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GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED

金輪天地控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1232)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 24 MAY 2019
AND
CHANGE OF AUDITOR**

The Board is pleased to announce that (1) all the ordinary resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 24 May 2019; and (2) KPMG has been appointed as auditor of the Company with effect from the conclusion of the AGM.

References are made to the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) both dated 18 April 2019. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those used in the Circular.

RESULTS OF THE AGM

The Board is pleased to announce that all the ordinary resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 24 May 2019.

As at the date of the AGM, the total number of issued Shares was 1,802,456,000 Shares, representing the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. No Shareholder was required to abstain from voting on any of the resolutions proposed at the AGM. There was also no Share entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions proposed at the AGM and no Shareholder had indicated in the Circular his/her/its intention to vote against or to abstain from voting on the resolutions proposed at the AGM.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Details of the poll results of all the ordinary resolutions proposed at the AGM were set out as follows:

Ordinary resolutions <i>(Note (1))</i>		Number of votes cast (Approximate percentage of number of votes cast) (%) <i>(Note (2))</i>	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the Directors' report and the auditor's report for the year ended 31 December 2018.	1,395,056,471 (100%)	0 (0%)
2.	To declare a final dividend of HK1.9 cents per share for the year ended 31 December 2018.	1,395,293,464 (100%)	0 (0%)
3.	(i) a. To re-elect Mr. Wong Kam Keung, Barry (王錦強) as an Executive Director.	1,394,765,464 (99.961012%)	544,000 (0.038988%)
	b. To re-elect Mr. Gunawan Kiky as a Non-executive Director.	1,314,610,514 (99.958636%)	544,000 (0.041364%)
	c. To re-elect Mr. Wong Ying Loi (黃英來) as an Independent Non-executive Director.	1,314,922,514 (99.982359%)	232,000 (0.017641%)
	d. To re-elect Mr. Lie Tak Sen (李達生) as an Independent Non-executive Director.	1,314,922,514 (99.982359%)	232,000 (0.017641%)

Ordinary resolutions <i>(Note (1))</i>		Number of votes cast (Approximate percentage of number of votes cast) (%) <i>(Note (2))</i>	
		For	Against
	(ii) To authorise the Board to fix the Directors' remuneration for the year ending 31 December 2019.	1,314,840,514 (99.999848%)	2,000 (0.000152%)
4.	To appoint KPMG as auditor of the Company for the ensuing year and to authorise the Board to fix the auditor's remuneration.	1,395,001,464 (99.977639%)	312,000 (0.022361%)
5.	To give a general mandate to the Directors to allot, issue or otherwise deal with Shares not exceeding 20% of the total number of Shares in issue.	1,387,563,362 (99.444562%)	7,750,102 (0.555438%)
6.	To give a general mandate to the Directors to repurchase Shares of up to 10% of the total number of Shares in issue.	1,395,001,464 (100%)	0 (0%)
7.	To extend the general mandate to issue Shares as mentioned in resolution no. 5 by the number of Shares repurchased under the general mandate granted under resolution no. 6 above.	1,387,249,362 (99.422058%)	8,064,102 (0.577942%)

Notes:

- (1) The above table only provides a summary of the resolutions. The full text of these resolutions is set out in the Notice.
- (2) The number of votes and approximate percentage of voting Shares as stated above are based on the total number of the issued Shares held by the Shareholders who attended and voted at the AGM in person, by authorised representative or by proxy.

As more than 50% of the votes from the Shareholders who attended and voted at the AGM were cast in favour of each of the above resolutions, all resolutions were duly passed as ordinary resolutions of the Company by way of poll at the AGM.

CHANGE OF AUDITOR

Following the passing of resolution no. 4 at the AGM, Deloitte Touche Tohmatsu has retired as the auditor of the Company and KPMG has been appointed as the auditor of the Company with effect from the conclusion of the AGM.

By order of the Board
Golden Wheel Tiandi Holdings Company Limited
Wong Yam Yin
Chairman

Hong Kong, 24 May 2019

As at the date of this announcement, the Board comprises Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry, Mr. Tjie Tjin Fung and Mr. Janata David as Executive Directors; Mr. Suwita Janata and Mr. Gunawan Kiky as Non-Executive Directors; Mr. Wong Ying Loi, Mr. Lie Tak Sen, Mr. Li Yiu Fai and Mr. Wong Cho Kei, Bonnie as Independent Non-Executive Directors.