK\$25.0 million by the issue of 262,570,000 new Shares pursuant to the November 2021 Rights Issue.

As at 31 August 2022, the Group had utilised approximately HK\$17.8 million, representing approximately 71.2% of the net proceeds from the November 2021 Rights Issue, and the remaining balance of the net proceeds from the November 2021 Rights Issue was approximately HK\$7.2 million.

Details of the original allocation of the net proceeds from the November 2021 Rights Issue as disclosed in the prospectus of the Company dated 12 November 2021, the revised allocation thereof as announced on 6 July 2022, and the amount of utilised and unutilised net proceeds as at 31 August 2022 are set out as follows:

	Original allocation as disclosed in the prospectus dated 12 November 2021 <i>HK\$'million</i> (approximately)	Revised allocation as announced on 6 July 2022 <i>HK\$'million</i> (approximately)	Utilised net proceeds <i>HK\$'million</i> (approximately)	Unutilised net proceeds <i>HK\$'million</i> (approximately)
Funding tender submissions, supplier deposits and other payments for projects awarded to the Group's telecommunication business	2.1	2.1	1.7	0.4
Repayment of loan owing to Mr. Cheung	10.8	10.8	10.8	–
General working capital, including operating and administrative expenses, salary and rental expenses	5.1	5.1	5.1	–
Future investment opportunities in the Complementary Businesses	7.0	–	–	–
E-Commerce platform focusing on wine	–	7.0	0.2	6.8
Total	25.0	25.0	17.8	7.2

Save for the November 2021 Rights Issue, the Company has not conducted any equity fund raising activities in the 12 months immediately prior to the date of this announcement.

CHANGE IN BOARD LOT SIZE

As set out in the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited, it is requested that the value of each board lot shall be no less than HK\$2,000. In order to increase the value of each board lot of the Shares, the Board proposes that the board lot size of the Shares for trading on the Stock Exchange will be changed from 10,000 Shares to 50,000 Shares with effect from 9:00 a.m. on Wednesday, 14 December 2022. The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders. The Board is of the opinion that the Change in Board Lot Size is in the interests of the Company and its Shareholders as a whole.

Based on the closing price of HK\$0.0480 per Share on the Last Trading Day as quoted on the Stock Exchange, the market value of each existing board lot of the Shares is HK\$480 and the theoretical market value of each proposed new board lot of the Shares (assuming the Change In Board Lot Size had already been effective) is HK\$2,400.

To alleviate the difficulties in trading odd lots of the Shares arising from the Change in Board Lot Size, a designated broker will be appointed to provide matching services to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on Wednesday, 14 December 2022 to 4:00 p.m. on Thursday, 5 January 2023 (both days inclusive). Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. The Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility. Further details in respect of the odd lots arrangement will be set out in the Prospectus.

All existing share certificates in board lot of 10,000 shares will remain good evidence of the legal title to the Shares and continue to be valid for delivery, transfer, trading and settlement purposes. No new share certificates for existing Shareholders will be issued as a result of the Change in Board Lot Size, and therefore no arrangement for free exchange of existing share certificates in board lot size of 10,000 shares to new share certificate in board lot size of 50,000 shares is necessary.

EXPECTED TIMETABLE

Events	Time and date
Date of Rights Issue announcement	Thursday, 13 October 2022
Last day of dealing in the Shares on a cum-rights basis	Tuesday, 8 November 2022
First day of dealing in the Shares on an ex-rights basis.....	Wednesday, 9 November 2022
Latest time for lodging transfers of Shares to qualify for the Rights Issue	4:30 p.m. on Thursday, 10 November 2022
Closure of the register of members (both dates inclusive).....	Friday, 11 November 2022 to Thursday, 17 November 2022
Record Date	Thursday, 17 November 2022
Register of members re-opens	Friday, 18 November 2022
Despatch of Prospectus Documents.....	Monday, 21 November 2022
First day of dealing in nil-paid Rights Shares	Wednesday, 23 November 2022
Latest time for splitting nil-paid Rights Shares.....	4:30 p.m. on Friday, 25 November 2022

Events	Time and date
Last day of dealing in nil-paid Rights Shares	Wednesday, 30 November 2022
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 Monday, 5 December 2022
Latest time for the Rights Issue to become unconditional	4:30 p.m. on Tuesday, 6 December 2022
Announcement of the allotment results of the Rights Issue	Monday, 12 December 2022
Despatch of refund cheques for wholly or partially unsuccessful excess applications	Tuesday, 13 December 2022
Despatch of share certificates of fully-paid Rights Shares	Tuesday, 13 December 2022
Dealings in fully-paid Rights Shares commence	9:00 a.m. on Wednesday, 14 December 2022
Effective date of the new board lot size (in the board lot size of 50,000 Shares)	9:00 a.m. on Wednesday, 14 December 2022
Designated broker starts to stand in the market to provide matching services for odd lots of Shares	9:00 a.m. on Wednesday, 14 December 2022
Designated broker ceases to stand in the market to provide matching services for odd lots of Shares	4:00 p.m. on Thursday, 5 January 2023

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 Monday, 5 December 2022. 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 Monday, 5 December 2022. 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 Monday, 5 December 2022, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

LISTING RULES IMPLICATIONS

Given that the Rights Issue, when aggregated with the November 2021 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 7.19A of the Listing Rules.

GENERAL

It is expected that the Prospectus Documents setting out, among other things, details of the Rights Issue will be despatched to the Qualifying Shareholders on Monday, 21 November 2022 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:

“associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“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;
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 10,000 Shares to 50,000 Shares;
“Company”	Great Wall Terroir 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);

“Complementary Businesses”	businesses that can complement and/or expand the Group’s core business;
“Controlling Shareholder(s)”	having the meaning ascribed thereto under the Listing Rules;
“COVID-19”	Coronavirus Disease 2019;
“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”	Monday, 5 December 2022, 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 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 People’s Republic of China;
“Last Trading Day”	Thursday, 13 October 2022, 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;
“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;
“November 2021 Rights Issue”	the rights issue announced on 7 October 2021 on the basis of one (1) rights share for every five (5) shares held on the record date, which was completed on 6 December 2021;
“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 name(s) 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”	Monday, 21 November 2022 or such other date as the Company may determine, being the date on which the Prospectus Documents are posted to the Qualifying Shareholders;
“Prospectus”	the prospectus to be issued to the Shareholders containing, among other things, details of the Rights Issue;

“Prospectus Documents”	the Prospectus, the PAL(s) and the EAF(s);
“Qualifying Shareholder(s)”	the Shareholder(s), other than the Non-Qualifying Shareholder(s), whose name(s) appear on the register of members of the Company at the close of business on the Record Date;
“Record Date”	Thursday, 17 November 2022 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 four (4) Shares in issue on the Record Date at the Subscription Price;
“Rights Share(s)”	up to 393,855,000 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;
“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\$0.045 per Rights Share under the Rights Issue;
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules;

“Takeovers Code” the Code on Takeovers and Mergers of Hong Kong; and

“%” per cent.

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

Hong Kong, 13 October 2022

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.